

FLORIDA SOCIETY FOR HISTOTECHNOLOGY

By-Laws



Revised: June 4, 2025

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ARTICLE I - NAME

"This organization shall be known as the Florida Society for Histotechnology, hereinafter referred to as FSH. FSH shall operate as an independent, not-for-profit corporation."

Article II – Purpose

The purposes for which the Florida Society for Histotechnology (FSH) is organized shall include, but are not limited to, the following:

- a) To provide a forum for the exchange of ideas, techniques, and information pertinent to the field of Histotechnology.
- b) To promote professional growth, elevate standards, and enhance knowledge and performance in Histotechnology through continuing education and formal training programs.
- c) To foster mutual understanding and collaboration between FSH and related allied health and scientific professions.

ARTICLE III – MEMBERSHIP

Section 1: Membership

Membership in the Florida Society for Histotechnology (FSH) shall be open to any individual engaged in or interested in any aspect of the Histotechnology profession. Membership shall consist of two categories: Active Members and Associate Members.

Section 2: Active Members

Active Members are individuals who have applied for membership and paid the requisite dues. They are entitled to full rights and privileges, including voting and eligibility to hold office.

Section 3: Associate Members

Associate Members, also referred to as student members, are individuals currently enrolled in a Histotechnology education program. They shall have all rights and privileges of Active Members, except the right to vote on by-law amendments or to hold elected office.

Section 4: Membership Dues

The amount and duration of annual membership dues shall be determined by the majority vote of the Board of Directors. Dues must be paid annually within 30 days of the renewal date to retain Active Member status. Members whose dues have lapsed will be moved to non-active status and must request reactivation via the FSH website.

Section 5: Application

Individuals seeking membership in FSH must apply through the organization's official website at fshgroup.org.

Section 6: Voting

Only Active Members in good standing shall have full voting privileges. Associate Members may not vote on by-law amendments or hold office but retain all other rights and privileges of membership.

ARTICLE IV – OFFICERS

Section 1: Titles

The elected officers of FSH shall consist of the following positions: President, Vice President, Secretary, and Treasurer. Four total board members will be elected.

Section 2: Qualifications and Eligibility

To be eligible for elected office, a candidate must:

- Be an Active Member in good standing for at least one (1) year before election.
- Hold a valid Florida license at a minimum of the Histologic Technician level.
- Be a permanent resident of the state of Florida, as defined by Florida Statutes 196.015 and 222.17 (i.e., residing in Florida at least six months per year, voter registration, driver's license, car registration, and tax filing).

To be eligible for the office of President, the candidate must also have served at least one year on the FSH Board of Directors. If no Board Member is available to serve, this requirement may be waived.

Any officer who becomes ineligible during their term may complete the current term. If an officer moves out of Florida, they must submit a letter of resignation to the President. If the President resigns, the letter must be submitted to the Vice President.

Section 3: Term of Office

Officers shall serve a two-year (2) term, beginning at the close of the Annual FSH Meeting of the election year. No officer may serve more than two (2) consecutive terms in the same office. After one (1) term, the individual may be re-elected to the same office. Outgoing officers shall transfer all records and property of FSH to their successors within thirty (30) days. The Treasurer shall have sixty (60) days to complete this transfer once all pending financial obligations are resolved.

Section 4: Vacancies

If the office of President becomes vacant during the term, the Vice President shall assume the role for the remainder of the term, subject to the Board of Directors' approval.

Section 5: Resignations

An officer wishing to resign shall submit a written resignation to the Secretary. Upon notification, the President shall appoint an interim officer with approval from the Board of Directors.

Section 6: Duties of Officers

(a) President

- Serve as the chief executive officer of FSH.
- Oversee and manage all business and affairs of the Society.
- Preside over and prepare agendas for all meetings of FSH, the Board of Directors, and the Executive Committee.
- Serve as an ex-officio member of all committees (except the Nominating Committee), voting only in the event of a tie.
- Appoint committee vacancies, including the Nominating Committee, with Board approval.
- Approve all checks issued by the Treasurer.
- Present an annual President's Report and Annual Board of Directors Report at the Annual FSH Meeting.
- Maintain the archives of FSH in a location approved by the Board.
- Upon leaving office, serve as Immediate Past President.

(b) Vice President

- Assume the duties of the President in their absence or upon request.
- Serve with full presidential authority when acting in that capacity.
- Be an authorized check signatory when acting as President.
- Chair the By-Laws Committee.
- Serve as an ex-officio member (non-voting) on all other committees.
- Automatically assume the office of President in the event of a vacancy.
- Perform duties as assigned by the President.

(c) Secretary

- Record and maintain the minutes of all FSH meetings.
- Distribute meeting minutes to the Board of Directors and the President within thirty (30) days.
- Maintain an accurate inventory of FSH property.
- Conduct official correspondence.
- Maintain the FSH seal and stationery.
- Perform other duties as assigned by the President.

(d) Treasurer

- Act as custodian of all FSH funds.
- Select a banking institution with Board approval and maintain authorized signature cards.
- Keep detailed records of all financial transactions and present reports at meetings.
- Submit financial documentation to a Board-approved Certified Public Accountant (CPA) by March 1st for IRS filing.
- Submit final fiscal year reports to the Finance Committee by February 1st.
- Provide a financial report at the Annual FSH Meeting.
- Maintain the availability of records for member review.
- Serve as a member (but not chair) of the Finance Committee.
- Perform additional duties as assigned by the President.

ARTICLE V- BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the elected Officers of the Society, the Immediate Past President, and the Chairpersons appointed by the President.

Section 2. Eligibility Restrictions

Individuals whose primary professional responsibilities involve the sale of technical supplies or materials to laboratories shall be ineligible to serve on the Board of Directors. However, this restriction does not apply to members employed by commercial entities whose principal duties do not include the direct sale of such materials.

Section 3. Term of Office

Each Board member shall serve a term of two (2) consecutive years, commencing at the close of business of the Annual FSH Meeting at which they are elected, and continuing until their successor has been duly elected and installed, unless otherwise stated in these Bylaws. Outgoing members are required to transfer all records and property related to their position to their successor within thirty (30) days of the end of their term. All such materials are the property of the Florida Society for Histotechnology (FSH) and not of the individual.

Section 4. Vacancies

In the event of the President's absence, the Vice President shall assume the duties of the President. Any vacancy on the Board shall be filled by Presidential appointment, subject to approval by the Board of Directors.

Section 5. Resignation

A Board member wishing to resign must submit a written resignation to the Secretary. Upon notification, the President shall appoint an interim Board member, subject to the approval of the Board of Directors.

Section 6. Meetings

The Board of Directors shall meet at least twice annually, with one meeting taking place during the Annual FSH Meeting. A minimum of ten (10) days' notice shall be provided for each meeting. Board members are expected to confirm their attendance or communicate their absence in response to the meeting notice.

Section 7. Quorum

A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Duties and Responsibilities

The Board of Directors shall determine the time and location of the Annual FSH Meeting and shall exercise full authority over the administrative affairs of the Society. The Board is responsible for making recommendations to the membership, addressing matters relevant to the Society, and reporting its activities during the Annual FSH Meeting. The Board shall act per the direction and authority granted by the

membership and shall not take actions contrary to such direction. All Board members are required to present updates on their activities at Board meetings, including financial reports when applicable.

Section 9. Proxies

For voting purposes, each Board member shall receive a proxy form along with the meeting notice. In the event a member is unable to attend a meeting, a written proxy must be submitted to the President in advance of the meeting.

ARTICLE VI - EXECUTIVE BOARD

Section 1. Composition

The Executive Board shall be composed of the elected Officers of the Florida Society for Histotechnology (FSH).

Section 2. Responsibilities

The Executive Board is empowered to conduct business on behalf of the Society between meetings of the full Board of Directors. All actions taken by the Executive Board must be reported to the Board of Directors at the next scheduled meeting.

Section 3. Meetings

Meetings of the Executive Board may be convened at the discretion of the President. All members of the Executive Board shall receive advance notice of such meetings.

Section 4. Quorum

A quorum for Executive Board meetings shall consist of three (3) members.

ARTICLE VII - MEETINGS

Section 1. Annual FSH Meeting

An Annual Meeting of the Florida Society for Histotechnology shall be held once each calendar year at a time and location determined by the Board of Directors. The purpose of this meeting shall include, but is not limited to:

- Provision of continuing education opportunities.
- Installation of Officers in years when elections occur.
- Presentation of awards.
- Delivery of annual reports from the President, Board of Directors, and Treasurer; and
- Discussion and resolution of any other Society business.

The Board of Directors shall convene a formal meeting during the Annual FSH Meeting.

Section 2. Special Meetings

Special meetings of the Executive Board or Board of Directors may be held as necessary and shall be conducted per the provisions outlined in these Bylaws.

Section 3. Notice of Meetings

Notice of all meetings must be provided as follows:

- A minimum of ten (10) days' advance notice is required for all meetings, except as otherwise stated.
- The Annual FSH Meeting requires at least sixty (60) days' notice, which shall be published in the official FSH newsletter.
- All notices shall include the date, time, location, and purpose of the meeting.

ARTICLE VIII - STANDING COMMITTEES

Section 1. Establishment of Committees

The following shall be the Standing Committees of the Florida Society for Histotechnology (FSH):

- Membership
- Finance
- Nominations, Elections, and Awards
- Newsletter
- Meeting Planning
- By-Laws
- Continuing Education

Additional committees may be established as deemed necessary by the President or the Board of Directors. The President shall serve as an ex officio member of all committees, except for the Nominations, Elections, and Awards Committee.

Section 2. Committee Appointments and Terms

Unless otherwise stated in these Bylaws, Chairpersons of Standing Committees shall be appointed by the President and confirmed by a two-thirds (2/3) vote of the Board of Directors. Committee Chairs shall serve for a term of two (2) consecutive years, beginning at the close of the Annual FSH Meeting in the year of their appointment. Chairpersons shall select their committee members from among FSH members in good standing.

Section 3. Vacancies

Vacancies in any committee shall be filled by Presidential appointment, subject to approval by the Board of Directors.

Section 4. Duties of Chairpersons

Committee Chairpersons are responsible for the operations of their committees and shall ensure that all relevant materials and records are transferred to their successors within thirty (30) days of the conclusion of their term. Reappointment of Chairpersons for a new term must be initiated by the newly elected President and confirmed by a two-thirds (2/3) vote of the Board of Directors. All individuals interested in serving as a chairperson must meet membership eligibility requirements and submit a written statement of interest to the President.

Section 5. Committee Duties

A. Membership Committee

This Committee is responsible for reviewing membership applications, maintaining accurate membership records, and developing initiatives to increase membership.

B. Finance Committee

The Finance Committee shall consist of the Treasurer and two (2) additional members of the Board of Directors, as approved by the Board. The Chairperson of this committee shall not be the Treasurer and shall be appointed by the Board of Directors. Responsibilities include:

- Establishing budgetary guidelines for FSH operations.
- Submitting financial recommendations to the Board for approval.
- Reviewing the final fiscal year accounting.
- Ensuring no funds are allocated without prior committee and board approval.

C. Nominations, Elections, and Awards Committee

This Committee is responsible for overseeing the nominations, elections, and awards processes.

I. Nominations

1. Any member in good standing may submit nominations to the Committee Chairperson. Nominees must be informed in advance and express willingness to serve.
2. Nominees must provide a resume and a brief letter of intent by the deadline set by the Committee.
3. No person may be nominated for more than one position concurrently.
4. The Committee shall review candidate eligibility and present a slate of qualified candidates to the membership.
5. If only one candidate is nominated for a position and meets all qualifications, that candidate shall be automatically elected.
6. Neither the Chairperson nor members of this Committee may be candidates for office. Any member wishing to run must resign from the Committee at least thirty (30) days before the Annual FSH Meeting in a non-election year.
7. Committee members shall recuse themselves from decisions involving immediate family members.

II. Election Procedures

1. Officers shall be elected by secret ballot.
2. A slate of candidates shall be presented to the general membership by the Committee per the schedule set by the Committee.
3. Ballots shall be distributed to members and must be returned at least thirty (30) days before the Annual FSH Meeting, by mail or electronic voting (as determined by the Board).
4. Preliminary election results shall be reported to the President and Board of Directors; results shall be announced at the general membership meeting.
5. The candidate receiving a majority of votes shall be elected. If no candidate receives a majority, a runoff between the top two candidates shall be conducted.
6. Election records shall be maintained by the Committee Chairperson.

III. Awards

This Committee shall:

- Establish criteria for FSH awards (as permitted by these Bylaws).
- Recommend new awards.
- Solicit and evaluate nominations.
- Present the award recipients to the Board for approval.
- Arrange for the ordering and presentation of awards, plaques, and certificates.

D. Newsletter Committee

This Committee shall publish and distribute the FSH newsletter and promote Society activities. The Chairperson shall serve as the Editor of the newsletter.

E. Meeting Planning Committee

This Committee shall coordinate all aspects of the Annual FSH Meeting, including pre- and post-convention activities.

F. By-Laws Committee

This Committee shall receive, review, and make recommendations to the Board of Directors regarding all proposed amendments to the Bylaws.

G. Continuing Education Committee

This Committee shall be responsible for developing, coordinating, and maintaining educational programs that meet continuing education requirements for FSH members.

Section 6. Special Committees

Special Committees may be formed by the President or the Board of Directors as necessary to carry out specific tasks or projects not otherwise assigned to Standing Committees.

ARTICLE IX - AWARDS

Section 1. Histotechnologist of the Year Award

An annual award, titled the Histotechnologist of the Year Award, shall be presented to a deserving member of FSH. Nominations shall be solicited from the general membership via a ballot published in the FSH newsletter and/or posted on the FSH website. The recipient shall be selected by a committee appointed from among the membership. The President shall serve on the selection committee and shall present the award at the Annual FSH Meeting.

Section 2. Educational Scholarship Awards

Educational Scholarship Awards may be offered periodically at the discretion of the Board of Directors, based on recommendations from the Finance Committee. The availability of these awards and the criteria for application shall be announced in the FSH newsletter and/or on the Society's website. A Scholarship Award Subcommittee shall review all applications and submit qualified candidates to a selection committee appointed from the membership. The President shall serve on this selection committee.

Section 3. Additional Awards

Other awards may be recommended by the Nominations, Elections, and Awards Committee and the Board of Directors as appropriate, subject to the limitations outlined in these Bylaws.

ARTICLE X – FUNDING

All funding of FSH members and activities shall be determined by the Finance Committee, subject to approval by the Board of Directors. Any disbursement of funds shall require the approval of the President or the Vice-President, when acting for the President, and the Treasurer.

ARTICLE XI - CONSTITUENT SOCIETY

This Society shall be a Constituent Society to the National Society for Histotechnology (NSH) and shall select delegates and alternates per NSH By-Laws.

ARTICLE XII - ELECTION OF OFFICERS

Section 1. Nominations

Nominations for all elected offices shall be made by the Nominations Committee. The date for the acceptance and submission of nominations shall be determined by the Nominations Committee and approved by the Board of Directors.

Section 2. Eligibility

Candidates for office must meet all eligibility requirements as specified in these Bylaws.

Section 3. Elections

Elections shall be held biennially (every two years). Ballots shall be distributed to the membership at least sixty (60) days before the Annual FSH Meeting. Completed ballots must be received and tabulated by the Nominations and Elections Committee no later than thirty (30) days before the Annual FSH Meeting. Elected officers shall assume their duties following the general membership meeting held during the Annual FSH Meeting.

ARTICLE XIII - DISCIPLINARY ACTION

Any active member or group of active members in good standing may submit a written complaint to the Board of Directors concerning alleged noncompliance with the Bylaws or actions deemed detrimental to the Florida Society for Histotechnology (FSH) by any officer, Board member, or member.

The individual(s) against whom the complaint is filed shall be notified in writing at least fourteen (14) days before the scheduled meeting at which the matter will be considered. The notice shall include a statement detailing the reasons for the proposed action. The accused shall have the right to respond, either in writing or in person, to the Board of Directors within fourteen (14) days of receiving the complaint notification.

The final decision shall rest with the Board of Directors. Oral hearings may be granted upon an appropriate and timely appeal. All disciplinary proceedings shall be held in strict confidence.

No privileges shall be suspended or revoked until the Board renders a formal decision. Disciplinary action may include, but is not limited to, suspension or revocation of membership. In the case of an officer or a Board member, resignation from office may be required. Any disciplinary action shall require a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XIV - ADOPTION AND AMENDMENTS

Any active member in good standing may submit proposed amendments or revisions to the Bylaws Committee Chairperson. These proposals shall be reviewed and considered at the discretion of the Board of Directors during its scheduled meetings.

Amendments or revisions to the Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors. Once approved by the Board, the proposed changes shall be presented to the general membership for final approval via a vote. Adoption shall be determined by a majority vote of the membership.

All approved amendments shall take effect immediately upon adoption. Any amendments adopted during the membership year shall be reviewed and reported at the Annual FSH General Membership Meeting. Each FSH member shall receive a copy of the current Bylaws and is responsible for maintaining an up-to-date version.

ARTICLE XV - DISSOLUTION OF FSH

In the event of the dissolution or liquidation of the Florida Society for Histotechnology (FSH), whether voluntary or involuntary, or by operation of law, none of the organization's property or the proceeds thereof shall be distributed to or among its members.

Following the payment or adequate provision for all debts and liabilities of FSH, all remaining assets and property of any nature shall be transferred to an organization, foundation, or fund selected by the Board of Directors. Such recipient shall be a nonprofit entity that is organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, and qualifies as a tax-exempt organization under the Internal Revenue Code.

No part of the net earnings of the selected entity shall inure to the benefit of any private shareholder or individual. Furthermore, no substantial part of its activities shall include lobbying, propaganda, or attempts to influence legislation. The entity shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of campaign materials.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order, Newly Revised, shall govern all procedural matters of the Florida Society for Histotechnology (FSH) in all cases not specifically addressed by these Bylaws.

Revision History

- Revised: July 24, 2011
- Revised: June 30, 2015
- Revised: June 4, 2025

