

BYLAWS of the Southwestern Association of Clinical Microbiology, Inc.

Article I

NAME

The name of the corporation shall be **The Southwestern Association of Clinical Microbiology, Inc.** (SWACM) here and after referred to as the Association.

Article II

MISSION STATEMENT

The mission of the Association is to promote scientific knowledge and education of Clinical Microbiology primarily in the six-state area of Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas.

Article III

MEMBERSHIP and DUES

The membership of the Association shall be of the following types: regular members, honorary members, and sustaining members who are active or interested in furthering the mission of the Association. Membership is not restricted to residence in the six-state area. Reference in these bylaws to members refers to regular and honorary members unless otherwise specified.

A regular member shall be an individual who pays annual membership dues.

An honorary member shall be an individual who has been granted lifetime membership.

A sustaining member is a representative of a group, organization and/or other entity and pays sustaining membership dues.

Membership shall become effective upon formal application and payment of dues to the Association.

Dues, as determined by the Board of Directors, for regular and sustaining members shall be assessed annually. Memberships received on or before the annual meeting will expire December 31st of that calendar year. Memberships received after the annual meeting will expire December 31st of the next calendar year

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Article IV

BOARD of DIRECTORS

A Board of Directors shall manage the business, property, and affairs of the Association.

Composition: The Board of Directors shall be composed of the officers including President, President-Elect, Immediate Past President, Recording Secretary, Administrative Director; State and Area Directors; and Standing Committee Chairpersons.

Vacancies: Vacancies occurring in any Board of Directors position during the term of office shall be filled by appointment by the President of the Association.

Action by Written Consent: If and when a majority of the Board of Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be valid Association action as though it had been authorized at a meeting of the Board of Directors.

Removal from Office: Any Board of Directors member may be removed from office by a two-third-majority vote of the entire Board of Directors.

Power of Board of Directors to Borrow Money: The Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board of Directors, to exercise said power as required in the general interest of the Association. In such cases, the Board of Directors may authorize the proper officers of the Association to make, execute, and deliver in the name and on behalf of the Association such notes, bonds, and other evidence of indebtedness as said Board of Directors shall deem proper. The Board of Directors shall have full power to mortgage the property of the Association or any part thereof, as security for such indebtedness. No action on the part of the membership of the Association shall be requisite to the validity of any such note, bond evident of indebtedness or mortgage.

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Article V

OFFICERS

The Officers of the Association shall consist of a President, President-Elect, Immediate Past President, Recording Secretary, and Administrative Director. Each officer, with the exception of Recording Secretary and the Administrative Director shall be elected for a term of one (1) year. The Recording Secretary shall be elected for a term of two (3) years. The Administrative Director shall be elected for a term of five (5) years. Nothing herein shall be construed to prevent the election of an officer to succeed himself. Officers shall serve on the Executive Committee and the Board of Directors.

President: The President shall be the chief executive officer of the Association and shall preside over all meetings of the Board of Directors and the Annual Business Meeting. It shall be the responsibility of the President to administer and conduct the business of the Association and to see that all the directives and resolutions of the Board of Directors are implemented. The President shall have the general powers and duties of supervision and management usually vested in the office of President of an association.

President-Elect: The President-Elect shall be a member who has previously served as a member of the Board of Directors. The President-Elect shall perform the duties and exercise the powers of the President during the absence or disability of the President. The President-Elect shall assume the office of the President at the conclusion of the Annual Business Meeting. The President-Elect shall be an ex-officio member of all committees and serve as Parliamentarian at meetings of the Board of Directors, Executive Committee, and the Annual Business Meeting.

Immediate Past President: The Immediate Past President shall be the president last retired. The Immediate Past President shall be appointed as the Chairperson of the Nominations Committee.

Recording Secretary: The Recording Secretary shall record and preserve all minutes of the proceedings of the Board of Directors and the Annual Business Meeting. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform such other duties as may be delegated by the Board of Directors.

Administrative Director: The Administrative Director shall have custody of all Association funds and securities and shall keep Association records displaying full and accurate accounts of all receipts and disbursements.

The Administrative Director shall (1) deposit all moneys, securities, and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors; (2) disburse funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; (3) render to the President and the Board of Directors at the regular meetings of the Board of Directors, and whenever requested by them, an account of all transactions as Administrative Director and of the financial condition of the Association; (4) be authorized to sign contracts in the name of the Association; (5) file federal income tax returns and documents necessary to maintain the Association's tax exempt status; (6) maintain possession of the Association's capital equipment; and (7) retain custody of the seal of the Association and shall have authority to affix the same to all instruments where its use is required. If required by the Board of Directors, the Administrative Director shall deliver to the President of the Association, and shall keep in force, a bond in firm amount and with surety or sureties satisfactory to

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the Board of Directors, conditioned for faithful performance of the duties of his/her office and for restoration to the Association in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property belonging to the Association.(8) The Administrative Director shall maintain records of all association regular, honorary and sustaining memberships. The Administrative Director shall be elected by the Board of Directors and shall serve a term of five (5) years.

Article VI

DIRECTORS

Directors of the Association shall consist of one State Director from each state; no less than one Area Director from the state of Arkansas; and no less than two Area Directors from each of the states of Kansas, Louisiana, Missouri, Oklahoma, and Texas. State Directors shall coordinate and promote Association activities within their state; shall serve on the Board of Directors, as well as the Executive, Continuing Education, Membership, and Nominations Committees, and may serve as chairperson of Standing Committees. Members of the state elect the State Directors for a term of three (3) years. Area directors will have as their primary duty the responsibility to coordinate at least one educational program in their area during their term of office. Area Directors are elected by members of their area for a two (2) year term. Area Directors shall serve on the Board of Directors and the Regional Workshop Committee. Areas within a state are defined by the Board of Directors and maintained by the Administrative Director.

Article VII

COMMITTEES

The Board of Directors shall designate Standing Committees to aid in the management of the Association. Additional Special Committees may be appointed or re-appointed at any time by the President, subject to the approval by the Board of Directors. The President with the approval of the Board of Directors shall appoint the Committee Chairpersons. Standing Committee Chairpersons shall serve on the Board of Directors. The chairpersons shall make the committee appointments with the approval of the President for a term not to exceed the term of President. The President may replace the appointee at any time by a two-thirds majority vote of the Board of Directors. Standing Committees shall consist of the following:

Executive Committee: The Executive Committee shall consist of the Officers (President, President-Elect, Immediate Past President, Recording Secretary, and Administrative Director) and the State Director from each of the six states Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas; and, in the absence of the entire Board of Directors, shall function as the legislative body of the Association.

Annual Meeting Committee: The Annual Meeting Committee shall be responsible for the supervision of the planning, coordination, and execution of the annual scientific and educational meeting of the Association.

Awards Committee: The Awards Committee shall be responsible for creating guidelines and selecting recipients of awards that are presented by the Association.

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Continuing Education Committee: The Continuing Education Committee shall be responsible for securing continuing education credit for educational programs and workshops sponsored by the Association.

Exhibit Committee: The Exhibit Committee shall be responsible for soliciting exhibitors and coordinating exhibits for the annual scientific and education meeting of the Association with other appropriate committees.

Finance Committee: The Finance Committee shall perform internal financial audits and serve as general counsel for all financial affairs of the Association.

Historian Committee: The Historian Committee shall maintain a permanent file of important documents and publications of the Association.

Membership Committee: The Membership Committee shall be responsible for developing programs to recruit new and retain members of the Association.

Nominations Committee: The Nominations Committee shall be responsible for developing the slate of candidates for elections and conducting the election for the Association.

Performance and Standards Committee: The Performance and Standards Committee shall be responsible for providing information and education to the Association membership concerning federal and state laws and agency regulations pertaining to the practice of clinical microbiology.

Publications Committee: The Publications Committee shall be responsible for soliciting, screening, editing, printing, and mailing all scientific publications of the Association including printed and electronic.

Regional Workshop Committee: The Regional Workshop Committee shall be serve as an information resource and general counsel to Area Directors conducting regional educational programs.

Web Master Committee: The Web Master Committee shall manage the Web-site of the Association, determining content and maintaining the most current information available. Information shall be gathered and delivered by the Web Master to the Web Developer for posting.

Article VIII

ELECTIONS

The Nomination Committee shall make one or more nominations for President-Elect, Recording Secretary, and Directors. Only regular and honorary members shall be eligible to hold office. Sustaining members shall not be eligible to hold office.

The Nominating Committee shall present the slate of candidates to the Board of Directors at least three (3) months prior to the Annual Meeting.

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The Chairperson of the Nominating Committee shall be responsible for printing, mailing, and tallying of ballots prior to the annual scientific meeting of the Association. Each regular and honorary member at the time of balloting shall be entitled to one vote.

The candidates receiving the highest number of votes for the offices of President-Elect and Recording Secretary, respectively, shall be presented to the Board of Directors for election. The candidate receiving the highest number of votes for each Director position shall be declared elected. After the election, the Board of Directors shall entertain a motion to destroy the ballots. In the event of a tie vote, the Board of Directors shall determine a winner by majority vote at the Board of Directors Meeting prior to the Annual Business Meeting.

Article IX

MEETINGS

Scientific Meetings: There shall be at least one multi-day scientific and educational meeting of the Association each year for the presentation of scientific papers and the exchange of knowledge. In addition, there will be Area regional scientific and educational programs coordinated by the Area Directors. The location of educational programs is restricted to the Association region as defined by the states of Arkansas, Kansas, Louisiana Missouri, Oklahoma, and Texas. Registration for scientific and educational meetings shall be open to any Association member or interested individual.

Annual Business Meeting: The Annual Business Meeting of the Association shall be held during the Scientific Meeting of the Association. The purpose of this meeting is to present a summary of finances, membership and activities during the year to the membership, to present awards, and to install newly elected positions of the Association. This meeting is open to all Association members and interested individuals.

Regular Meeting of the Board of Directors: The Board of Directors shall meet no fewer than once a year prior to the Annual Meeting of the Association. Attendance shall not be restricted to members of the Board of Directors.

Regular Meeting of the Executive Committee: The Executive Committee shall meet at least one full day per year during the winter at the proposed site of the next Annual meeting with the primary purpose of assessing educational needs and objectives for the Association, reviewing financial status of the Association, and receiving of Board of Director reports. Attendance shall not be restricted to members of the Executive Committee.

Special Meetings of the Board of Directors: Special meetings of the Board of Directors may be called by the President at any time by means of notice of the time, place and purpose thereof to each Board member, two days prior to the meeting.

Quorum: The presence in person or by proxy of members representing a simple majority of the total members of the Board of Directors shall constitute a quorum of any meeting of the Board of Directors. The presence in person or by proxy of members representing a two-thirds (2/3) majority of the total members of the Executive Committee shall constitute a quorum of any meeting of the Executive Committee. A quorum of members shall be represented at said meeting(s) in order to conduct official Association business.

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Conduct of Meetings of the Board of Directors: Unless otherwise directed by the Board of Directors, the latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board of Directors.

Article X

POWER to MAKE and AMEND BYLAWS

The bylaws of the corporation may be amended or altered by a two-thirds (2/3) majority vote of the members of the Board of Directors. Changes that affect the bylaws must first be presented in the form of a motion. A motion affecting the bylaws may be written as an amendment or be revised within the bylaws. Revisions and amendments should be numbered and dated. The amendment shall be sent to the entire Board of Directors for vote. The responses must be returned to the Recording Secretary within two (2) weeks.

Article XI

DISPOSITION of ASSETS

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article XII

RULES and REGULATIONS

The Rules and Regulations are the standard operating procedures for the Association outlining the Guidelines of Conduct, documentation, and specific duties for each Board of Directors Member, and Committees. A motion of the Board of Directors may change rules and Regulations.