

APC SOCIETY OF '67
OPERATING PROCEDURES
(TO BE INCLUDED IN APC OPERATING PROCEDURES)

Established August 31, 2017

Amended: October 18, 2019; December 15, 2020; June 23, 2023

1. NAME AND PURPOSE

In accordance with the Operating Procedures of the Association of Pathology Chairs (APC, "the Association") and the Duties of the Council (#15): "Consider other matters in furtherance of the mission and aims of the Association as permitted by the Bylaws," the APC hereby establishes the **Society of '67 ("the Society")** to support programs that foster the development of academic pathology and future leaders in academic practice, education, and research. The Society's name honors the founding year of the APC, which occurred in 1967. The Society provides a vehicle for individuals, families and corporate partners to invest in the future and legacy of academic pathology to advance and improve health care.

2. MEMBERSHIP

A. Eligibility

Individuals who make donations to the Society are eligible for membership according to the level of contribution starting at the first recognition membership category. While donations from corporations and other commercial entities are welcome, corporations and other commercial entities are not eligible for membership in the Society. Individuals who make major donations that do not align with the Society of '67's programs will be considered as a Special Gift by both the Society of '67 Board and APC Council (Section 3).

B. Membership Categories

Donors are recognized in a tiered-level structure based on the amount donated as established and reviewed by the Board at least every three years. Membership to the Society of '67 is determined by the amount donated and eligibility for voting and serving on the Board is as follows:

- **Contributors** are recognized as donors who contribute below the baseline for membership. Contributions are considered as an unrestricted donation to the Society of '67. Contributors do not have voting privileges.
- **Annual Members** are recognized as donors in a tiered-level structure based on the amount of their donation up to the next level of membership. Annual Members may designate their donation to support an established program; otherwise, their contribution is considered an unrestricted donation. Annual Members have voting privileges and are eligible to serve on the Board for a 1-year term (renewable).
- **Lifetime Members** are at the highest level of membership with donations provided in lump sum or in aggregate. Lifetime Members may designate their donation to support an established program; otherwise, their contribution is considered an

unrestricted donation. Lifetime Members have voting privileges and are eligible to serve on the Board for 2-year terms (renewable).

C. Resignation and Revocation of Membership

A member may resign from membership by submitting a letter to the Society Chair. The Society Board, by unanimous vote, may revoke membership of any member who does not meet generally accepted ethical standards.

3. SPECIAL GIFTS

A. Major Donations

All major donations at a minimum amount determined by the Society of '67 Board and the APC Council and based on the scope of the program, may be considered as either a one-time gift or a permanent endowment for supporting existing or future recipients, programs, or projects of the Society of '67 or the APC.

B. Recognition and Naming Privileges

In addition to being recognized at the appropriate Lifetime Membership level, donors of Special Gifts may consider naming their contribution with approval by the Society of '67 Board and APC Council. Once approved by APC Council, the funds will be managed by APC and the program awards will be administered by the Society of '67 Board.

4. GOVERNANCE

A. The Board

The Society Board is the primary governing body. The Board will establish policies and procedures for the Society consistent with its purpose. The Board will consist of the APC President or their designee, the APC Secretary-Treasurer, and between 3 and 15 members from the Society of '67, elected by Society of '67 members. No more than 50% of the Board shall be composed of annual members.

B. Officers of the Board

Officers of the Board consist of a Chair, a Secretary, and a Treasurer.

C. Chair

The Chair will be the APC President or designee. The Chair will preside at meetings of the Board. Chair duties include:

1. With input from the Society Board and its Executive Director, set an agenda for meetings at least twice a year;
2. Chair meetings of the Board;
3. Provide an annual Society report to APC Council.

D. Treasurer

The APC Secretary-Treasurer will serve as the Treasurer of the Society of '67 consistent with the APC Bylaws in electing the APC Secretary-Treasurer. The Treasurer will:

1. Assure that an annual operating budget is presented to the Board for its approval;
2. Give a programmatic financial report as requested by the Board.

E. Secretary

The Secretary will serve for a two year term, and may serve consecutive terms. The Secretary is a Board member elected by the Society Board. The Secretary will:

1. Assure that the records and archives of the Society are properly maintained;
2. Contribute articles on Society activities for the APC Newsletter.
3. Maintain member eligibility, if an annual member of the Society of '67.

F. Board Member

Board members are elected by Society members. Lifetime members elected to the Board serve a two-year term, and may serve consecutive terms if re-elected. Annual members elected to the Board serve a one-year term and may serve consecutive terms if membership eligibility is maintained and re-elected.

G. Executive Director

The APC Council Executive Director or designee will serve as the Executive Director of the Society. The Executive Director will:

1. Be responsible for the day-to-day management of the Society;
2. Serve as a non-voting, *ex officio* member of the Board and committees of the Society;
3. Have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, these Bylaws, and other documents;
4. Advise the Treasurer on the preparation of the annual budget and financial reports;
5. At the specific request of the Board, negotiate with external agencies, organizations, and individuals regarding donations to the Society;
6. Have the authority to sign in the name of and on behalf of the Society any statements, contracts or agreements authorized by the Board;
7. Have the authority to receive and disburse Society funds and to delegate such in accordance with the Operating Procedures of the Society.

H. Duties of the Board

The Board establishes Operating Procedures of the Society. Other duties are defined by the Operating Procedures. The Board will:

1. Establish policies and procedures in accordance with the purpose of the Society;
2. Review, revise, and approve an annual budget;
3. Establish or discontinue ad hoc committees and work groups;
4. Establish the Operating Procedures of the Society.

5. Approve recipients of Society support, including Travel Scholarships, Research and Publication Grants and other programs and projects.
6. Consider other matters consistent with the mission and aims of the Society.
7. Foster development: Support the design and implementation of development strategies, i.e., fundraising and maintaining donor relations.
8. Create, evaluate, modify, and dissolve programs.

I. Meetings of the Board

The Board will meet at least twice a year. The Board may meet face-to-face or by teleconference or digital/electronic media. The required quorum for conducting business is a majority of current Board members.

J. Voting

Board voting will be in accordance with Article III Section 11 of the APC Bylaws, specifically: The required quorum for conducting official business of the Association [the Society] shall be a majority of the voting members of the Council [the Board], at least two of whom must be an Officer. Except as otherwise stated in these Bylaws, in any decision requiring a vote, a simple majority of those voting shall carry the vote.

K. Relationship to APC Council

APC Council will define the role, duties and responsibilities of the Society in the APC Operating Procedures. The Society will develop its own Operating Procedures that will be approved by APC Council. The Society will report directly to APC Council through the Chair of the Society Board. The APC Council Executive Director will separately track expenses and finances of the Society, which will be included in the APC financials but will be tracked and reported separately.

5. APPOINTMENTS AND ELECTIONS

A. Appointments

The APC Council President or designee will serve as the Chair of the Board. The APC Council Secretary-Treasurer will serve as the Treasurer of the Board.

B. Nominating Committee

The members of the Nominating Committee shall be the Society of '67 Chair, the Treasurer, the Secretary, and two other Society members, who shall be determined by the Chair of the Nominating Committee. If there is an unexpected vacancy on the Nominating Committee, the Board may, if it deems necessary, may appoint other Society members in good standing.

C. Elections

The Nominating Committee shall develop a slate of candidates from the Society of '67 membership for open positions on the Society of '67 Board. Nominations will be solicited from

among the membership of the Society. Effort will be made to balance donor levels and who are representative of the diverse roles, regions and ethnicities that constitute the membership. If more nominations of Society members are submitted than the available seats up for election, the Nominating Committee will generate a slate of candidates, and ballots will be distributed electronically to members who will vote to elect Society members to the Board. At least 20% of Society members must submit a ballot for results to be valid. The Society members who receive the greatest number of votes from the members voting shall be declared elected. However, no more than 50% of the Board shall be comprised of annual members. In the event of a tie vote for any position, the winning nominee shall be declared by the Nominating Committee. In the event there is a discrepancy or challenge to any election, the Board shall decide the matter by a majority vote. The nominees will be selected by acclamation if there are fewer Society members nominated to complete the Board.

D. Terms of Office

Terms of Office for Board Members, except for Chair and Treasurer, begin on January 1st, the start of the So67 fiscal year (Section 7.A.). The Chair and Treasurer and their terms of office will be determined through the APC Council electoral process. Board members must continue to be members in good standing of the Society during their term on the Board.

E. Vacancies

The Board may direct that a special election be held when a Board member resigns or should their membership in the Society lapse. The special election may be held to fill a Board position for a specific time period not to exceed two years. The Board may also elect to appoint an individual from among the membership to serve on the Board for the remainder of the vacant term.

6. COMMITTEES

A. Nominating Committee.

The Nominating Committee is described in Section 5.B.

B. *Ad hoc* Committees

The Board may establish and disband *ad hoc* committees and appoint chairs and members to these committees as deemed necessary.

7. FINANCES

A. Fiscal year

The fiscal year of the Society shall begin on January 1.

B. Financial Reports

The Executive Director will provide the Board with statements of assets, income, expenditures and capital.

C. Indemnification

Society Board members shall be indemnified by the APC according to Article VII Section 6 of the APC Bylaws.

8. CONFLICT OF INTEREST AND ETHICS

A. Fiduciary Responsibility

All Officers and Society Board members will comply with the APC Fiduciary Responsibility Policy.

B. Conflicts of Interest

The Society Board members will undertake no activity to personally profit from their position on the Board. Board members will disclose actual or apparent conflicts of interest and abstain from votes where a conflict or apparent conflict is identified. Board members receive no payment from the Society, with the exception of reimbursement for expenses related to Society activities, where such reimbursement is authorized by the Board.

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