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## College of American Pathologists Constitution and Bylaws

### CONSTITUTION

*ADOPTED December 13, 1946*

*Amended: October 13, 1952; October 13, 1953; September 6, 1954; September 7, 1959; October 3, 1961; October 20, 1964; October 18, 1965; October 15, 1968; February 24, 1971; October 22, 1973; October 30, 1979; October 29, 1984; October 26, 1987; March 4, 1991; October 12, 1992; September 30, 1996; August 28, 2008; March 17, 2012; August 7, 2014.*

#### **ARTICLE 1. NAME**

The name of this corporation shall be the College of American Pathologists.

#### **ARTICLE II. INCORPORATION**

The College of American Pathologists shall be incorporated under the laws of the state of Illinois. The College of American Pathologists shall have all of the powers of a not-for-profit corporation as are now and shall hereafter be conferred by the statutes of the state of Illinois.

**ARTICLE III. OBJECTIVES** The objectives of the College shall be:

- To foster the highest standards in education, research, and the practice of Pathology;
- To advance the science of Pathology and to improve medical laboratory service to patients, to physicians, to hospitals, and to the public through study, education, and improvement of the economic aspects of the practice of pathology;
- To enhance the dignity, scientific basis, and efficient practice of the specialty of pathology for the service of the common good.

#### **ARTICLE IV. ADMINISTRATION**

The governance of the College of American Pathologists shall be vested in a Board of Governors.

#### **ARTICLE V. MEMBERSHIP**

##### **Section 1.**

Membership in this organization shall be in the following classes:

- A. Fellow or Founding Fellow
- B. Life Fellow
- C. Emeritus Fellow or Emeritus Founding Fellow
- D. Honorary Fellow
- E. Inactive Fellow
- F. Junior Member
- G. International Fellow
- H. Emeritus International Fellow
- I. Affiliate Member
- J. Emeritus Affiliate Member



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## Section 2. Qualifications for Membership

- A. Election to all classes of membership shall be made by the Board of Governors following application.
- B. Fellow. Physicians of good moral character shall be eligible for Fellowship if they devote themselves primarily to the practice of pathology and are certified by the American Board of Pathology, the Royal College of Physicians and Surgeons of Canada, the American Osteopathic Board of Pathology, or other certifying body approved by the Board of Governors. Fellows shall have the right to hold elective office and to appointment or election to the Board of Governors, in addition to the right to vote and to committee membership. They shall have the privilege of using the initials "FCAP" after their names. The original fellowship of the College of American Pathologists shall individually be known as Founding Fellows.
- C. Life Fellow. Fellows of the College in good standing may qualify for Life Fellowship by prepayment of dues as prescribed by the Board of Governors.
- D. Honorary Fellow. Individuals who have made outstanding contributions to the science of pathology or to the College may be elected to Honorary Fellowship by the Board of Governors. They shall not have the right to vote, hold elective office, or be required to pay dues. They may be appointed to committees.
- E. Inactive Fellow. A Fellow who does not qualify for emeritus standing but who has retired from pathology for reasons acceptable to the Board of Governors, upon application may be granted inactive standing. The Board of Governors may prescribe the duration of Inactive Fellowship. Inactive Fellows may be required to pay dues in an appropriate amount as determined by the Board of Governors. They shall not have the right to hold office or vote.
- F. Junior Member. Physicians of good moral character shall be eligible if they are actively enrolled in, or have completed, a formal training program in pathology towards the qualifications of the American Board of Pathology, the Royal College of Physicians and Surgeons of Canada, or the American Osteopathic Board of Pathology. For physicians not certified by one of these boards within three (3) years of the date of the completion of training, Junior Member membership shall automatically terminate at the end of the calendar year. When certified by a qualifying board, Junior Members are expected to apply for Fellowship within one year, after which Junior Membership shall automatically terminate. In the event of illness or other mitigating circumstances, the time periods may be extended at the discretion of the Board of Governors. Junior Members shall not have the right to vote in the election of College officers or governors or on the adoption of amendments to the constitution or bylaws. They may be appointed to committees and vote as members of such committees.
- G. International Fellow. Physicians residing outside of the United States and Canada who spend at least fifty percent of their professional time practicing pathology, and who have taken and passed their country's certifying pathology exam (if there is one established), shall be eligible



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to be International Fellows. International Fellows shall have the privilege of using the initials "IFCAP" after their names but will not have the right to vote or hold elective office. They may be appointed to participate in committees electronically.

- H. Affiliate Member. Qualified physicians who are certified in pathology in a foreign country by an internationally recognized certifying body, and/or whose major practice in a foreign country is devoted to pathology shall be eligible to be Affiliate Members. Affiliate Members shall not have the right to vote or hold elective office but may be appointed to committees. The membership category of Affiliate Member will be closed to new applicants effective September 26, 2008, and thereafter eliminated when there are no longer members in this category.
- I. Emeritus Fellow, Emeritus International Fellow, and Emeritus Affiliate Member. Upon application to the Board of Governors, Fellows, International Fellows, or Affiliate Members who have attained the age of 70 may be granted emeritus standing. Fellows, International Fellows, or Affiliate Members who have attained the age of 65, or such age as may be considered appropriate in individual cases by the Board of Governors, and who have retired from the active practice of pathology, upon application may be granted emeritus standing. Fellows, International Fellows, or Affiliate Members who have attained the age of 60, have retired from medical practice, and have been Fellows, International Fellows, or Affiliate Members for 20 years, upon application may be granted emeritus standing. Emeritus Fellows, Emeritus International Fellows, and Emeritus Affiliate Members shall not be required to pay dues and shall not have the right to hold office or vote. They may be appointed to committees. Founding Fellows granted emeritus status shall be Emeritus Founding Fellows. The membership category of Emeritus Affiliate Member will be closed to new applicants effective September 26, 2008, and thereafter eliminated when there are no longer members in this category.

#### **ARTICLE VI. OFFICERS**

The officers of the College shall consist of the following:

- president
- president-elect
- secretary-treasurer

Election of these officers and their duties shall be as provided for in the bylaws.

#### **ARTICLE VII. STATED MEETINGS**

The Board of Governors shall call annually at least one meeting of the membership at a site and time it shall determine. This meeting will be designated as the Stated Annual Meeting. Special meetings of the membership may be called at the discretion of the Board of Governors.

#### **ARTICLE VIII. AMENDMENTS**

Proposed amendments to this constitution shall first be submitted to the Board of Governors for its recommendation. Amendments may be initiated by a resolution adopted by two-thirds (2/3) vote of the Board of Governors or by petition signed by at least 200 Fellows. The proposed amendments with the recommendation of the Board of Governors, favorable or unfavorable, shall be delivered in



writing to the Fellows of the College, with voting instructions, at least thirty (30) days prior to the voting deadline. An affirmative vote of at least two-thirds (2/3) of the legal votes cast shall be required for the adoption of any amendment. Ten (10) percent or more of the eligible membership shall vote in order for any amendment to become effective.

## BYLAWS

*ADOPTED December 13, 1946*

*Amended: October 11, 1949; October 13, 1952; October 10, 1955; October 8, 1956; September 30, 1957; September 7, 1959; September 27, 1960; October 3, 1961; October 18, 1965; September 20, 1966; September 26, 1967; October 15, 1968; February 11, 1970; February 24, 1971; October 26, 1971; February 9, 1972; October 18, 1972; October 22, 1973; October 8, 1974; September 23, 1975; October 27, 1976; October 25, 1977; October 30, 1979; October 29, 1984; April 1, 1985; March 30, 1987; October 26, 1987; October 30, 1989; October 22, 1990; March 4, 1991; October 12, 1992; September 30, 1996; August 28, 2008; March 17, 2012; August 7, 2014.*

### **ARTICLE I. OFFICERS, BOARD OF GOVERNORS, AND EXECUTIVE COMMITTEE**

#### **Section 1. Elections, Terms of Offices, Vacancies**

The regular election of officers shall be conducted pursuant to Article V of these bylaws. The term of office shall begin at the conclusion of the Stated Annual Meeting after the election results are final. A president-elect shall be elected for a two-year term and thereafter shall become president automatically. The term of a president shall be two years.

Should the office of president become vacant in the first year of its term, the immediate past president shall fill the office until the next Stated Annual Meeting, at which time the president-elect will succeed to the presidency to serve the remaining year of the vacated term plus the following regular two-year presidential term. A new president-elect shall be elected in the regular sequence of events to serve concurrently with the two-year presidential term.

Should the office of president become vacant in the second year of its term, the president-elect shall fill the remainder of that term plus the following regular two-year presidential term. A new president-elect shall be elected in the regular sequence of events to serve concurrently with the two-year presidential term.

Should the office of president-elect become vacant in the first year of its term, the Board of Governors shall appoint an acting president-elect from its membership to fulfill the duties of the president-elect until the next regular election, when a new president-elect shall be elected to serve the remaining year of the term and thereafter succeed to the presidency.

Should the office of president-elect become vacant in the second year of its term, the Board of Governors shall appoint an acting president-elect from its membership to fulfill the duties of president-elect until the next regular election, when a new president-elect shall be elected and a new president elected if there is no successor as designated by these bylaws.



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Should the office of president and president-elect become vacant simultaneously, the secretary-treasurer will assume the duties of the president until the next regular election, when a president and president-elect shall be elected for full two-year terms.

If all three positions become vacant simultaneously, policy developed by the Election Oversight Committee will govern.

The term of secretary-treasurer shall be three (3) years or until a successor is elected, whichever is later.

Should the office of secretary-treasurer become vacant, the Board of Governors shall fill the office by appointment of a governor who shall serve until the next regular election, at which time a secretary-treasurer shall be elected for a full term. No Fellow may be elected secretary-treasurer for more than two full terms.

## **Section 2. Duties of the President, President-elect, and Secretary-Treasurer**

The duties of the president are:

- A. To function as the chief elected officer;
- B. To preside at all meetings of the College membership;
- C. To serve ex officio with the right to vote on the Board of Governors and function as its chair;
- D. To make all committee, commission, council, and advisory group appointments in accord with policy established by the Board and with Board approval;
- E. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

The duties of the president-elect are:

- A. To assume the duties of the president in absence of the president;
- B. To serve ex officio with the right to vote on the Board of Governors and function as its chair in the absence of or at the pleasure of the president;
- C. To preside at other meetings at the pleasure of the president;
- D. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

The duties of the secretary-treasurer are:

- A. To serve ex officio with the right to vote on the Board of Governors;
- B. To preside at other meetings at the pleasure of the president;
- C. To be responsible for the handling of all funds of the College;
- D. To regularly provide reports of the financial condition of the College to the Board of Governors and House of Delegates;
- E. To be responsible for all records of the College and ensure that all pertinent business is accurately and promptly recorded;
- F. To prepare an annual budget and make recommendations for effective and efficient expenditure of College funds for approval by the Board of Governors;



- G. To direct the development and regular review of CAP policies;
- H. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

### **Section 3. Board of Governors**

The Board of Governors shall consist of twelve (12) governors plus those who serve ex officio as provided in the bylaws.

Each duly elected governor shall serve for a term of three years or until their successors are elected, whichever is later, and shall take office at the conclusion of the Stated Annual Meeting upon election. At least four governors shall be elected annually.

No Fellow shall be elected governor for more than two full terms.

No Fellow shall serve on the Board in a non-officer position for more than eight years, excluding time spent fulfilling an immediate past president term. Only Fellows eligible to serve for the entire three-year term may seek election to the position of governor.

Any vacancy shall be filled by the Board of Governors for the remainder of the unexpired term by appointment of a Fellow who is not currently serving on the Board and who has not previously served two full terms. Any Fellow so appointed shall retain the option of running for two full terms, except that a Fellow so appointed who has previously served one full term may run only for one additional full term.

The immediate past president shall also be a member ex officio of the Board of Governors for the year immediately following expiration of the presidential term. The speaker and vice speaker of the House of Delegates, the chair of the Residents Forum, and the president of the CAP Foundation, if eligible to serve and a CAP Fellow, shall serve ex officio as members of the Board of Governors.

All ex officio members of the Board shall have the right to vote unless otherwise provided for in these bylaws.

### **Section 4. Removal of Officers and Governors.**

Officers and governors may be removed from office in accordance with Illinois law and with a recall policy established by the Board of Governors.

### **Section 5. Duties and Powers of Board of Governors**

The Board of Governors shall have the duties and powers ordinarily delegated to the governing body of a corporation, including the following:

- A. To direct the affairs of the College in accordance with Illinois law;
- B. To promote and attain the objectives of the College;
- C. To develop, initiate, and implement policy for the College;



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- D. To employ a chief executive officer who may or may not be a member of the College, for a salary and term of office which it shall determine;
  - E. To review the actions of the House of Delegates;
  - F. To promulgate such principles of professional conduct for Fellows and other members of the College as the Board may from time to time adopt and to provide for interpretation of those principles;
  - G. To elect the Executive Committee annually from its membership;
  - H. To create and appoint from presidential nominees all standing committees;
  - I. To direct and review all council and committee activities;
  - J. To establish rules and procedures for all College elections, including runoff elections, consistent with these bylaws and subject to input from the Election Oversight Committee;
  - K. To report to the College annually its work and activities, including a full financial statement prepared by a certified public accountant and such interim reports as are necessary and advisable;
  - L. To adopt rules and regulations covering the election of Fellows supplementing those in the constitution and bylaws;
  - M. To elect all classes of membership in the College.
  - N. To establish the initiation fees and the annual dues for all categories of membership except that Honorary and Emeritus Fellows shall not be required to pay dues. It may, for sufficient cause, remit the dues of a person in any category;
  - O. To adopt an annual budget.

### **Section 6. Meetings of the Board of Governors**

The Board of Governors may be called into session by the president, or in the president's absence, the president-elect, or upon written petition of any five (5) governors. A quorum for any meeting of the Board of Governors shall be ten (10) voting members.

Meetings by Telephone. Board members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

All meetings of the Board of Governors shall be governed by the then current edition of *Sturgis Standard Code of Parliamentary Procedure*.

Unanimous Written Consent. Any action required to be taken at a meeting of the Board of Governors or which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all those entitled to vote with respect to the subject matter thereof and shall be delivered to the secretary-treasurer to be filed in the corporate records. Such written consent may be engraved or printed facsimiles or by email. The email ballot must contain a signature with an electronic address, e.g. /signature/.



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### **Section 7. Duties and Powers of the Executive Committee**

There shall be an Executive Committee composed of the officers and of other members of the Board of Governors elected by the Board. The Executive Committee shall have all of the authority of the Board of Governors in between regular and special meetings of the Board provided that actions of the Executive Committee shall be taken only by the unanimous vote of not fewer than five (5) members present and voting, and provided further, that all actions of the Executive Committee shall be reported to the Board of Governors at the next meeting.

The president shall be the chair of the Executive Committee.

Meetings by Telephone. Executive Committee members may participate in and act at any meeting of the Executive Committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

All meetings of the Executive Committee shall be governed by the then current edition of *Sturgis Standard Code of Parliamentary Procedure*.

Unanimous Written Consent. Any action required to be taken at a meeting of the Executive Committee or which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all those entitled to vote with respect to the subject matter thereof and shall be delivered to the secretary-treasurer to be filed in the corporate records. Such written consent may be engraved or printed facsimiles or by email. The email ballot must contain a signature with an electronic address, eg/signature/.

## **ARTICLE II. HOUSE OF DELEGATES**

### **Section 1. Purpose**

A House of Delegates shall act as the voice of the membership of the College of American Pathologists, articulating to the Board of Governors what the House believes to be the needs of the constituents and articulating to the constituents what the College is doing to meet those needs. It shall receive reports of the activities of the Board of Governors and College councils, commissions, and committees. It may initiate its own business to address issues the membership believes are important to the membership of the College. It may assume such other responsibilities as may be assigned by provisions in the bylaws.

### **Section 2. Composition of the House of Delegates**

Delegates shall represent their respective states and provinces, the District of Columbia, Puerto Rico, and foreign countries, in a ratio proportionate to their respective memberships as prescribed by the House of Delegates. The military services, the Public Health Service, the Veterans Administration, and the Junior Member membership of the College shall also be represented. Excepting the Junior Member representative, only Fellows may serve as Delegates. Only Fellows shall have the right to vote in the election of delegates.





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### **Section 3. Rules of the House**

For the conduct of its business, the House of Delegates shall adopt rules in compliance with these bylaws, which may include, among other provisions, composition of the House and election of its members, House procedures, duties, the time and place of its meetings, exceptions from the Rules of Order of the College of American Pathologists. The House shall meet at the time of the Stated Annual Meeting when it shall receive the report of the election of officers and governors.

### **Section 4. Membership Forum**

Any group of twenty-five (25) Fellows may petition the House of Delegates in writing for the use of the floor of the House as a forum to discuss issues of interest. The speaker shall designate the time.

## **ARTICLE III. COMMITTEES, COUNCILS, AND RESIDENTS FORUM**

### **Section 1. Committees and Councils**

The Board of Governors shall establish committees, commissions, and other organizational units appropriate for the realization of the College's objectives and to meet functional needs such as strategic and financial planning, member credentialing, and the formulation, review, and interpretation of the constitution and bylaws.

The Board may establish councils to oversee and coordinate the conduct of committees, commissions, and other organizational units that the Board places under the purview of each council.

All appointments to these units will be made by the president with approval of the Board. Rules governing the structure, membership, and functioning of these units will be determined by Board policy.

### **Section 2. Residents Forum**

- A. A Residents Forum shall represent Junior Members of the College to the House of Delegates, Board of Governors, and the American Medical Association Resident Physicians Section. It shall address issues which reflect the needs and interests of the College's Junior Members.
- B. The Residents Forum shall comprise Junior Members from states and Canadian provinces, the District of Columbia, United States territories, and the United States military service—all as provided in the bylaws of the Residents Forum.
- C. The bylaws of the Residents Forum and all amendments thereto shall require approval by the Board of Governors. These bylaws shall include provisions regarding Forum officers and committees, Forum composition, elections, conduct of business, and amendment requirements.

## **ARTICLE IV. CONDUCT OF BUSINESS**

### **Section 1. Meetings of Members**

- A. Time and Location. Meetings of members for the conduct of business shall be held at such times and places as the Board of Governors shall direct. A quorum shall consist of fifty (50)



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Fellows.

- B. Rules of Order. Meetings of members shall be governed by the then current edition of Sturgis Standard Code of Parliamentary Procedure unless specific exception is provided in these bylaws.
- C. Notification of Members. Fellows shall be given at least one hundred and twenty (120) days prior notice of Stated Meetings. Notice of Special Meetings will be determined by the Board of Governors consistent with the exigencies of the situation.

### **Section 2. Chief Executive Officer**

The Board of Governors shall employ a chief executive officer (CEO) whose duties will be the management of the daily operations of the College. This will include, but not be limited to:

- A. Developing and executing, in partnership with the member leadership of the College, an effective strategy for the organization;
- B. Hiring, managing, and terminating the employment of all College employees;
- C. Executing contracts in accordance with policy established by the Board;
- D. Carrying out the directives and policies of the Board of Governors;
- E. Performing such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

## **ARTICLE V. ELECTION PROCEDURES**

### **Section 1. Election Oversight**

A committee shall be appointed to oversee the policies and procedures for the election of officers and governors.

### **Section 2. Nominations**

- A. A Nominating Committee will annually select a slate of election candidates for all open officer and governor positions. The Nominating Committee will be appointed by the president, with approval by the Board of Governors, at least six (6) months before the Stated Annual Meeting. It will consist of three (3) members selected from the House of Delegates and three (3) from the general membership, all serving two-year terms without eligibility for a second consecutive term. Terms will be staggered. The members selected from the House will be named from a list of no fewer than five (5) and no more than ten (10) nominees provided to the president by the House of Delegate Steering Committee.

The president will also appoint a past president of the College, not currently serving on the Board, as a seventh voting member of the Nominating Committee. This member will have a one-year term with no limit on tenure.

If a vacancy is created by death, resignation, or disqualification for any of these positions, the president will appoint a person to complete the term of the vacated position. That person would be eligible for an additional full-term appointment.

The president will select a new chair each year from its membership.



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- B. The president shall communicate the report of the Nominating Committee to Fellows at least one hundred twenty (120) days before the Stated Annual Meeting.
  - C. Additional nominations for governors and officers may be made by signed petition of at least one hundred (100) Fellows submitted to the chief executive officer no later than ninety (90) days before the next Stated Annual Meeting.
  - D. The chief executive officer shall communicate to the Fellows at least sixty (60) days before the Stated Annual Meeting, the names of all nominees for officer and governor, the origin of the nominations, whether by Nominating Committee or petition or both, and information about each candidate.
  - E. Any nominee for governor shall have been a Fellow in good standing for at least five (5) years prior to nomination. Any nominee for officer shall have been a Fellow in good standing for at least ten (10) years prior to nomination and have served on the College's Board of Governors.

### **Section 3. Elections**

- A. Prior to the Stated Annual Meeting, the Fellows shall elect the officers and governors by such voting method as shall be determined by Election Oversight Committee policy. The ballot may include a provision for write-in voting.
- B. At least sixty (60) days before the Stated Annual Meeting, the chief executive officer shall provide to all Fellows a ballot listing all nominees. Members will be given thirty (30) days to cast their votes.
- C. The results of the ballot shall be tabulated by an appropriate agency and reported to the chair of the Election Oversight Committee who, in turn, will notify all candidates of the election results. Election results shall be announced at the Stated Annual Meeting.

### **Section 4. Runoff Elections**

- A. Election of officers and governors shall be by majority vote.
- B. In the event no candidate for an open position achieves a majority, the College will conduct a runoff election via electronic balloting of all eligible Fellows.
- C. The number of candidates appearing on the runoff ballot will equal the number of positions to be filled plus one. Candidates will be placed on the ballot in the order of the number of votes they received in the general election.
- D. In a runoff election, each ballot, to be valid, shall include one vote for each and every position to be filled.



### **Section 5. Definition**

For the purposes of Article V, the time for reports, requests, and ballots shall be measured from the date of the Stated Annual Meeting.

### **Section 6. Emergency Procedures**

If, at any time within ninety (90) days prior to the date specified in Section 3(B) for receipt of marked ballots, a nominee for the office of president, president-elect, or secretary-treasurer nominated under Section 2(A) shall die or become unable to serve, then the Board of Governors shall establish policy to govern the election and its outcome.

## **ARTICLE VI. DISCIPLINE**

### **Section 1. Nonpayment of Dues**

A member shall be considered delinquent after failure to pay dues and may be dropped from the rolls of the College and deprived of all rights and privileges. The Board of Governors shall establish, publish, and implement rules for delinquency and reinstatement.

### **Section 2. Disciplinary Action**

The Board of Governors may expel, suspend, or otherwise discipline any member found to be deficient in moral character or professional competence, or found to be guilty of professional misconduct. The procedures governing any such action are set forth in the College's Fair Hearing Plan policy and other policies.

Disciplinary action against any member shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Governors present at the meeting at which such action is considered.

### **Section 3. Membership Termination or Suspension**

Any member whose membership has been terminated or suspended shall forfeit all rights and privileges in the College and shall not thereafter hold himself or herself out as a member of the College of American Pathologists.

## **ARTICLE VII. DISSOLUTION PROCEDURE**

In the event the College is dissolved, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the College, distribute all of the remaining assets as the Board of Governors shall determine to such organization or organizations organized and operated for purposes related to one or more of the purposes contained in the Constitution of the College as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code.

## **ARTICLE VIII. MISCELLANEOUS PROVISIONS**

### **Section 1. Professional Relations**

Members of the College are governed in their medical practice by the CAP Principles of Ethical and Professional Conduct.



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## Section 2. Indemnification

The College shall indemnify each officer, governor, volunteer, and member of the staff against liability and expenses, including attorney's fees, incurred in connection with any legal action in which the individual is made a defendant or is otherwise involved by reason of the individual's good faith efforts on behalf of the College. This indemnification does not extend to conduct deemed by the Board of Governors to have been undertaken in bad faith or contrary to any rule or policy of the College. As a condition of receiving indemnification, the indemnified individual shall allow the College to appoint counsel and shall agree to a coordinated defense to the extent deemed appropriate by the College.

Counsel appointed for the individual may, at the discretion of the College, be the same as counsel appointed to represent the College and/or other individuals.

## Section 3. Insurance

The Board of Governors of the College shall be authorized to purchase and maintain insurance on behalf of any person who may be indemnified against any liability asserted against that person and incurred by that person as a result of serving in an office whose holder may be indemnified or as a result of that person's performance of activities for which that person may be indemnified pursuant to this Article VIII.

## ARTICLE IX. AMENDMENT

### Section 1. Proposal of Amendments

A proposal for amendment or repeal of these bylaws or adoption of new bylaws may be initiated by the Board of Governors or the House of Delegates.

- A. Amendments proposed by the House of Delegates shall require affirmative votes of two-thirds (2/3) of delegates present and voting.
- B. A petition signed by thirty (30) individual Fellows requesting an amendment shall be referred to the House of Delegates for consideration.

### Section 2. Amendment Procedures

- A. Review and Evaluation. The Constitution and Bylaws Committee shall review each proposal to assure conformity with the constitution and existing bylaws and prepare appropriate language for submission to the members with explanatory comments and the recommendations of the Board of Governors and House of Delegates.
- B. Notification and Required Vote. The bylaws may be amended by majority vote by mail or electronic ballot. At least thirty (30) days prior to the ballot deadline, the proposed amendments shall be delivered in writing to those Fellows of the College eligible to vote. Ten (10) percent or more of the eligible membership shall vote in order for any amendment to become effective.