

# THE BYLAWS OF THE ASSOCIATION FOR PATHOLOGY INFORMATICS, INC

Approved by Vote of Membership: 10/31/2022

## ARTICLE I NAME AND PURPOSE

### SECTION I.1 NAME

The Corporation is known as the Association for Pathology Informatics, Inc. (“the Association” or “API”).

### SECTION I.2 PURPOSE

The Association is organized exclusively for the purpose of carrying out and supporting the charitable, scientific, and educational purposes (within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, or corresponding section of any future tax code) to promote education, research and development, and clinical practice in pathology informatics. The Association was incorporated in the state of Pennsylvania, United States of America, and follows United States laws. The Association welcomes members from international countries as well as the United States. The Association may promote and sponsor educational seminars and publications; conduct continuing medical education courses; sponsor trainee scholarships and grants; formulate standards for practice, education, and research related to pathology informatics; establish cooperative relationships with national and international organizations that have an interest in pathology informatics; and generally provide a forum for education and dissemination of knowledge about pathology informatics and related technologies.

## ARTICLE II MEMBERSHIP

### SECTION II.1 ELIGIBILITY

Membership is open to qualified individuals and corporate, governmental and academic entities sharing the purpose of the Association both within and outside the United States of America. The Executive Council establishes the process and criteria for membership application and review. A member is deemed to be in good standing if she/he is current with all dues and otherwise meets all ethical standards, policies, and procedures of the Association. Any member with delinquent dues or who otherwise fails to meet the Association’s standards shall be declared inactive. Any member may resign by written notice to the Secretary.

### SECTION II.2 MEMBERSHIP CATEGORIES

The following represent the possible membership categories of the organization:

- **Regular members** are individuals with professional interest in pathology informatics. Only regular members have the right to vote, hold office, and sponsor new members. Regular members receive whatever benefits are designated by Governing Council (see Article IV).

- **Associate members** are individuals in training, including students, residents, and fellows. Associate members may not vote or sponsor new members, but they may participate in committees and receive other benefits as determined by the Governing Council.
- **Technical staff members** are individuals who provide professional support for laboratory information systems and associated software for academic medical centers, commercial laboratories, community practice laboratories, hospital laboratories and for non-profit organizations. They have the right to vote, hold office and sponsor new members, and they receive benefits as designated by the Governing Council.
- **Organizational members** include academic departments and non-profit associations. These sponsors are recognized in Association publications and receive Association communication to members, such as newsletters and other benefits designated by the Governing Council.
- **Corporate members** are individuals who are employed by for-profit organizations and corporations who have paid membership dues to the Association. They join either through direct contribution to the Association or may join as vendor sponsors through the annual meeting currently known as Pathology Informatics.
- **Emeritus members.** A regular or sponsoring member in good standing may apply for transfer to emeritus membership if that person has appropriately modified their professional duties and meets other standards as set by the Governing Council.
- **Charter members.** Regular, sustaining, and associate members who joined API before 2002 are designated as Charter members and may receive special benefits determined by the Governing Council.
- **Sustaining members.** Regular, associate, emeritus and charter members may elect to offer additional monetary support through annual financial contributions.
- **Honorary lifetime members.** Individuals who have significantly contributed to the purpose of the Association may be recognized by the Governing Council with this membership. An honorary lifetime member holds regular membership in the Association for the life of the member without the requirement of annual dues payment.

### SECTION II.3 APPLICATION PROCESS, DUES AND FEES

The Membership Committee of API (see SECTION V.7) reviews and approves all applications for membership to ensure that applicants meet the qualifications for the membership category under which they applied. If the Membership Committee determines that an application should be denied (i.e., no membership of any kind should be granted), then this application and situation should be reviewed by a quorum of the Governing Council who makes the final determination by majority vote.

Membership dues and registration fees are determined by the Governing Council and may reflect different degrees of professional education within a membership category. Sponsorship fees are determined by the Governing Council.

### SECTION II.4 REMOVAL OF A MEMBER

If a member in any membership category (including lifetime members) is suspected or known to have violated the ethical standards, policies or procedures of the Association, the allegations of such violation(s) will be brought to the Chair of the Membership Committee who will convene at least one special meeting of the Membership Committee for investigation and review. The member under investigation will be allowed to present his/her defense to the Membership Committee. If the Membership Committee determines that the allegations are valid, then the Chair of the Membership Committee will bring a proposal for revocation of membership to the Governing Council. If the member under discussion is a member of the Governing Council, then that member will not be present during such proposal. Revocation of an individual's membership in the Association will take place if two-thirds majority vote of all Council members present (during a meeting at which quorum has been reached), approve such action.

For an individual whose membership is revoked, the API will remunerate the individual's annual membership fee on a prorated basis to the date upon which the membership was revoked.

## ARTICLE III GOVERNANCE

The Association's **Governing Council**, equivalent to a Board of Directors, is the primary governing body. The Governing Council establishes the policies and procedures for the Association. The Governing Council has the authority to hire employees to assist in the Association's daily operations, including staffing of an Administrative Office.

## ARTICLE IV GOVERNING COUNCIL

### SECTION IV.1 COMPOSITION OF THE GOVERNING COUNCIL

The Governing Council consists of the following members:

**Elected Positions:** President, President-elect, Past President, Secretary, Treasurer, Program Committee Chair, Program Committee Chair-elect, Technical Standards Committee Chair, Training and Education Committee Chair, and Membership Committee Chair

**Appointed Positions:** Conference Director for the Annual Scientific Meeting of the API, Co-Conference Director for the Annual Scientific Meeting of the API, Editor(s)-In-Chief of the *Journal of Pathology Informatics*, Executive Director of the Association and all Chairs of Ad Hoc Committees.

### SECTION IV.2 VOTING PRIVILEGES OF OFFICERS

All elected members and mandatorily appointed and confirmed members of the Governing Council have voting privileges except the Past-President who is an ex officio member of the Governing Council. There are two exceptions by which the Past-President may cast a vote:

- In the case of a tie vote, the Past-President may cast the deciding vote.
- The Past-President may cast a vote according to SECTION IV.6.3 REMOVAL.

### SECTION IV.3 TERMS OF OFFICE AND SUCCESSION

#### SECTION IV.3.1 ELECTED GOVERNING COUNCIL OFFICERS WITH ONE -YEAR TERMS

The following officer positions are elected according to SECTION IV.4 below. Each has a term of **one** year and is a member of the Governing Council. The general responsibilities of each elected officer are listed below. The President-Elect automatically becomes President immediately following his/her term as President-Elect. The President automatically becomes the Past President during the year following his/her term as President. The general responsibilities of these officers are listed in SECTION IV.7 RESPONSIBILITIES OF OFFICERS.NAME AND PURPOSE

- **President**
- **President-Elect**
- **Past-President**

### SECTION IV.3.2 ELECTED GOVERNING COUNCIL OFFICERS WITH TWO-YEAR TERMS

The following officer positions are elected according to SECTION IV.4 below. They are members of the Governing Council. The Chair-Elect of the Program Committee automatically becomes the Chair of the Program Committee immediately following his/her term as Chair-Elect. Officer positions with terms of two years are those which are heavily involved in the operations, finances and strategic planning of the Association. Longer terms are advantageous to ensure the continuity and stability of these activities. Additional information on Association Committees is in Article V COMMITTEES. The general responsibilities of these officers are listed in SECTION IV.7 RESPONSIBILITIES OF OFFICERS.

The following officer positions are elected in odd-numbered years for a two-year term:

- **Secretary**
- **Chair** of the Program Committee
- **Chair-Elect** of the Program Committee
- Technical Standards Committee Co-Chair (alternating years)
- Training and Education Committee Co-Chair (alternating years)
- Membership Committee Co-Chair (alternating years)

The following officer positions are elected in even-numbered years for two-year term:

- **Treasurer**
- Membership Committee Co-Chair (alternating years)
- Technical Standards Committee Co-Chair (alternating years)
- **Publications Committee Chair**
- Training and Education Committee Co-Chair (alternating years)

### SECTION IV.3.3 GOVERNING COUNCIL MEMBERS APPOINTED AND RENEWABLE

The following positions within the Governing Council are made by appointment rather than election. The general responsibilities of these officers are listed in SECTION IV.7 RESPONSIBILITIES OF OFFICERS.

#### **Mandatory appointments**

**Conference Director** for the Annual Scientific Meeting of the API

**Co-Conference Director(s)** for the Annual Scientific Meeting of the API

**Editor(s)-In-Chief** of the Journal of Pathology Informatics

**Executive Director** of the API

#### **Optional appointments**

**Chairs** of ad hoc committees (see SECTION V.10 AD HOC COMMITTEES)

The **Conference Director** and **Co-Conference Director(s)** of the annual scientific meeting of the API are mandatory appointments which, if vacated regardless of reason, must be reappointed by a qualified and eligible API member as quickly as possible to ensure the health and longevity of the annual scientific meeting. If the Conference Director position becomes vacant for any reason and if only one Co-Conference Director exists, then Co-Conference Director automatically becomes the Conference Director. If more than one co-Conference director has been appointed, then the API governing Council determines, by majority vote of a quorum of the governing Council, which of the available co-Conference directors shall become the Conference director. If one or more of the Co-Conference Director positions become vacant for any reason, then the vacant Co-Conference Director position should be filled according to the bylaws

in this section. In no case shall either one of these mandatory appointments remain unfilled for more than 120 consecutive days.

The **Editor(s)-In-Chief** of the Journal of pathology informatics is a mandatory appointment which, if completely vacant regardless of reason, must be reappointed by at least one qualified and eligible API member as quickly as possible to ensure the health and longevity of the Journal of pathology informatics.

The **Executive Director** of the API is the senior staff person for the organization and is a mandatory appointment. This person is an employee of the organization and, as such, does not have to be a member or fulfill membership requirements of the API. If the Executive Director position becomes vacant, then the Governing Council must work to appoint a replacement as quickly as possible to ensure the health and longevity of the Association.

#### SECTION IV.4 ELECTIONS

Elections for Officers of the Association are to be held once a year. All regular, emeritus, charter, sustaining, and honorary lifetime members as well as technical staff members in good standing are eligible for election to Governing Council positions. The Nominating Committee (see SECTION V.8) develops a slate of candidates for election to the Governing Council, with at least two candidates for each position except as authorized by a majority vote of the Governing Council. Before a candidate can be listed on the ballot, the Nominating Committee must confirm with the Membership Committee that the proposed candidates are in good standing with the Association, must obtain permission from the candidate to be listed on the ballot and must collect at least some brief biographical information on the candidate. A write-in provision will be made available on all ballots submitted to the membership. The Nominating Committee works with the Secretary to distribute ballots to members at least three (3) months prior to the end of the calendar year (i.e., no later than September 30<sup>th</sup> of each year). Thirty days after these ballots are distributed to the membership (i.e., no later than October 30<sup>th</sup> of each year), the Nominating Committee closes the election. The Nominating Committee is responsible for the counting of the ballots and for informing the membership of the results within one month after the election is closed (i.e., no later than November 30<sup>th</sup>). The nominee who receives the most votes from the members shall be declared elected to that position.

In the event of a discrepancy or challenge to any election, the Nominating Committee shall resolve the matter by a majority vote. In the event of an extremely close (difference in number of votes is less than 10% of the total number of votes) or tie vote for any position, the Nominating Committee shall resolve the matter by a majority vote and may, at its discretion, decide to resolve the matter by granting co-chair status to the two candidates with the highest number of votes.

All elections which have occurred prior to the incorporation of the Association are valid, and all officers so elected hold office for the terms set forth herein.

#### SECTION IV.5 APPOINTMENTS

The eligibility, appointment process, term initiation, term length, term renewal, term limits and cessation of term for both mandatory and optional appointments are described in this section.

##### SECTION IV.5.1 ELIGIBILITY

All regular, emeritus, charter, sustaining, and honorary lifetime members as well as technical staff members in good standing with API are eligible for appointment, provided that the member has not and is not expected to exceed term limits, as described below, during the entirety of his/her appointment.

#### **SECTION IV.5.2 APPOINTMENT PROCESS**

The president of the API can nominate an eligible member of the API for a specific appointment (herein referred to as the “nominee”). The nominee must be confirmed by majority vote of a quorum of the Governing Council (which may include the President, and, in the case of a tie, also the Past-President). A “confirmed appointee” has been successfully confirmed by the Governing Council.

#### **SECTION IV.5.3 TERM INITIATION**

The term of a mandatory confirmed appointment begins on January 1 of the calendar year following the appointment confirmation. However, if a mandatory confirmed appointment is vacant or expected to be vacant before completion of that term, the confirmed appointee’s term may be initiated immediately or for a specified date in the future not to exceed 120 consecutive days from the date of the specified position’s vacancy.

The term of an optional confirmed appointment begins either immediately or on a future date specified by the president of API not to exceed January 1 of the following calendar year.

#### **SECTION IV.5.4 TERM LENGTH**

Confirmed mandatory appointments have a term of at least two years. The term begins on the date of term initiation (see SECTION IV.5.3 TERM INITIATION) and extends to December 31 of two calendar years from the date of term initiation, unless the position is voluntarily vacated by the appointee or terminated by action of the Governing Council (see section 3.3.7).

Confirmed optional appointments have a term of one year or less (please see term renewal section below). The term begins on the date of term initiation (see SECTION IV.5.3 TERM INITIATION) and extends to December 31 of the same calendar year, unless the position is voluntarily vacated by the appointee or terminated by action of the Governing Council (see SECTION IV.6 SUCCESSION AND REMOVAL).

#### **SECTION IV.5.5 TERM RENEWAL PROCESS**

Beginning November 1 of each calendar year, the Governing Council reviews all confirmed appointees whose terms are scheduled to end on December 31 of the same calendar year. For confirmed appointees who are eligible for renewal (e.g., will not exceed term limits), the Governing Council determines, by majority vote of a quorum of the Governing Council, which confirmed appointees are to be renewed on or before November 30 of that calendar year.

If an eligible confirmed appointee for a mandatory appointment is not renewed, then the president of the API along with the Governing Council must appoint a suitable replacement according to these bylaws (specifically SECTION IV.5.1 ELIGIBILITY and SECTION IV.5.2 APPOINTMENT PROCESS). If an eligible confirmed appointee for an optional appointment is not renewed, then the president of the API along with the Governing Council may, at their discretion, appoint a suitable replacement according to these bylaws.

#### **SECTION IV.5.6 TERM LIMITS**

Mandatory confirmed appointees do not have term limits since experience is critical to successfully serving in these positions. It is recommended that mandatory confirmed appointees serve at least two terms and should consider proper succession planning beginning with the second term and into the third term. It is recommended that mandatory confirmed appointees serve no longer than three terms but extenuating circumstances may require longer terms of service. Mandatory confirmed appointees are subject to the term renewal process and term cessation as described in SECTION IV.5.5 through SECTION IV.5.7).

No single API member shall serve as a confirmed optional appointee for a single position for more than three terms, regardless of whether they are consecutive or interrupted.

#### **SECTION IV.5.7 TERM EXPIRATION**

Terms for confirmed appointees end upon one of the following events, whichever is earliest:

- December 31 of the calendar year in which a term is not renewed by the Governing Council or
- The date upon which the confirmed appointee's term limit for the specified position he/she occupies is reached or
- For mandatory or optional confirmed appointments, upon special action of the Governing Council as described in SECTION IV.6.3 or
- For optional confirmed appointments, the date upon which the Governing Council votes to disband the ad hoc committee belonging to the optional appointee (i.e., chair of the ad hoc committee in question) by a majority vote of a quorum of the Governing Council (which may include the President).

### **SECTION IV.6 SUCCESSION AND REMOVAL**

#### **SECTION IV.6.1 SUCCESSION**

Should a vacancy occur among the elected members to the Governing Council, regardless of reason, the vacancy shall be filled in the following manner:

- If the Presidency becomes vacant, the President-Elect assumes that responsibility immediately, and the Secretary assumes the committee responsibilities of the President-Elect until the next election.
- For a vacancy in any other elected office, a quorum of the Governing Council by majority vote will appoint an eligible individual who is not currently on the council to serve in that position until the next election when nominees will be identified for election for the unexpired or new term.
- For a vacancy in any appointed office, the Governing council should follow the same procedures for appointment as outlined in SECTION IV.5 APPOINTMENTS.

#### **SECTION IV.6.2 RESIGNATION**

Should a member of the Governing Council determine that he/she cannot perform the duties of the position during his/her term, then he/she shall voluntarily resign from the position by submitting a letter or email to the President of the API. Such resignation should be effective on the date that the council member is no longer able to fulfill his/her duties.

#### **SECTION IV.6.3 REMOVAL**

Should a member of the Governing Council (herein referred to as "respondent") not be able to meet his/her responsibilities for a sustained period of time with no anticipated hope of improvement during his/her term for

whatever reason (excluding death; see SECTION IV.6.4), any two Council members may call for a special meeting of the Governing Council concerning removal of the respondent from his/her position and the Governing Council. A respondent can only be removed from his/her position and the Governing Council if a concurring vote is received from two-thirds of the voting members of the Governing Council and the Past-President of API. The respondent shall be given the opportunity to be present and to speak in his/her defense prior the vote if able to do so. The respondent shall also have the opportunity to vote if he/she is a voting member of council. Should a concurring two-thirds vote to remove the respondent be recorded, then the respondent will be removed from his/her position and consequently from the membership of the Governing council. If the position is elected or is a mandatory appointment, the Governing Council will fill the position according to SECTION IV.6.1 SUCCESSION.

Removal of the respondent from the Governing Council does not include revocation of membership from the Association. Revocation of membership procedures are in SECTION II.4.

#### SECTION IV.6.4 DEATH

In the event that a council member dies, his/her position becomes immediately vacant. The vacancy will be filled according to SECTION IV.6.1 SUCCESSION.

### SECTION IV.7 RESPONSIBILITIES OF OFFICERS

The **President** has general direction of the affairs of the Association and presides over the annual business meeting of the Association. The President is the chair of the Governing Council and a voting member of the Nominating Committee as well as the Budget and Finance Committee.

The **Past-President** assists with the duties of the President and the Governing Council and is a non-voting member of the Governing Council and a voting member of the Nominating Committee and the Budget and Finance Committee.

The **President-Elect** assists with the duties of the President and the Governing Council. The President-Elect chairs the Nominating Committee and is a voting member of the Governing Council as well as the Budget and Finance Committee.

The **Secretary** works with the President of the Association to provide agendas for meetings of the Governing Council. The Secretary takes minutes of each official meeting of the Governing Council and, after review and approval by the Governing Council, pass them to the Executive Director of the API for record-keeping. The Secretary is a voting member of the Governing Council, Publications Committee and the Nominating Committee.

The **Treasurer** provides oversight and management of the Association's financial records in conjunction with the Executive Director of the Association and other Association staff. The Treasurer and Association Staff report on the financial health of the Association to the Governing Council no less frequently than once per month. The Treasurer is the chair of the Budget and Finance Committee and is a voting member of the Governing Council and the Nominating Committee.

The **Chair of the Program Committee** performs his/her duties according to SECTION V.1.2 AUTHORITY AND RESPONSIBILITIES OF CHAIRS and ensures that the Program Committee performs its functions as shown in SECTION V.2 PROGRAM COMMITTEE. In addition, the Chair of the Program Committee is responsible for training the Chair-Elect of the Program Committee so that the Chair-Elect will be able to take over the duties of the Chair at the appointed time.



The Chair of the Program Committee is a voting member of the Governing Council and the Pathology Informatics Summit Planning Committee.

The **Chair-Elect of the Program Committee** performs such duties and functions to assist the Chair of the Program Committee in fulfilling the responsibilities of the Chair and the functions of the committee. During his/her tenure as Program Chair-Elect, it is expected that the Chair-Elect learns the responsibilities of the Chair of the Program Committee to prepare him/her for becoming Chair at the end of his/her term. The Program Chair-Elect is a voting member of the Pathology Informatics Summit Planning Committee and the Training and Education Committee.

The **Conference Director** is the Chair of the Pathology Informatics Summit Planning Committee and performs such duties and functions to ensure the success of the committee and of the Pathology Informatics Summit. In addition, the Conference Director is responsible for training the Co-Conference Director in his/her responsibilities and functions such that the Co-Conference Director is well prepared to take on the duties of the Conference Director at the appointed time. The Conference Director is a voting member of the Governing Council and the Program Committee.

The **Co-Conference Director** is the Vice-Chair of the Pathology Informatics Summit Planning Committee and assists the Conference Director in fulfilling his/her responsibilities and functions. In addition, it is expected that the Co-Conference Director learns the responsibilities of the Conference Director such that he/she may take over the duties and functions of the Conference Director at the appointed time. The Co-Conference Director is a voting member of the Program Committee.

The **Editor-In-Chief** of the *Journal of Pathology Informatics* is responsible for ensuring the financial and academic health of the journal of the Association (i.e., the *Journal of Pathology Informatics*) and for reporting on the health and activities of the journal regularly at meetings of the Governing Council. The Editor-In-Chief is the Chair of the Editorial Board of the *Journal of Pathology Informatics*. As such, he/she works with API staff to lead a meeting of the Editorial Board at least annually with at least one of those meetings held at the Pathology Informatics Summit. The Editor-In-Chief selects Editorial Board members and reviewers and ensures that submitted manuscripts are reviewed in a timely manner. The Editor-In-Chief works to ensure that the highest quality articles are being published which are timely and relevant to the field of Pathology Informatics. The Editor-In-Chief has the authority to appoint any obliging Association member in good standing to membership of his/her Editorial Board. The Editor-In-Chief is encouraged but not required to appoint at least one member in each of the following membership categories: Regular, Associate, Technical Staff, Organizational and Corporate. The Editor-In-Chief is also encouraged to appoint at least one international member (residing in a country outside the United States of America) to the committee. The Editor-In-Chief is a voting member of the Governing Council and of the Publications Committee.

The **Executive Director** is the Chief Executive Officer (CEO) of the Association and is a member of the API staff works closely with the President and performs all required functions and duties as assigned by the President and the Governing Council for the benefit of the Association. The Executive Director is a non-voting member of the API Governing Council and the Pathology Informatics Summit Planning Committee. Association staff, including the Executive Director, do not have to be members of the Association in order to hold their positions.

The **Chair of each Standing Committee** has the responsibilities and authority described in SECTION V.1.2 Article I AUTHORITY AND RESPONSIBILITIES OF CHAIRS.

The **Chair of each Ad Hoc Committee** ensures that his/her committee is performing the duties and functions outlined in these bylaws as well as any additional duties as directed by the Governing Council. In addition, the Chair develops

agendas for each committee meeting with other committee members, leads each committee meeting and updates the Governing Council with the activities of the committee at each Governing Council meeting. If the Chair is not able to attend a meeting of the Governing Council, then a written update should be submitted to the Secretary of the Association and/or to the Governing Council prior to the meeting. The Chair also provides the Publications Committee with updates of the activities of his/her committee at requested intervals for the API newsletter and provides updates on the activities of his/her committee for the API Annual Report when requested by the President and/or Executive Director of the API.

## SECTION IV.8 COUNCIL MEETINGS

The Governing Council meets as directed by the President, but not less than once in two months (and preferably monthly) to conduct the business of the Association. Additional meetings may take place and may be held by teleconference or other electronic means. In any decision requiring a vote (except for those decisions explicitly described in these bylaws), a simple majority of Council members carries the vote provided that a quorum of voting Council members is present. A quorum is five voting members of Governing Council, one of whom must be the President or President-Elect. The President may invite other guests to attend Council meetings to address specific issues; however, guests are not permitted to vote.

## ARTICLE V COMMITTEES

### SECTION V.1 STANDING COMMITTEES

#### SECTION V.1.1 DESCRIPTION

The Association maintains the standing committees identified in this section because they are essential to the operation of the Association and ensure that the Association achieves its goals and objectives of the membership. The membership of each committee, including required and optional members, are listed under each committee.

#### SECTION V.1.2 AUTHORITY AND RESPONSIBILITIES OF CHAIRS

Each committee has a chair (or two co-chairs). A co-chair has all of the same rights, privileges and responsibilities as a single chair for a committee, and it is expected that co-chairs determine the division of responsibilities between themselves. Any reference to “chair” in this Article is inclusive of a single chair as well as co-chairs.

Each chair ensures that his/her committee is performing the duties and functions outlined in these bylaws as well as any additional duties as directed by the Governing Council. The chair develops agendas for each committee meeting in conjunction with API staff and leads each committee meeting. The chair provides updates of his/her committee’s activities at each Governing Council meeting. If the chair is not able to attend a meeting, then a written update should be submitted to the Secretary of the Association and/or to the Governing Council prior to the next meeting of the Governing Council. The chair provides the Publications Committee with updates of the activities of his/her committee at requested intervals for the API newsletter and also provides updates on the activities of his/her committee for the API Annual Report when requested by the President and/or Executive Director of the API.

The chair of each committee has the authority to appoint any obliging Association member in good standing to membership of his/her committee. Chairs are encouraged but not required to appoint at least one member in each of the following membership categories: Regular, Associate, Technical Staff, Organizational and Corporate. Chairs are also encouraged to appoint at least one international member (residing in a country outside the United States of America) to

the committee. Chairs may optionally appoint vice-chairs of their committees as well as junior members and technical staff representatives. Appointment to a committee by its chair does not include any voting privileges on the Governing Council unless the appointee holds another position within the Association permitted that right.

In the event of a tie vote within a standing committee, the chair of that standing committee casts the deciding vote. For committees with co-chairs, the co-chairs cast the deciding vote. If the co-chair vote is tied, then the President of the Association casts the final deciding vote.

The minutes of each meeting of a standing committee are recorded by API staff and distributed to the committee for review and approval prior to the next meeting of that committee. Approved minutes are given to the Executive Director of the API for record-keeping. If an API staff person is not available or able to record the minutes for a specific meeting, it is the responsibility of the chair of the committee to designate a member of the committee to record and distribute the minutes in the same manner. For ad hoc committees, the chair of the ad hoc committee designates a member of the committee to record the minutes, distributes the minutes for review and approval by the ad hoc committee and subsequently gives the approved the minutes to the Executive Director of the API for record-keeping.

### SECTION V.1.3 LIST OF COMMITTEES

The standing committees of the association are: Program Committee, Pathology Informatics Summit Planning Committee, Training and Education Committee, Publications Committee, Technical Standards Committee, Membership Committee, Nominating Committee and the Budget and Finance Committee.

### SECTION V.2 PROGRAM COMMITTEE

The **Program Committee** consists of its Chair, its Chair-Elect, Chair of the Training and Education Committee, Co-Conference Director(s), a member of the API staff and any authorized appointees under SECTION V.1.2. This committee meets at least monthly.

The Program Committee develops and organizes program content for all scientific and educational programs (e.g., companion society meetings, courses, programs, webinars, conferences assigned by the Governing Council) including the annual Pathology Informatics Summit in partnership with the Pathology Informatics Summit Planning Committee (see SECTION V.3). The program committee is responsible for content planning, invitations to speakers and completing any necessary documentation for API or other organizations related to program content and planning. The committee is responsible for collecting, assembling and providing results of evaluations of program content as directed by the Governing Council. The committee maintains a schedule of conferences at which API will provide program content as well as a schedule of preparatory tasks and submission deadlines for content planning (e.g., solicitation of speakers, presentation titles and abstracts, maintenance of certification questions). For programs developed by the program committee, the committee is expected to comply with all deadlines required by conference/meeting organizers and, inasmuch as possible, to comply with any program themes identified by the conference/meeting organizers. The committee keeps a running list of content presented at each venue to ensure that new content development is current and relevant. This committee works closely with the Training and Education Committee to develop and provide relevant content for nonmembers and members of all categories and the Association. The committee performs all other program related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

### SECTION V.3 PATHOLOGY INFORMATICS SUMMIT PLANNING COMMITTEE

The **Pathology Informatics Summit Planning Committee** is chaired by the conference director and otherwise consists of the co-conference directors, chair of the program committee, chair elect of the program committee, conference managers, executive director of the API and any authorized appointees under SECTION V.1.2. This committee meets at least monthly.

The Pathology Informatics Summit Planning Committee is responsible for the overall organizing, planning and execution of the Pathology Informatics Summit (otherwise known as the annual scientific meeting of the API). This committee is not responsible for other meetings in which the Association may participate as these are the responsibility of the Program Committee. The Pathology Informatics Summit Planning Committee proposes the major theme for the Pathology Informatics Summit which must be approved by the Governing Council. This committee is responsible for the solicitation of corporate exhibitors and sponsors as well as for other sources of financial support for the Summit. This committee works with the Governing Council and the Training and Education Committee to determine the number of trainees who can be funded to attend the meeting with travel awards and provides mutually agreed upon times and rooms for the Training and Education committee to recognize and support travel awardees and other trainees at the Summit. The committee solicits (from other API Committees and membership) and maintains a list of all potentially competing meetings for at least two and preferably three years in the future so that scheduling of the Pathology Informatics Summit does not conflict with another major meeting. This committee recruits, reviews and appoints API staff member(s) to serve as Conference Manager(s) to carry out the tasks assigned by the committee. The committee performs all other Summit-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.4 TRAINING AND EDUCATION COMMITTEE

The **Training and Education Committee** consists of its chair, the program committee chair elect, at least one Associate member appointee, an API staff member and any authorized appointees under SECTION V.1.2. This committee meets at least quarterly.

The Training and Education Committee works in partnership with the Pathology Informatics Summit Planning Committee and the Program Committee to ensure that content is developed that meets the educational needs of API members of all categories but particularly for Associate members.

The committee maintains the primary responsibility for the Travel Award program which provides funding to Associate Members of the Association to travel to and participate in the Pathology Informatics Summit. The committee solicits funding for the Travel Awards to the Pathology Informatics Summit and works with the Pathology Informatics Summit Planning Committee and Governing Council to determine the number of Travel Awards that can be funded at least six months prior to the Pathology Informatics Summit. The committee solicits and reviews applications for the Travel Awards and determines based on pre-defined criteria which applicants will receive the Travel Awards. The committee will communicate with the Travel Award Applicants and Awardees as necessary to ensure smooth flow of the program. The Chair leads the Travel Awardee Luncheon at the Pathology Informatics Summit, the goal of which is to provide networking between trainees and program faculty. The committee monitors the effectiveness of the Travel Award program after each Pathology Informatics Summit and provides reports of its effectiveness to the Governing Council.

In addition to the Travel Award Program, the committee organizes and implements any mentor-matching programs for trainees and faculty and monitors the effectiveness of such programs. The committee reviews and updates the list of active pathology informatics and clinical informatics fellowship programs on the API website via the Publications Committee, including provision of appropriate levels of detail and hyperlinks to application portals. The committee

recruits Associate Members to become more involved in the organization and puts forward interested Associate members to chairs of other API committees as possible committee members.

The committee keeps a list of the training and education requirements in pathology informatics for physicians (e.g., residents, fellows) as well as non-physicians (e.g., PhD students, post-doctoral students) and other pathology professionals. The committee provides recommendations for actions to be approved by the Governing Council with regard to national and international training and education initiatives and works with other organizations as needed on training and education initiatives that affect pathology informatics (e.g., Clinical Informatics Fellowships, ACGME requirements for Informatics training in pathology residencies and non-informatics fellowships). The committee communicates with Associate Members of the Association on an at least semi-annual basis. The committee performs all other training- and education-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.5 PUBLICATIONS COMMITTEE

The **Publications Committee** consists of its chair, the Secretary, the Editor-In-Chief of the *Journal of Pathology Informatics*, an API staff member and any authorized appointees under SECTION V.1.2. Among the authorized appointees, the Publications Committee chair is encouraged but not required to include a Social Media Coordinator and an Editor for the Association web site. This committee meets at least quarterly.

The Publications Committee is responsible for coordinating the efforts of the various publications of the Association including but not limited to the *Journal of Pathology Informatics*, the Association newsletter, the Association web site and social media (e.g., Twitter, Facebook, LinkedIn). The committee is responsible for solicitation of content for as well as construction and dissemination of the Association newsletter at least annually to the Association membership. The committee should communicate with the Association staff including the webmaster for necessary updates to Association website content.

The committee performs all other publications-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.6 TECHNICAL STANDARDS COMMITTEE

The **Technical Standards Committee** consists of its chair, an API staff member and any authorized appointees under SECTION V.1.2. Among the authorized appointees, the chair of the Technical Standards Committee should, as much as possible, populate the committee with active members of various standards development organizations relevant to the practice of Pathology Informatics. This committee meets at least quarterly.

The Technical Standards Committee coordinates and tracks changes in technical standards that impact the practice of pathology and pathology informatics (e.g., data standards for security, confidentiality, coding, and reporting, as well as standards and validation of methods for the transfer, sharing and merging of data among institutions). The committee reviews changes in standards and applicable regulations and, when necessary, notifies the Governing Council of changes that would benefit from a formal response by the Association. The committee works with Governing Council to construct formal responses within any necessary timelines and works with the Publications Committee to publish those responses in appropriate venues. The committee provides formal written semi-annual report of standards activities

related to pathology informatics to the Governing Council. In fulfilling its charge and when appropriate, the committee works with other pathology and scientific professional societies, regulatory agencies and industry groups.

The committee performs all other standards-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.7 MEMBERSHIP COMMITTEE

The **Membership Committee** consists of its chair, an API staff member and any authorized appointees under SECTION V.1.2. The chair of the Membership committee should strongly consider appointing at least one member from each membership category to the committee. This committee meets at least monthly.

The Membership Committee makes recommendations about strategies to increase and retain membership in the Association and proposes updates to member benefits to the Governing Council. The committee investigates and reviews alleged violations of the ethical standards, policies or procedures of the Association by a member. As necessary, the committee will bring proposals for revocation of membership to the Governing Council for vote (see SECTION II.4 REMOVAL OF A MEMBER). The committee reviews membership statistics on an at least semi-annual basis and reports rates of new members, membership attrition and overall membership by membership category to the Governing Council. In conjunction with Association staff, the committee performs the annual solicitation of membership renewals and communicates with members who have failed to renew their memberships. The committee provides names of members who have exceeded the renewal grace period to API Staff for removal of member benefits. The committee solicits feedback on member benefits from API members at least annually and works with the Budget and Finance Committee to develop the annual dues for each membership category.

The committee performs all other membership-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.8 NOMINATING COMMITTEE

The **Nominating Committee** is chaired by the President-Elect and otherwise consists of the President, Past-President, Secretary, all elected Committee Chairs and the Executive Director of the Association. This committee meets at least annually.

The Nominating Committee is responsible for carrying out the annual election of officers for the Governing Council as provided in SECTION IV.4 NAME AND PURPOSE ELECTIONS. In order to fulfill its responsibilities, the Nominating Committee may solicit the membership for nominations for the various elected positions. The committee maintains a schedule of election activities including ballot preparation and is expected to meet the election deadlines as described in these by-laws.

The committee performs all other nomination- and election-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.9 BUDGET AND FINANCE COMMITTEE

The **Budget and Finance Committee** is chaired by the Treasurer and otherwise consists of the President, President-Elect, Past-President, Conference Director, Executive Director and any authorized appointees under SECTION V.1.2. This committee meets at least quarterly.

The Budget and Finance Committee develops the annual Association budget which includes the budgets for all Association activities including the Pathology Informatics Summit. The committee submits the budget for review and approval by the Governing Council at least annually which is at least one month prior to but no more than three months prior to the beginning of the financial year for the organization. The committee maintains and oversees the annual budget of the Association and reports on budget variances to the Governing Council at least every two months. The committee reports significant unexpected budget variances to the President no less than two weeks after discovery. The committee investigates and proposes investment strategies and electronic commerce strategies for the Association's assets for review and approval by the Governing Council. If donations are collected into the organization which have restricted use, then this committee is responsible for ensuring that the funds are tracked separately and used in a manner consistent with their restrictions. The committee works with the Membership Committee to develop the annual dues for each membership category.

The committee performs all other budget- and finance-related duties as assigned by the Governing Council and completes its charge in accordance with a budget established by the Governing Council.

#### SECTION V.10 AD HOC COMMITTEES

Ad hoc committees may be formed by the president of API as necessary, and the chairs of such ad hoc committees are optional appointments nominated by the President of API. The eligibility, appointment process, term initiation, term length, term renewal, term limits and cessation of term for both mandatory and optional appointments are described in SECTION IV.5.

### ARTICLE VI FINANCIAL

#### SECTION VI.1 FISCAL YEAR

The fiscal year of the Association begins July 1 and ends June 30 of the following calendar year.

#### SECTION VI.2 DUES AND ASSESSMENTS

The Governing Council determines the annual membership dues and sponsorship fees as well as registration fees.

#### SECTION VI.3 AUDIT AND REPORTS

The Treasurer reports on the financial affairs of the Association, including the results of audits as requested by the Governing Council.

#### SECTION VI.4 DISTRIBUTION OF ASSETS IN EVENT OF DISSOLUTION

Should the Association be terminated for any reason, the residual funds shall be assigned to one or more not-for-profit organizations engaged in similar activities and exempt under Internal Revenue Code Section 501(c)3 or corresponding provisions of any subsequent code.

## ARTICLE VII SCIENTIFIC AND BUSINESS MEETINGS

The Scientific meetings of the Association are held at least annually. Meetings may be held in conjunction with an established national scientific meeting, particularly one relating to pathology informatics. API business meetings are held in conjunction with one or more of the pathology informatics meetings to discuss matters of interest to the membership.

## ARTICLE VIII COMMUNICATIONS WITH API MEMBERSHIP

The Governing Council of the API communicates with its membership via a newsletter about Association activities on a regular basis but no less frequently than once per year. The newsletter should contain relevant updates from the API Governing Council as well as from each of the API standing committees. The Publications Committee is responsible for constructing the newsletter by gathering information from the API Governing Council as well as from each of its standing committees. The President of the API as well as the chairs of each of the standing committees are responsible for submitting relevant information to the Publications Committee for inclusion in the newsletter upon request of the Publications Committee.

## ARTICLE IX AMENDMENTS OF THE BYLAWS

Amendments or changes to the Bylaws may be proposed by a simple majority of the Governing Council or by petition to the Secretary by at least twenty regular members of the Association. The Council submits such a proposal to a vote of the membership within sixty days. The membership has forty-five days to respond. A two-thirds majority of those voting is required to modify the Bylaws provided that at least 10% of the regular members submit a vote. The Secretary is responsible for counting the ballots and for notification to the Council and to the membership of the results.

### **Association for Pathology Informatics**

The API is a 501(c)(3) Organization Dedicated to Informatics Education

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