

**AMERICAN SOCIETY FOR CYTOTECHNOLOGY INC.
BY-LAWS**

PREAMBLE

Section 1. The American Society for Cytotechnology Inc. was established by a Founders' Committee, whose function ceased at the time of the formation and assumption of office of the first Executive Council.

Section 2. The Founders' Committee was created on July 14, 1979, and consisted of the following members:

- (1) Patricia R. Ashton
- (2) Elsie V. Carruthers
- (3) Shirley E. Greening
- (4) Margaret J. Harris
- (5) Marion Danos Holmquist
- (6) Catherine M. Keebler
- (7) Edna E. Pixley
- (8) Angela L. Savino
- (9) Florence W. Woodworth

Section 3: The members of the Founders' Committee shall become, automatically, voting members of the American Society for Cytotechnology, Inc.

Section 4: The Executive council shall be elected by mail vote within one year of the incorporation of the American Society for Cytotechnology, Inc. The Founders' Committee shall arrange for, conduct, tally, and announce the results of this election. Until this election, the Founders' Committee shall function as the Executive Council.

Section 5: The Founders' Committee shall appoint the initial President, Vice-President, Secretary-Treasurer, and Legislative Consultant, all of whom will serve until their successors are selected following the annual voting in 1981.

ARTICLE I

NAME

The name of this organization shall be THE AMERICAN SOCIETY FOR CYTOTECHNOLOGY, INC., to be referred to as the ASCT.

ARTICLE II

PURPOSE

Section 1. To enhance the role of the cytotechnologist in the health care system.

Section 2. To promote the highest professional standards for the practice of diagnostic cytology.

Section 3. To stimulate communication and cooperation among those persons or organizations actively engaged in the practice of diagnostic cytology and other health care professionals.

Section 4. To inform members of current legislative and legal issues pertaining to the profession of cytotechnology and other related professions.

Section 5. To support and promote educational opportunities for the membership on local, regional, national and international levels.

Section 6: To provide the public and consumers of cytology services with information on the use and value of the cytologic method and the role of cytology in health care maintenance.

ARTICLE III

MEMBERSHIP

Section 1. The membership of the American Society for Cytotechnology, Inc. shall be composed of the following categories:

- (1) Full Members
- (2) Student Members
- (3) Associate Members
- (4) Retired Members
- (5) Honorarys Members
- (6) Emeritus Members

Section 2. Full Members are eligible to vote and hold office. Individuals eligible for full membership include:

- (a) Cytotechnologists who have EITHER
 1. passed the certification examination of a recognized certifying agency (HEW, ASCP BOC) OR
 2. have graduated from an accredited training program
1. (b) International cytotechnologists who have passed the qualifications examination of a recognized certifying agency (IAC,

ASCP BOC) OR

2. have passed the national examination in countries where a national registry for cytotechnologists exists OR
 3. are currently employed in the field of cytology
- (c) Physicians, dentists, veterinarians and those with Ph.D. degrees, who are engaged in Cytopathology practice, teaching or research.

Section 3. Student, Associate, and Retired members enjoy all the privileges of full members but are not eligible to vote or to hold office.

- (a) Student membership consists of students enrolled in CAAHEP accredited school of cytotechnology, or international students training in the field of cytology..
- (b) Associate Members consist of individuals interested in diagnostic cytology, other than those described in Section 2.
- (c) Retired membership is open to those who have worked in the field 10 or more years, have officially retired from the profession and no longer work in cytology or in related fields (sales rep, etc.) or due to a disability are no longer able to work in any capacity.

Section 4 Honorary Members and Emeritus Members enjoy all the privileges of full members but are not eligible to vote or hold office and are exempt from payment of dues. Honorary members consist of individuals recognized for their distinguished contribution(s) to diagnostic cytology.

Emeritus Members consist of full members who have been in good standing for fifteen (15) consecutive years and who request in writing that the Executive Council grant them Emeritus Membership. To qualify one must be at least 62 years of age and retired from the field of cytology or, due to a disability is no longer able to work in any capacity.

Section 5. Membership in the Society may be terminated by written resignation or for failure to remit dues payment within 90 days following the due date. Failure to remit dues means a member is no longer in good standing and is no longer entitled to the rights or privileges of membership. .

Officers must remain in good standing at all times during their term of office or forfeit their position until such time as they return to good standing or are replaced by the Executive Board.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. The Officers and Regional Directors of the American Society for Cytotechnology shall be called the Executive Council and shall constitute the directing body of the Society.

Section 2. The Officers shall be the President, President-Elect, Treasurer, Legislative Consultant, and Immediate Past President.

- (a) Commencing with incorporation and until the first election, the officers shall be appointed by the Founders' Committee.
- (b) The President-Elect shall be elected by the highest number of votes cast by the membership of the Society from a slate to be determined by the Executive Council. Election of the President-Elect shall be by email ballot in advance of the Executive Council meeting. In the event of a tie the Executive Council will decide the issue. The President-Elect succeeds to the Presidency immediately following the term of office served as President-Elect.
- (c) In order to qualify for the office of President-Elect, an individual nominated must have served one term on the Executive Council as an elected Director, or have served as Treasurer or Legislative Consultant for a minimum of three years, or served as a Committee Chairman for a minimum of two years or have been one of the nine (9) members of the Founders' Committee and be a current dues paying member in good standing.
- (d) The Treasurer and Legislative Consultant shall be appointed annually by the President and the appointments shall be subject to the approval of the Executive Council. The Treasurer and Legislative Consultant may serve three (3) consecutive, one (1) year terms after which he/she must sit out term before reappointment. To be eligible the individual(s) must be a dues paying member in good standing.
- (e) A person may serve as an elected Regional Director for two consecutive terms (4 years) after which he/she must sit out one term (2 years) before being eligible to be elected again. To be eligible, the Regional Director must be a dues paying member in good standing.
- (f) Commencing with the first election, the term of office for the Officers of the Society shall be one year terms of office commence at the conclusion of the annual Executive Board meeting.
- (g) In the event an officer, other than the President, is unable to fulfill his/her term of service, the President with the approval of the Executive Council, shall appoint a person qualified by the bylaws to complete the appointed term of

office until the next scheduled election.

- (h) In the event the President is unable to fulfill his/her term of service, the President-Elect shall fill that position until the next scheduled election.

Section 3. The directors shall be five Regional Directors (one from each of the five geographical regions of the United States, Puerto Rico and Canada).

- (a) Each Regional Director shall be elected by the highest number of votes cast by those members of the same region as the nominee. In the event of a tie the Executive Council will determine the mechanism for deciding the issue.

- (b) Nominations for Regional Director may be made by written petition signed by at least one member of the same region as the nominee. The region is determined by the nominee's ASCT mailing address.

(c) The ballots shall be prepared by the Nominations Committee, with the approval of the Executive Council, and circulated to the regional membership for vote. Election of Regional Directors shall be by email ballot and completed in advance of the Executive Council Meeting.

- (d) The terms of the Regional Directors shall be staggered. Those elected to represent regions 2 and 4 shall have terms expiring initially in 2005, and subsequently every two years thereafter, while those elected to represent regions 1, 3 and 5 shall have terms expiring initially in 2006 and every two years thereafter.

- (e) In the event a Regional Director is unable to fulfill his/her term of service, the President with the approval of the Executive Council shall appoint a person qualified by the bylaws to complete the term of service until the next scheduled election for that region.

Section 4. The Executive Council may review and revise the five regional boundaries to ensure adequate representation of regions. However, any change made to the boundaries shall not affect the current Executive Council membership in office.

Section 5. The Editor of the ASCT Voice, shall be appointed annually by the President and the appointment shall be subject to the approval of the Executive Council.

ARTICLE V

MEETINGS

Section 1. There shall be an annual meeting of the Council to be held between March and July. The President shall preside over and send the call to the meeting. The place and date(s) shall be determined by the Executive Council.

Section 2. Executive Council meetings shall be called by the President.

Section 3. Special meetings of the Society may be called by a majority vote of the Executive Council to handle such business as shall be specified in the call to the meeting which shall be sent to all Executive Council members in advance of the meeting.

Section 4. No quorum shall be required to conduct business at a Society meeting but at least five (5) members of the Executive Council shall be present at a Council meeting before the Executive Council may conduct business.

Section 5. The permanent Committees of the American Society of Cytotechnology, Inc. shall be:

- (1) Membership Committee
- (2) Nominating Committee
- (3) Budget and Finance Committee
- (4) Annual Conference Planning Committee

Section 6. Other committees shall be appointed by the President when deemed advisable.

ARTICLE VI

NON-DISCRIMINATION & CODE OF CONDUCT POLICY

The ASCT is committed to providing equal opportunities and a professional, collaborative environment for all members, regardless of gender, gender identity or expression, race, color, national or ethnic origin, religion or religious belief, age, marital status, cultural expression, sexual orientation, disabilities or veteran status.

All functions of the ASCT must be conducted in a professional manner where all participants are treated with courtesy and respect. We are committed to providing an inclusive and welcoming environment for our membership, staff, volunteers, speakers, and vendors. All participants shall enjoy an environment free from all forms of discrimination, sexual harassment, and retaliation. Violators of this Code of Conduct policy shall be subject to disciplinary action, which may include the termination of their ASCT membership.

Section 1. Definitions: Harassment, sexual or otherwise, is a form of misconduct that undermines the integrity of the ASCT's values and purpose.

- (a) Definition of Sexual Harassment: Sexual Harassment refers to unwelcome sexual

advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Behavior and language that are welcome / acceptable to one person may be unwelcome / offensive to another. Individuals must use discretion and ensure that their words and actions always communicate respect for others. This is especially important for individuals in positions of authority since those with lower rank or status may be hesitant to express their objections or discomfort regarding unwelcome behavior.

Sexual harassment does not refer to occasional compliments of a socially acceptable nature. It refers to behavior that is not welcome, is personally offensive, debilitates morale, and therefore, interferes with work effectiveness. The following are examples of behavior that, when unwelcome, may constitute sexual harassment: sexual flirtations, advances, or propositions; verbal comments or physical actions of a sexual nature; sexually degrading words used to describe an individual; a display of sexually suggestive objects or pictures; sexually explicit jokes; inappropriate touching.

(b) Definition of “Other Harassment”: The harassment or acts of aggression based on any other protected characteristic are also strictly prohibited. Conduct falling under this category includes, but is not limited to, the following: epithets, slurs, or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes, display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group.

Section 2. Target Audience: This policy applies to all attendees, including members, guests, staff, students, vendors and exhibitors, who are participating in ASCT conferences, meetings, social events, or other activities.

Section 3. Reporting an Incident: Any individual covered by this policy who believes that they have been subjected to harassment or discrimination should contact an ASCT Executive Director or Officer, including the President, Past President or President Elect, Secretary, or Treasurer. All complaints will be treated seriously and investigated promptly. Confidentiality will be honored to the extent permitted provided the rights of others are not compromised.

Section 4. Investigation:

(a) After receiving a complaint, the ASCT Executive Board of Directors will designate an impartial investigatory panel chaired by a primary investigator. This panel will investigate the complaint and may interview the complainant.

i. If the facts are in dispute, further investigatory steps may be taken, including the interviewing of individuals named as witnesses.

(b) The details of the complaint should be explained to the alleged offender by the primary investigator.

(c) The alleged offender should be given a reasonable chance to respond to the evidence of the complainant and to bring their own evidence.

(d) If, for any reason, the investigatory panel is in doubt about whether or how to proceed, appropriate counsel will be sought.

(e) When the investigation is complete, the investigatory panel will report the findings to the Executive Director and Board of Directors.

Section 5. Retaliation is Prohibited. The ASCT will not tolerate any form of retaliation against persons who file a complaint or assist with investigations. Retaliation is a serious

violation of the Code of Conduct policy and will be subject to disciplinary action.

Section 6. Disciplinary Action: Individuals engaging in behavior that is not consistent with the ASCT's Code of Conduct will be subject to disciplinary action which may include any or all of the following:

- (a) Ejection from the ASCT meeting or sponsored activity without the refund of registration fees,
- (b) Reporting of the unprofessional behavior / incident to employers, event security &/or law enforcement agencies,
- (c) Termination of ASCT membership

Section 7. Appeals and Questions: In the event that the individual is dissatisfied with the results of an investigation, they may make a written appeal to the ASCT President.

ARTICLE VII

BONDING AND AUDITING

Section 1. The Treasurer shall be bonded in an amount set by the Executive Council, if the funds of the corporation exceed \$50,000.00. this is under D&O insurance

Section 2. The financial records of the corporation shall be reviewed annually with an external audit at least every other year. ASCT does tax returns only each year and a review when needed – every 3-4 years.

Section 3. The annual fiscal year of the corporation shall end June 30.

ARTICLE VIII

SELF-DEALING PROHIBITED

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are

deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

DISSOLUTION

Section 1. Upon the dissolution of the corporation, the Executive Council shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation by transferring all of its assets to any organization incorporated and operated exclusively for charitable or educational purposes as shall at the time qualify it or them as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954. (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the circuit court in which the principal office of the corporation 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.

ARTICLE X

AMENDMENTS

Section 1. These by-laws may be amended or repealed by the Executive Council by a two thirds vote at any meeting of the Council provided only that the language of the proposed amendments shall have been mailed to all council members with the call to the meeting. Electronic proxy voting is allowed for absent Executive Council members within 10 business days of the vote.

Revised 12-11-00 SBD

Revised 3-5-04 SB Dubey, By Laws Chairman

Revised 8-2-04 SB Dubey, By Laws Chairman

Revised 3-10-05 SB Dubey, By Laws Chairman

Revised 3-15-07 SB Dubey, By Laws Chairman

Revised 10-5-09 Brent Brewerton, By Laws Chairman

Revised 12-6-10 Brent Brewerton, By Laws Chairman

Revised 4-27-17 Joan Rossi, By Laws Chair

Revised 5-3-18 Joan Rossi, By Laws Chair

Revised 2-3-22 Margee Muciarelli, Long Range Planning/Bylaws Chair

Revised 5-15-23 Margee Muciarelli, President