Bylaws*

ARTICLE I
Name
The name of this organization is: American Society of Hematology.

ARTICLE II
Incorporation
The Society is incorporated as a nonprofit organization for educational, scientific and philanthropic purposes under the laws of the Commonwealth of Massachusetts under the name as designated in Article I.

ARTICLE III
Purposes
The purposes of this corporation shall be to engage exclusively in charitable, scientific, and educational activities and endeavors including specifically but not limited to promoting and fostering, among the many scientific and clinical disciplines, the exchange and diffusion of information and ideas relating to blood and blood-forming tissues and encouraging investigations of hematologic matters. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IV
Membership
4.1 The members of the Society are: a) Active members; b) Associate members; c) Graduate and Medical Student members; d) Resident members; e) International members; ~~d~~f) Honorary members; and g) Emeritus members. The Society does not discriminate in membership on the basis of race, age, religion, national origin, sex, or disability.

4.2 **Active Members:** Any person with a doctoral degree or its equivalent, who is a permanent resident of any North American country (Canada, United States, and Mexico) and who has manifested interest in any discipline important to hematology as evidenced by work in the field, original contributions, and attendance at meetings concerning hematology, is eligible for Active membership. Applicants who file an official application form and who are duly recommended for membership will become members upon election by a majority vote of the Executive Committee. In addition, the Executive Committee may, in special circumstances, elect as Active members by majority vote persons who do not meet all of the eligibility requirements set forth above. Active members pay dues and have all privileges of the Society including, but not limited to, the right to vote, hold office, serve on committees, and submit abstracts without sponsorship.

4.3 **Associate Members:** Post-doctoral fellows with an MD or equivalent medical degree who reside in Canada, Mexico, or the United States and are in approved hematology- or oncology-related training programs are eligible for Associate membership. The Associate membership concludes after the completion of the fellowship. Students who have received a PhD degree and are in a post-doctoral position or a training program in a hematology-oncology related field are also eligible to be Associate members . The duration of such membership is to be established by the Executive Committee. Subsequently, the Associate membership is automatically converted to the Society's Active member status. Associate members will have the same privileges as Active members except the right to vote and hold office.

4.4 **Graduate/Medical Student Members:** Graduate or medical students who reside in Canada, Mexico, or the United States and are enrolled in (1) a biomedical graduate program in North America leading to the awarding of a PhD or equivalent doctoral degree or in (2) a medical school that is accredited by the recognized national accrediting entity and is leading to the awarding of an MD, DO, or equivalent doctoral are eligible for Graduate/Medical Student membership. Graduate/Medical Student members will have the same privileges as Active members except the right to vote and hold office and sponsor another member's abstract or membership.

*Constitution accepted, April 27, 1958, at the first meeting of the American Society of Hematology, Atlantic City, New Jersey. Revised December 6, 1963. Ratified November 1964. Revised 1970. Ratified December 6, 1971. Revised 1972. Ratified December 3, 1973. Amended 1974, 1976, 1977, 1978, 1979, 1980, 1981, 1982, 1983, 1986. Revised 1988. Ratified June 1, 1989. Amended 1991. Revised 1992. Ratified 1992. Revised 1994. Revised 1997. Amended December 2000. Amended and ratified December 2004. Amended and ratified December 2005. Amended and ratified December 2007. Amended and ratified December 2010. Amended and ratified December 2012.

4.7 **Resident Members:** Residents who reside in Canada, Mexico, or the United States and are enrolled in a duly accredited residency program related to hematology and may lead to hematology-related practice are eligible for Resident membership. Resident membership concludes after the completion of the residency program. Resident members will have the same privileges as Active members except the right to vote and hold office and sponsor another member's abstract or membership.

4.8 **International Members:** Individuals who have a doctoral degree or its equivalent and have made a contribution to the field of hematology and who do not reside in a North American country may be elected to International membership upon the recommendation of the Executive Committee. Applicants who file an official application form and who are duly recommended for membership will become members upon election by a majority vote of the Executive Committee. International members will have the same privileges as Active members except the right to vote and hold office.

4.9 **Honorary Members:** Nonmembers active in the Society may be proposed for this distinction in recognition of outstanding contributions to any discipline of importance to hematology and are elected by a majority vote of the Executive Committee. Honorary members have the privilege of attending meetings of the Society without payment of registration fees but do not have the right to vote or hold office. They do not pay initiation fees, dues, or assessments.

4.10 **Emeritus Members:** Any member of the Society at age sixty-five or upon professional retirement, or any member who by reason of permanent disability or undue hardship has been rendered unable to continue Active membership, may request transfer to the status of Emeritus membership by written application to the Secretary of the Society. The Emeritus classification will be awarded by a majority vote of the Executive Committee. Emeritus members will have all privileges of Active members except the right to vote and to hold office. Their dues, fees, and registrations are either complimentary or charged at preferential rates.

4.11 **Removal of Members:** Members may be removed from the Society for action deleterious to the purposes of the Society. Reasons for removal must be presented in writing to the Secretary by at least two members. The Executive Committee will study and investigate the nature of the complaint and report its findings. The member must be given an opportunity for self-defense in person or in writing before the Executive Committee, and the removal from the Society must be approved by a vote of at least three-fourths of the Executive Committee.

4.12 **Resignation of Membership:** Resignation from the Society will be submitted in writing to the Secretary who will present the resignation to the Executive Committee.

4.13 **Dues:** Dues for all classes of membership shall be established by the Executive Committee. The Executive Committee shall establish policies deemed necessary concerning delinquent dues and cancellation of membership.

ARTICLE V
Officers

5.1 The Officers of the Society consist of a President, President-Elect, Vice President, Secretary, and Treasurer.

5.2 **Duties of the Officers:**

5.2.a. The duties of all Officers and committees will be as specified by the laws of the Commonwealth of Massachusetts, the articles of organization, the Bylaws, actions of the Executive Committee, including the development of Standing Orders, and "Robert's Rules of Order Newly Revised." In the event of inconsistency, the precedent among the foregoing will be in the order above set forth.

5.2.b. **The President:** The President shall preside at all meetings of the Society and shall serve as chair of the Executive Committee, be an ex officio, non-voting member of all committees except the Awards and Nominating Committees, and perform all other duties required by custom and parliamentary usage. Unless otherwise provided in the Bylaws, the President, with the approval of the Executive Committee shall appoint members of the Society to fill interim vacancies on any standing committee, special committee, or scientific committee, and interim editors-in-chief. The order of succession to the Presidency, in case of need, is President-Elect, Vice President, Secretary, and Treasurer.

5.2.c. **The President-Elect:** The President-Elect shall perform the duties of the President in the absence or incapacity of the President, and shall become President if the office of President shall become vacant. Should the President-Elect become President through a vacancy in the office, he/she shall be permitted to serve as President for the remainder of the unexpired term and his/her own term. The President-Elect is a member of the Executive Committee and is an ex officio, non-voting member of all other committees except the Awards and Nominating Committees. The President-Elect initiates such preparatory measures as are implied by this office, and shall also perform such other duties as may be assigned from time to time by the Executive Committee or the President. The President-Elect will be installed as President at the next annual meeting of the Society when the President-Elect would regularly be so installed. If a vacancy should occur in the office of the President-Elect, the Vice President will become President at the next annual meeting and the Society will elect a President-Elect at the next annual meeting in addition to the other Officers.

5.2.d. **The Vice President:** The Vice President will perform the duties of the President in the absence or incapacity of the President and President-Elect, will become President if the offices of the President and President-Elect become vacant, and will perform such other duties as may be assigned to him/her by the Executive Committee or President. The Vice President will serve as an ex officio, non-voting member of all committees except the Awards and Nominating Committees. If a vacancy should occur in the office of Vice President, the Society will elect a President-Elect at the next annual meeting in addition to the other Officers.

5.2.e. **The Secretary:** The Secretary shall oversee the maintenance of a permanent record of the meetings and the transactions of the Executive Committee and the Society including any reports that may be required under applicable federal, state, or local law. If the office of Secretary becomes vacant, the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the un-expired term.

5.2.f. **The Treasurer:** The Treasurer shall have oversight of the budget of the Society, and under the direction of the Executive Committee, shall oversee the expenditures of the Society. The Treasurer will make an annual report of the monies received and expended and a detailed statement of the financial condition of the Society. The Treasurer will oversee the development and presentation of the budgets of the Society. The Treasurer shall also perform all other duties incident to the office of Treasurer. If the office of Treasurer should become vacant, the Executive Committee upon the recommendation of the President may appoint a member to serve in that position until the next annual meeting of the Society.

5.3 **Term of Office:** The President, President-Elect, and Vice President may serve only one one-year term in each such office except with respect to an unexpired term of the President. Succession of the Vice President to President-Elect, and, in turn, to President shall be automatic. The President-Elect shall become President and the Vice President shall become President-Elect at the expiration of the President's term of office at the close of the annual meeting. The Secretary and Treasurer may serve only one four-year term in each such office. The terms of the Secretary and Treasurer shall be arranged so that they will not expire in the same year. The Councillors shall serve for four-year terms, the terms so arranged that two will expire each year. The Secretary, Treasurer, and Councillors will assume their respective positions at the expiration of their predecessor's term of office at the close of the annual meeting.

5.4 **Nominations and Election:** Two or more candidates for each vacant office for Vice President, Councillor, Secretary, and Treasurer will be offered by the Nominating Committee and submitted to the membership for election by mail or electronic ballot at least 30 days prior to the annual meeting. A majority of the votes cast by mail or electronic ballot shall be determinative of the outcome. One person will be elected to each office by vote of a plurality of those voting.

5.5 **Indemnification:** The Society shall to the extent legally permissible indemnify each of its Councillors and Officers against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened while in office or thereafter, by reason of having been such a Councillor or Officer with respect to any matters as to which he/she acted in good faith in the reasonable belief that the action was in the best interests of the Society. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Councillor or Officer may be

entitled. As used in this section, the terms "Councillor" and "Officer" include their respective heirs, executors, administrators, and legal representatives.

ARTICLE VI
Executive Committee

6.1 **Membership:** The Executive Committee shall consist of the President, who shall serve as chair, the President-Elect, the Vice President, the Secretary, the Treasurer, and eight (8) Councillors. The editors-in-chief of *Blood* and *The Hematologist* along with the standing committee chairs shall serve as non-voting members of the Executive Committee. Interim vacancies occurring on the Executive Committee shall be filled by the Executive Committee on the recommendation of the President. The appointee shall serve until the next annual business meeting of the Society. The Executive Committee may determine by a majority vote that an interim vacancy occurs for a position when a Councillor fails to attend three consecutive meetings. If a Councillor is elected to be a Vice President, President-Elect, President, Secretary, or Treasurer, the position of Councillor becomes an interim vacancy. Standing committee chairs may not serve concurrently as a voting member of the Executive Committee.

6.2 **Functions:** The Executive Committee is the governing body of the Society and shall manage the affairs of the Society and shall perform all such acts as are necessary to fulfill such functions or as are required or permitted by the Articles of Organization and the Bylaws. The Committee passes on questions of policy, receives reports of committees and approves or disapproves their recommendations, and provides advice and approval or disapproval to the President and President-Elect in regard to committee and chair appointments. It is empowered to enter into contracts and authorize expenditures necessary for the Society. The Committee may delegate its authority to enter into contracts and approve expenditures to the Officers or employees of the Society, including an Executive Director or persons reporting to an Executive Director, subject to such guidelines as the Committee may adopt from time to time.

6.3 **Meetings:** The voting members of the Executive Committee shall hold at least two regular meetings a year. The time and place for such meetings is to be determined by the President. Special meetings may be called at any time by the President or any two voting members of the Committee. The President shall determine whether meetings shall be held in executive session in which case only voting members will attend. Written notice of any meeting of the Executive Committee shall be mailed to each member of the Committee at least five days before the meeting. Seven voting members of the Committee present shall constitute a quorum for the transaction of business. The act of a majority (or a supermajority if that is required) of the voting members of the Committee present at a meeting at which there is a quorum shall be the act of the Committee.

6.4 **Removal of Officers and Elected Committee Members:** Any ASH® member may ask the Executive Committee to consider removal of an Officer or Councillor by providing a written request stating the reasons for removal. The Executive Committee may also institute consideration of removal itself. If, after investigation, the Executive Committee determines that removal is justified, the Officer or Councillor shall be notified and given the opportunity to appeal the decision. A two-thirds (2/3) vote of the Executive Committee is required to remove the Officer or Councillor. Officers and Councillors may be removed for whatever reasons the Executive Committee deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the Executive Committee, conduct that reflects poorly on the Society and/or failure to comply with the Society's conflict of interest policy.

6.5 **Authority and Responsibility of the Officers:** The Officers may act in place and stead of the Executive Committee between Executive Committee meetings on all matters, except those specifically reserved to the Executive Committee by these bylaws. Actions of the Officers shall be reported to the Executive Committee by mail, e-mail, or at the next Executive Committee meeting.

6.6 **Quorum – Call of Meetings:** A majority of the Officers shall constitute a quorum at any duly called meeting of the Officers. The President shall call such meetings of the Officers as the business of the Society may reqire.

ARTICLE VII
Committees

7.1 The Society shall have standing committees and scientific committees and may have special committees as necessary. The majority of the members of a committee present shall constitute a quorum for conducting the business of the committee.

7.2 **Standing Committees:**

7.2.a. Standing committees serve on a continuing basis from year to year. Committee functions shall be determined by the Executive Committee and shall be outlined in an Executive Committee document. Standing committees shall recommend to the Executive Committee policies, programs, or actions in the areas of the committee's responsibility and implement those policies, programs, and actions approved by the Executive Committee. They generally shall have the power to accomplish the functions specified by the Executive Committee.

7.2.b. The Executive Committee may establish such additional standing committees and committee functions as are deemed necessary for the advancement of the Society or the field of hematology and may also dissolve standing committees as it deems appropriate.

7.2.c. The members of the standing committees, unless otherwise specified herein or by the Executive Committee, shall be appointed by the President-Elect with the advice and approval of the Executive Committee to take office following the annual meeting at which the President-Elect is installed as President. Committee memberships shall be for a four-year term (unless otherwise specified herein) and members are limited to serving two consecutive terms. The members of the standing committees, unless otherwise specified herein or by the Executive Committee, may be removed by the President with the approval of the Executive Committee.

7.2.d. The President, President-Elect, and Vice President are ex officio, non-voting members of all standing committees, except the Awards and Nominating Committees.

7.2.e. The Executive Committee shall determine, except for the Nominating Committee, the number of members for each standing committee and the terms of membership (including extension of appointment) which shall be arranged so as to permit staggered terms as determined by the Executive Committee. Information on committee membership shall be contained in an Executive Committee document.

7.2.f. The Nominating Committee shall consist of eight at-large members, one Councillor and one past President. The at-large members shall be appointed by the President-Elect with the advice and approval of the Executive Committee. The at-large members serve three-year terms which shall be staggered so that two new members are appointed each year. The Councillor and past President shall serve two-year terms and shall be appointed in alternating years by the President-Elect with the advice and approval of the Executive Committee. The Committee Chair shall be appointed by the President-Elect, with the advice and approval of the Executive Committee, from the at-large members who have served on the Committee for at least one year.

7.2.g. The Chairs of standing committees, unless otherwise specified herein or by the Executive Committee, shall be appointed by the President-Elect with the advice and approval of the Executive Committee to take office following the course of the annual meeting at which the President-Elect is installed as President. The Executive Committee shall determine the terms of the Chair (including extension of appointment). Chairs of the standing committees, unless otherwise specified herein or by the Executive Committee, may be removed by the President with the advice and approval of the Executive Committee.

7.3 **Special Committees:**

7.3.a. Special committees exist on a continuing basis; however, membership on these committees is for a limited duration and the committees have a single, focused activity or set of activities. Special committees shall be established as necessary by the Executive Committee which shall outline their functions in an Executive Committee document. Special committees shall recommend actions in the areas of the committee’s responsibilities. The Executive Committee may dissolve special committees as deemed appropriate.

7.3.b. The members and chairs of the special committees, unless otherwise specified herein or by the Executive Committee, shall be appointed by the Executive Committee to take office at a time designated by the Executive Committee. The number of members and the term of membership for each special committee shall be determined by the Executive Committee and such information shall be contained in an Executive Committee document.

7.4 **Scientific Committees:**
7.4.a. Scientific committees recommend to the Program Committee a program for the annual meeting for their area of responsibility.

7.4.b. The Executive Committee shall determine the areas of responsibility for the scientific committees. The Executive Committee shall determine the number of members to be appointed, terms of membership on the committee and procedures for reappointment.

7.5 **Removal of Committee Chairs and Members:** Members and chairs of committees may be removed by a majority vote of the Executive Committee. Any ASH member may ask the Executive Committee to consider removal of a committee chair or member and the Executive Committee may initiate removal itself. Committee chairs and members may be removed for whatever reasons the Executive Committee deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the Society and failure to comply with the Society's conflict of interest policy.

ARTICLE VIII
Meetings
8.1 **Annual Meeting:** The Society shall hold a regular annual scientific and business meeting at times and places to be determined by the Executive Committee. In exceptional circumstances the annual scientific meeting may be suspended by the Executive Committee, but not for more than one year in succession.

8.2 **Special Meetings:** A special meeting of the Society may be held in any year on the call of the President at the request of the Executive Committee.

8.3 **Notice:** A written or printed notice of the annual scientific and business meeting shall be mailed to each member of the Society at least two months prior to such meeting. In the case of special meetings, at least thirty days notice of the meeting shall be mailed to every member, with an explanation of the purpose of purposes for which the meeting was called.

8.4 **Voting and Quorum:** Every active member attending any Society meeting shall be entitled to one vote on each matter submitted to vote of the members. One hundred Active members present shall constitute a quorum for the transaction of business of the Society at regular or special meetings. The act of a majority of a quorum shall constitute an act of the Society.

8.5 **Procedure:** The business meetings and other meetings of the Society shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the business meeting of the Society shall submit this business in writing to the Secretary at least two weeks prior to the annual meeting. Under usual circumstances, such business items will be reviewed by the Executive Committee or an appropriate committee before any action is taken by the membership at the business meeting. The Executive Committee shall have the final decision as to which items appear on the agenda.

Any member wishing to bring new or old business before a business meeting of the Society that has not been placed on the agenda by the Executive Committee may do so under suspension of the rules. Rules of procedure may be suspended at any meeting by a vote of two-thirds of the Active members present. However, rules may not be suspended for consideration of new or old business unless the President is notified 48-hours prior to the beginning of the annual meeting that such a request is to be made and the membership is notified early in the meeting of the nature of the new or old business to be discussed under suspension of the rules if voted.

ARTICLE IX
Publications
9.1 Upon the recommendation of the Journals Committee and/or other appropriate committees, the Executive Committee may authorize publication of a journal devoted to the advancement of hematology or such other publications as are deemed necessary or appropriate for the benefit of the Society or the field of hematology.

9.2 Upon the recommendation of the Journals Committee and/or other appropriate committees, the Executive Committee may designate a journal and/or other publications as an official publication of the Society.

9.3 The Executive Committee shall provide oversight of any publication authorized by the Society through the Journals Committee and/or other appropriate committee.

9.4 The Editor-in-Chief shall be responsible for the editorial operations and scientific content of the Society's journal and/or other publications, including selection of the editorial board, subject to oversight by the Executive Committee. The Editor-in-Chief may serve only one term. The Editor-in-Chief shall be selected by the Executive Committee.

ARTICLE X
Amendments

10.1 These Bylaws may be amended at any annual meeting of the members. Amendments to the Bylaws may be proposed in writing to the Executive Committee by five members, and must be submitted at least ninety days prior to the annual meeting. In addition, the Executive Committee may initiate proposed amendments to the Bylaws. The proposed amendments, together with the Executive Committee's recommendation, shall be mailed to each member of the Society at least thirty days before the annual meeting at which it is to be considered. To be adopted, an amendment must be approved by at least two thirds of the Active members present and voting at the annual meeting.

ARTICLE XI
Termination of the American Society of Hematology

11.1 The corporation shall be without capital stock. No dividends shall be paid and no part of the income or net earnings of the corporation shall be distributed to or inure to the benefit of its members or Officers as such or any private individual. In the event of liquidation or dissolution of the corporation, no liquidating dividends or dividends in distribution of the property owned by the corporation shall be declared or paid to members or Officers of the corporation or any private individual, but, rather, such property shall be transferred to such charitable scientific or educational organizations, corporations or associations exempt under Section 501(C)3 of the Internal Revenue Code, as the members of the corporation shall determine or its legal administrators, after its dissolution, shall direct.