

BY-LAWS  
OF  
INTERNATIONAL SOCIETY FOR LABORATORY HEMATOLOGY

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICERS

Section 1.1 Name. The name of this corporation (the “Corporation”) is International Society for Laboratory Hematology.

Section 1.2 Purposes. The Corporation is organized and will be operated exclusively as a business league within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the “Code”). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is organized and operated to function as a forum for its members to gather, exchange ideas at an international level, conduct educational seminars, advance research and generally foster the science and clinical art of the field of laboratory hematology.

Section 1.3 Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501 (c) (6) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices in such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

## ARTICLE TWO

### MEMBERS

Section 2.1. Classes of Members. The Corporation shall have three (3) classes of members: General Members, Student Trainee Members and Corporate Members. The rights of each class of members shall be as provided in these Bylaws.

Section 2.2. General Members. Any medical or scientific professional engaged in the practice of or research in the field of laboratory hematology shall be entitled to become a General Member of the Corporation upon the payment of such annual dues as shall be established for General Members by the Board of Directors of the Corporation.

Section 2.3. Student/Trainee Members. Any student engaged in the study of the field of laboratory hematology or person training to practice or conduct research in such field shall be entitled to become a Student/Trainee Member of the Corporation upon the payment of such annual dues for Student/Trainee Members as shall be established for Student/Trainee Members by the Board of Directors of the Corporation.

Section 2.4. Corporate Members. Any other person, firm or corporation who or which has an interest in promoting the purposes of the Corporation shall be entitled to become a Corporate Member of the Corporation upon payment of such annual dues as shall be established for Corporate Members by the Board of Directors of the Corporation. There shall be three (3) levels of corporate membership: Regular Corporate Member, Patron Corporate Member and Sustaining Corporate Member. Corporate Members shall receive such recognition at the events, seminars and meetings of the Corporation and in any publications of the Corporation as shall be determined by the Board.

Section 2.5. Rights of Members. Each class of members of the Corporation shall have the right to receive notice of, and attend and participate in the events, seminars and meetings sponsored by the Corporation, to attend such meetings of members as may from time to time be called by the Board of Directors to inform the members concerning the present and planned activities of the Corporation and to receive any publications by the Corporation. Members shall have no voting rights.

## ARTICLE THREE

### BOARD OF DIRECTORS

Section 3.1. General Powers: Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of the Incorporation or by these Bylaws.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of not less than five (5) nor more than twelve (12) directors, with the exact number of directors to be designated from time to time by resolution of the directors; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.3. Election and Term of Office. The initial directors of the Corporation shall be those persons named in the Articles of Incorporation as the initial directors, and they shall hold office until their successors are chosen and qualified at the 1995 annual meeting of the directors, or until their respective earlier deaths, resignations, retirements, disqualifications or removals from office. Thereafter, each director shall generally hold office for a three-year term and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office; provided, however, that the terms of the directors elected at the 1995 annual meeting of the Board of Directors shall be staggered into terms of one, two and three years, with the term of each such director being determined by lot. No director shall be eligible for reelection so as to serve more than two (2) consecutive terms in office.

Section 3.4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled by the affirmative vote of a majority of the remaining directors at any meeting thereof. Any director elected or appointed to fill a vacancy shall hold office until the next annual meeting of the directors of the Corporation and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.5. Removal. Any director may be removed, either for or without cause, by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

Section 3.6. Place of Meetings. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.7. Annual Meetings. Commencing in 1993, an annual meeting of directors shall be held in October, November or December in each year, at which time they shall elect the Board of Directors (commencing in 1995) in accordance with Section 3.3 of this Article Three, elect officers and transact any and all other business as may properly come before the meeting. Written or printed notice stating the place, day and hour of each annual meeting of the Board of Directors shall be delivered not less than ten (10) nor more than fifty (50) days before the date of such meeting, either personally, by mail, or by facsimile transmission, by or at the direction of the President or the Secretary, to each director.

Section 3.8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall be set forth in the notices of such meetings.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than one(1) nor no more than 50 day's notice to each director, either personally, by hand delivery, by mail or by facsimile transmission. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting.

Section 3.10. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the director's present therat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.11. Directors' Compensation. Directors may receive compensation for their services as directors or as members of a standing or special committee of the Board, may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors and may receive compensation for service for the Corporation in any other capacity.

Section 3.12. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 3.13. Consent to Action at Meeting Not Regularly Called or Noticed. All actions taken at any meeting of the Board of Directors which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if all directors consent in one of the following manners: by a writing on the records of a meeting of the Board of Directors filed with the Secretary, by presence at such meeting and oral consent entered in the minutes of such meeting or by taking part in the deliberations undertaken at such meeting without objection. At such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the Board of Directors is irregular for want of notice, the proceedings of such meeting may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all directors, provided a quorum was present at such meeting.

Section 3.14. Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, or by the Articles of Incorporation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.14 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## ARTICLES FOUR

### COMMITTEES

Section 4.1. Committees of Directors: The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed on the Board or such director by law.

Section 4.2. Advisory Boards or Committees. Advisory boards or committees, including a Scientific Advisory Board and/or a Corporate Advisory Board, not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal.

Section 4.3. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 4.4. Chairman. Unless otherwise designated by these Bylaws, one or more members of each director's committee or advisory board or committee shall be appointed chairman, or co-chairman, by the persons authorized to appoint the members thereof.

Section 4.5. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.6. Quorum: Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 4.7. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE FIVE

### NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any member, director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice shall be given, in writing, by hand delivery, by facsimile transmissions or by mail, postage prepaid, addressed to such member, director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon transmission of such facsimile.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any member, director or committee member of the Corporation under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE SIX

### OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall include a President, a Secretary and a Treasurer, and may include one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of any such Vice Presidents, with such descriptive title, if any, as the Board shall deem appropriate). None of the elected officers need to be a member of the Board of Directors.

Section 6.2. Election. So far as it is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 6.3. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 6.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 6.5. Compensation. The compensation, if any, of all officers of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time delegate to the President the authority to fix the compensation of any or all of the other employees and agents of the Corporation.

Section 6.6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

6.7. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside, when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice President in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

6.8. Vice Presidents. Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

6.9. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 6.10. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors.

Section 6.11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation, and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors.

Section 6.12. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President or the Board of Directors.

Section 6.13. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

## ARTICLE SEVEN

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President or the Treasurer of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 7.4. Contracts Involving Directors and Officers. Members of the Board of Directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that at such time they also may be acting as individuals, trustees of trusts, beneficiaries of trusts, members or associates or as agents, officers or directors for other persons or corporations, or may be interested in the same matters as shareholders, officers, directors or otherwise; provided however, that prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a director is personally interested as a shareholder, officer, director, trust beneficiary, trustee, trust advisor or otherwise, that contract, transaction or action must be authorized and approved in good faith by a vote of a majority of the number of directors in attendance at a meeting at which a quorum is present, without counting the vote of the interested director, and only after the non-interested directors are provided with knowledge of the material facts concerning the transaction and the interested director's interest in the transaction and only if the entering into of such contract or transaction is not violative of the proscriptions in the Articles of Incorporation which prohibit the Corporation's use or application of its funds for private benefit. An interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this Section 7.4 is authorized. Notwithstanding any provision contained herein, no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act would result in denial of the Corporation's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Board of Directors or officers of the Corporation be obligated to inquire into the authority of the Board or officers to enter into and consummate any contract, transaction or take other action.

## ARTICLE EIGHT

### MISCELLANEOUS

Section 8.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided in Section 3.11 of the Article Three hereof.

Section 8.2. Loans to Officers and Directors. Any loan by the Corporation to an officer may be made only in the manner and to the extent provided in the Texas Non-Profit Corporation Act. Except as provided in the preceding sentence, no loans shall be made by the Corporation to its officers, and in no event shall any loans be made by the Corporation to its directors. Any directors voting for or assenting to the making of any loan to a director or officer which is prohibited by the Texas Non-Profit Corporation Act, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.4. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.5. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.6. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.7. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

## ARTICLE NINE

### AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at the meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. Each person who becomes a member of the Corporation hereby expressly acknowledges and agrees that the power to alter, amend or repeal these Bylaws, or to adopt new bylaws, has been delegated to the Board of Directors by the members pursuant to Article 1396-2.09.A of the Texas Non-Profit Corporation Act.

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