

**BYLAWS OF THE SAN DIEGO SECTION OF THE  
AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY, INC.**

a California Nonprofit Public Benefit Corporation

**ARTICLE I**

**NAME**

The name of this Corporation is The San Diego Section of the American Association for Clinical Chemistry, Inc. ("Corporation").

**ARTICLE II**

**OFFICES**

**SECTION 2.01. PRINCIPAL OFFICE.**

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located in the City of San Diego, in the County of San Diego in the State of California. The Board of Directors (the "Board") may change the location of the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary, or this section may be amended to state the new location. In addition, any change of principal office must be reported to the Secretary of State on the next annual statement due as provided for in Article VIII Section 8.04(d) (iv).

**SECTION 2.02. AGENT AND ADDRESS FOR SERVICE OF PROCESS.**

The Corporation shall have and continuously maintain an agent for service of process and a street address for such service within the State of California, as required by the California Nonprofit Public Benefit Corporations Law. The agent and address for service of process may be changed from time to time by the board, but any such change must be reported to the Secretary of State on the next annual statement due as provided for in Article VIII Section 8.04(d) (iv).

**SECTION 2.03. OTHER OFFICES.**

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.



**ARTICLE III**  
**PURPOSES AND LIMITATIONS**

**SECTION 3.01. GENERAL PURPOSES.**

This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**SECTION 3.02. SPECIFIC PURPOSE.**

The specific purpose for which this Corporation was formed is to further the stated purposes of the American Association for Clinical Chemistry, Inc. ("AACC"), said purpose being to further the public interest by encouraging the study, advancing the science and improving the practice of clinical chemistry. The AACC is a non-profit national organization founded in 1948 and incorporated under the laws of the State of New York in 1949. The instant Corporation was founded in San Diego, California.

**SECTION 3.03. LIMITATIONS.**

(a) Political activity. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 and 3.02 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV**  
**MEMBERS**

**SECTION 4.01. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP.**

(a) Classes and Qualifications. This Corporation shall have one or more classes of members, consisting of persons dedicated to the purposes of this Corporation, who meet other qualifications for membership, as the Board may determine. They shall be eligible for membership upon approval of the membership application by the Board and upon timely payment of such dues and fees as the Board may fix from time to time. No person shall be accepted for membership in the Corporation who is not already a member in good standing of AACC.

(b) Voting Members. The members of the classes of membership having voting rights shall be entitled to vote, as set forth in these Bylaws, on the election of Directors; on the disposition of all or substantially all of the assets of the Corporation; on any merger and its principal terms and any amendment of those terms; on any election to dissolve the Corporation; on an amendment of the Articles of Incorporation, except as otherwise specified in the California Nonprofit Corporation Law; and on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the California Nonprofit Corporations Law. In addition, members shall have all rights afforded members under the California Nonprofit Corporation Law. All members who intend on voting or are entitled to vote but will not necessarily be voting but nonetheless desire notice of said election or vote will be required to provide electronic contact information included but not limited to a valid working email address or a valid fax number. Failure to provide and maintain such information will be deemed a waiver of the right to notice of an election or vote.

(c) Other Persons Associated with the Corporation. The Corporation may refer to person of certain nonvoting classes or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 4.01 of these Bylaws, but no such reference shall constitute anyone a member within the meaning of the California Nonprofit Corporations Law unless that person or entity shall have qualified for a voting membership under Section 4.01 (b) of these Bylaws. References in these Bylaws to members shall mean members as defined in the California Nonprofit Corporation Code as set forth in Section 4.01(b) of these Bylaws. By amendment of these Bylaws, the Corporation may grant some or all rights of a member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 4.01(b) of these Bylaws but no such person or entity shall be a member within the meaning of the California Nonprofit Corporations Code.

**SECTION 4.02. DUES, FEES, AND ASSESSMENTS.**

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

### SECTION 4.03. GOOD STANDING.

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

### SECTION 4.04. TERMINATION AND SUSPENSION OF MEMBERSHIP.

(a) Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- (i) Resignation of the member, on reasonable notice to the Corporation;
- (ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (iii) Failure of the member to pay the dues, fees, or assessments as set by the Board within the period of time set by the Board after they become due and payable;
- (iv) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (v) Expulsion or suspension of membership in AACC; or
- (vi) Expulsion or suspension of the member pursuant to Sections 4.04(b) and 4.04(c) of these bylaws.

(b) Suspension of Membership. A member may be suspended, under Section 4.04(c) of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

(i) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the records of the Corporation.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

**SECTION 4.05. TRANSFER OF MEMBERSHIP.**

Membership in the Corporation is not transferable or assignable.

**ARTICLE V  
MEMBERS' MEETINGS**

**SECTION 5.01. PLACE OF MEETINGS.**

Meetings of the members shall be held at any place within or outside California designated by the Board.

**SECTION 5.02. ANNUAL MEETING.**

An annual meeting of members shall be held on the day and at the hour each year, as determined by the Board. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, any proper business may be transacted, subject to the notice requirements of Section 505(a) of these Bylaws. At the Annual Meeting, the presiding officer shall be the Chairperson. In the absence of the Chairperson, the following shall serve as presiding officer in the order stated; Chairperson-Elect, Secretary and Treasurer.

**SECTION 5.03 SPECIAL MEETINGS.**

A special meeting of the members may be called for any lawful purpose by a majority vote of the Board or by the Chairperson or by not less than ten (10) percent of the members. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001., specifying the general nature of the business proposed to be transacted, and submitted to the Chairperson, Chairperson-Elect, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 5.05(a) of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty (30) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

**SECTION 5.04. NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS.**

(a) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001 of the meeting shall be given, in accordance with Section

5.05 of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting and, (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (ii) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the annual meeting. The notice of any meeting at which Directors are to be elected or written ballots distributed for the election of Directors shall include the names of all persons who are nominees when the notice or the ballot is given.

(b) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a Director without cause;
- (ii) Amending the Articles of Incorporation; or
- (iii) Electing to wind up and dissolve the Corporation.

(c) Manner of Giving Notice. Notice of any meeting of members shall be in writing, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001, and shall be given at least ten (10) days but no more than sixty (60) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the Corporation for purposes of notice. If no address appears on the books of the Corporation and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication delivered to the principal office of the Corporation or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(d) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the minutes book of the Corporation.

#### **SECTION 5.05. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.**

(a) Written Waiver or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. Said waiver, consent or approval may be transmitted by any written notice or electronic transmission, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5.04(b) the waiver of notice, consent, or approval shall

state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of any presence at that meeting, unless the member objects at the beginning of the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### **SECTION 5.06. QUORUM OF MEMBERS.**

(a) Number Required. Fifteen Percent (15%) of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members; provided, however, that the only matters that may be voted on at any special or annual meeting actually attended by less than fifteen percent (15%) of the voting power are matters the general nature of which was disclosed in advance to the members by written notice pursuant to Article V, Section 5.04 of these Bylaws.

(b) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is presented may continue to transact business until adjourned, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### **SECTION 5.07. VOTING.**

(a) Eligibility to Vote. Subject to the provisions of the California Nonprofit Corporation Law, the only persons entitled to vote at any meeting of members shall be voting members who are in good standing as of the record date determined pursuant to Section 5.09 of these Bylaws.

(b) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before voting begins. Where Directors and Officers are to be elected, such election may be conducted by mail with votes cast in writing (as defined in CCC Section 601) and as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001. in such manner as the board determines under the provisions of Section 5.11(b).

(c) Entitlement. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

(d) Approval of a Proposal. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

(e) Election of Directors. If a quorum is present, the candidate or candidates receiving the highest number of votes shall be elected.



#### **SECTION 5.08. RECORD DATE FOR NOTICE AND VOTING.**

(a) Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix in advance a "record date", which shall not be more than sixty (60) nor fewer than ten (10) days before any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Record Date Not Determined by Board.

(i) Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining members entitled to (1) receive notice of, or to vote at, a meeting of members shall be the business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date for Action. If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written and electronic ballot, including written notice and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001. shall be on the business day preceding the day on which the first written ballot is mailed or distributed in the manner described in Section 5.04(c).

(iii) Record Date for Written Consent to Action without Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by written consent on corporate action without a meeting, when no prior action by the Board has been taken, shall be the business day preceding the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iv) Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be on the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

(c) Definition of "Members of Record". For purposes of this Section 5.09, a person holding a voting membership at the close of business on the record date shall be a member of record.

#### **SECTION 5.09. PROXIES.**

(a) Right of Members. Each member entitled to vote shall have the right to do so either in person or by authorizing one or more agents to act in their behalf by executing and signing a written proxy and filing with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact. Said writing may be written notice or an electronic transmission as defined in California Corporations Code Sections 601, and 20 and as referenced therein 15 USCA 7001.

(b) Form of Solicited Proxies. The form of proxy distributed to members shall afford an opportunity for the proxy to specify a choice between approval and disapproval of each matter or group of related matters, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. Said proxy may be communicated by fax or email and an email authorizing said proxy from the email address listed by the member, is sufficient to meet the requirements for authorizing said proxy. In any election of Directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority or vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) Requirement that General Nature of Subject of Proxy be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or Bylaws changing voting rights; removal of Directors without cause; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the Corporate assets, unless the transaction is in the usual and regular course of the activities of the Corporation; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the election is given to the members.

(d) Revocability. A validly executed proxy shall continue in full force and effect until:

- (i) revoked by the member executing it, before the vote is cast under that proxy,
  - a. by a writing delivered to the Corporation stating that the proxy is revoked, or
  - b. by a subsequent proxy executed by that member and presented to the meeting, or
  - c. as to any meeting by that member's personal attendance and voting at the meeting;

or

(ii) written notice of death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the California Nonprofit Corporations Code.

#### **SECTION 5.10. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.**

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

**SECTION 5.11. ACTION WITHOUT A MEETING.**

(a) Action by Unanimous Written consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed in the corporate minutes book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members. Written consent may be by written notice or electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

(b) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members, including election of Directors, may be taken without a meeting by written ballot complying with section 5.12 of these Bylaws. Written consent may be by written notice or electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

(i) Solicitation of Written Ballots. The Corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5.04(c) of these Bylaws. All solicitations of votes by written ballot shall:

- a. with respect to ballots for election of Directors and Officers, state the name of each nominee;
- b. set forth any proposals or action to be voted upon;
- c. provide the members an opportunity to specify approval or disapproval of each proposal or action;
- d. provide a reasonable time with which to return the ballot to the Corporation not to be less than fifteen (15) days;
- e. specify the address to which the ballot is to be sent; and
- f. specify the time by which the ballot must be received or postmarked in order to be counted.

In any election of Directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted.

(ii) Number of Ballots Required for Validity. Election by written ballot shall be valid only when the numbers of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that the authority to vote is withheld) and received within the time specified equals or exceeds the quorum required under Section 5.06(a). A written ballot may delivered in writing or electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

(iii) Number of Votes Required for Approval. Once it has been established that the number of ballots received is a quorum, the number of votes necessary to approve or disapprove a proposal, shall be a majority as outlined in Section 5.07(d).

(iv) Number of Votes Required to Elect a Candidate. Once it has been established that the number of ballots received is a quorum, the number of votes necessary to elect a candidate shall be the candidate(s) with the most votes as outlined in Section 5.07(e).

(v) Revocation. A written ballot may not be revoked. A written ballot includes writings and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

(vi) Filing. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least two (2) years. A written ballot includes writings and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

## ARTICLE VI DIRECTORS

### SECTION 6.01. THE BOARD OF DIRECTORS.

(a) Number and Qualifications. The authorized number of Directors shall be a minimum of 5 and not more than 11 until changed by amendment to this article of these bylaws. Directors must be members of the Corporation.

(b) The Board of Directors. The Board of Directors (the "Board") shall consist of the Executive Committee as defined in Article VIII Section 8.04 below and additional Directors appointed from the membership by the Executive Committee.

### SECTION 6.02. POWERS.

(a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(i) appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Corporation, prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) change the principal office or the registered office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) adopt and use a corporate seal and alter the form thereof.

(iv) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

### **SECTION 6.03. RESTRICTIONS ON DIRECTORS.**

Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; or (ii) any ancestor, descendant, spouse or relative by birth or by marriage of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

### **SECTION 6.04. TERM OF OFFICE.**

(a) Tenure. The term of the newly appointed Directors shall be from the date of incorporation until the next annual meeting. Directors elected or appointed in accordance with Article IX shall hold office commencing on the 1st of January following their election to the 31st of December of that year or until such time as their successor has been elected or appointed.

(b) Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any Director; or (ii) the declaration by resolution of the Board of a vacancy in the Board who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

(c) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chairperson or the Chairperson-Elect of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(d) Filling Vacancies. Any vacancy on the Board shall be filled by a majority vote of the remaining Directors,

(e) Reduction of Number of Directors. A reduction in the number of Board members by amendment to these Bylaws will not result in a reduction of the authorized number of Directors until the terms of such Directors expire.

## **ARTICLE VII BOARD MEETINGS**

### **SECTION 7.01. PLACE.**

Meetings of the Board shall be held at the principal office of the Corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the Corporation. Any meeting may be held by conference telephone or similar communication equipment, including

internet communication such as chat rooms, pod casts, blog sites, so long as all Directors participating in the meeting can hear or otherwise communicate in real-time with one another, and all such Directors shall be deemed to be present in person at such meeting.

#### **SECTION 7.02. ANNUAL MEETING.**

The Board shall hold an annual meeting within one (1) month following the annual meeting of the membership for the purpose of organization and the transaction of other business. Notice of this meeting shall not be required.

#### **SECTION 7.03. OTHER REGULAR MEETINGS.**

Other regular meetings shall be held from time to time as determined to be necessary by the Board.

#### **SECTION 7.04. SPECIAL MEETINGS.**

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the Chairperson, Chairperson-Elect, Secretary or any two Directors.

(b) Notice. Notice of the time and place of special meetings shall be given to each Director by first class mail, personal delivery, or by telephone at least four (4) days in advance of such special meeting.

#### **SECTION 7.05. QUORUM OF DIRECTORS.**

A majority of the authorized number of Directors, which shall also simultaneously require a majority of Executive Officers, are required for a quorum for the transaction of business, except to adjourn as provided in section 6.07. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between Corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### **SECTION 7.06. WAIVER OF NOTICE.**

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

**SECTION 7.07. ADJOURNMENT.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**SECTION 7.08. NOTICE OF ADJOURNMENT OF MEETING.**

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**SECTION 7.09. ACTION WITHOUT MEETING.**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action by the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this section 7.09 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the Corporation is a party. A written consent includes writings and electronic transmissions as defined in California Corporations Code Section 20 and as referenced therein 15 USCA 7001.

**ARTICLE VIII  
OFFICERS**

**SECTION 8.01. EXECUTIVE OFFICERS**

(a) Executive Officers. The Executive Officers of the Corporation shall include a Chairperson who shall act as Chief Executive Officer of the Corporation, a Chairperson-Elect, a Secretary, a Treasurer who shall act as Chief Financial Officer of the Corporation. These Executive Officers shall be elected according to the provisions set forth in Article IX of these Bylaws. Each elected Executive Officer shall simultaneously serve as a member of the Board of Directors and together shall comprise the Executive Committee.

**SECTION 8.02. OTHER OFFICERS.**

The Board may appoint and may authorize the Chairperson or any other officer to appoint any other officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board. Officers appointed under this provision shall not automatically be members of the Board unless so appointed by the Executive Committee.

**SECTION 8.03. TERM AND CONCURRENT HOLDING OF OFFICE.**

The Chairperson-Elect shall serve a one year term as Chairperson-Elect, and then a second, consecutive year as Chairperson. The Chairperson may serve a non-voting third year as an advisor to the Board. The Secretary, Treasurer,

and Member-at-Large shall each be elected for one (1) year terms. Any number of offices may be held by the same person, except that no person shall hold more than one Executive Office at the same time. Terms of office shall commence January 1 and end December 31.

#### **SECTION 8.04. RESPONSIBILITIES OF OFFICERS.**

(a) Chairperson. The Chairperson shall serve as Chairperson of the Board and as the Chief Executive Officer of the Corporation. The Chairperson shall manage, supervise and control all business affairs of the Corporation, and shall preside at meetings of the Board and the Membership. The Chairperson shall also exercise and perform such other powers and duties as the Board may assign from time to time.

(b) Chairperson-Elect. The Chairperson-Elect shall supervise and control the production of the membership meetings. In addition, in the absence or disability of the Chairperson, the Chairperson-Elect shall perform all of the duties of the Chairperson and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Chairperson. The Chairperson-Elect shall also exercise and perform such other powers and duties as the Board may assign from time to time. The Chairperson-Elect shall automatically serve as Chairperson for the second year of the elected term.

(c) Secretary. The Secretary shall serve as the Secretary of the Corporation and shall exercise and perform any powers and duties as the Board may assign from time to time, including the following specifically prescribed duties:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) Proceedings of Membership Meetings. The Secretary shall maintain a record of the proceedings of all meetings of the membership.

(iii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers proscribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall also serve as Chief Financial Officer of the Corporation and shall exercise and perform any powers and duties as the Board may assign from time to time, including the following specifically prescribed duties:

(i) Records. The Treasurer shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books or account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the



Board, shall render to the Chairperson when requested an account of all transactions as Treasurer and of the financial condition of the Corporation.

(iii) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

(iv) Corporate Statement. The Treasurer shall file or cause to be filed an annual statement with the Secretary of State of California as required by Section 1502 of the California Corporations Code specifying the street address of the Corporation's principal office and the designated agent for service of process.

(e) Member-at-Large. At least one and up to three Members-at-Large shall be elected by the Corporation membership, to serve as Board members and providing broader input to the Board from the Corporation membership.

#### **SECTION 8.05. REMOVAL, RESIGNATION AND VACANCIES.**

(a) Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, or, except in case of an officer chosen by the Board, by the officer upon whom such power of removal may be conferred by the Board.

(b) Resignation. Any officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

(c) Vacancies. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

### **ARTICLE IX ELECTION OF OFFICERS**

#### **SECTION 9.01. THE ELECTION COMMITTEE.**

The Chairperson shall create a committee under the provisions of Article X Section 10.02 to select qualified candidates for election to the Board at least sixty (60) days prior to the election. This committee shall make a report to the board at least thirty (30) days before the date of the election or at such other time as the Board may set.

#### **SECTION 9.02. NOMINATIONS BY MEMBERS.**

Members may nominate candidates for Directors upon receipt of a solicitation for nominations from the Election Committee or at any time up until fifteen (15) days preceding the next election of the Directors, by notifying the Secretary of such nomination. The Secretary shall cause the names of the candidates so nominated to be placed on the ballot along with the names of those candidates named by the nominating committee. Nominations by members shall be subject to the provisions of the California Nonprofit Corporations Law.

**SECTION 9.03. NOMINATIONS FROM THE FLOOR.**

If there is a meeting of members to elect Directors, any member present at the meeting in person or by proxy may place names in nomination.

**SECTION 9.04. SOLICITATION OF VOTES.**

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among nominees.

**SECTION 9.05. ELECTION OF OFFICERS.**

An election shall be performed as outlined in Article V Section 5.07 specifying the candidates for the offices listed in Article VIII.

**ARTICLE X  
COMMITTEES**

**SECTION 10.01. FORMATION.**

The Board, by resolution adopted by a majority of the Directors then in office may create one or more committees, each consisting of members of the Corporation, to serve at the pleasure of the Board. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution may:

- (a) fill vacancies on the Board;
- (b) establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board or the members of these committees; or
- (f) approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

**SECTION 10.02. STANDING COMMITTEES.**

The standing committees accountable to the Board are the Election committee and the conference committee which are further detailed as follows:

- (a) The Election Committee. The purpose of the Election Committee is to provide a slate of candidates for the Executive Committee as described in Article VIII. The Election Committee shall consist of a Chairperson

selected by the Board and at least two additional members selected by the Chairperson from the membership. No such Election Committee member may run for the election for which they are acting as Election Committee member.

## **ARTICLE XI RECORDS AND REPORTS**

### **SECTION 11.01. MAINTENANCE OF CORPORATE RECORDS.**

The Secretary shall keep or cause to be kept, at the principal office of the Corporation or at a place determined by resolution of the Board the following corporate records:

- (a) the original or copy of Articles of Incorporation and Bylaws as amended to date;
- (b) adequate and correct books and records of account;
- (c) minutes in written form of the proceedings of the Board and committees; and
- (d) records of the members of the Corporation showing each member's name, address, telephone number and class of membership.

### **SECTION 11.02. ANNUAL REPORTS.**

Except as provided under Section 6321(c)(d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation, the Board shall cause an annual report to be sent to all members of the Board and, if required, to the members of the Corporation. Such report shall contain the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted purposes, during the fiscal year;
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) any information required by section 11.03.

### **SECTION 11.03. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.**

As part of the annual report, the Corporation shall prepare and furnish a statement of any transaction or indemnification of the following kind:

- (a) Any transaction to which the Corporation its parent, or its subsidiary was a party, and to which (i) any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered as an interest); or (ii) any holder of more than ten percent of the voting power of the Corporation, its parent or its subsidiary had a direct or indirect material financial interest, which involved more than fifty thousand dollars (\$50,000) or was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars (\$50,000).

(b) Any indemnifications or advances as provided for in Article XII Section 12.01 aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Director or Executive Officer of the Corporation.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest.

#### **SECTION 11.04. INSPECTION BY DIRECTORS.**

Every Director shall have the absolute right at any reasonable time to inspect all books, record and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts.

#### **SECTION 11.05. INSPECTION BY MEMBERS.**

(a) Membership Records. Subject to the California Corporations Code, any member may obtain information about the Corporation membership through the AACC Membership Directory maintained by the AACC national office.

(b) Accounting Records and Minutes. On written demand presented to the Corporation, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

(c) Inspection of Articles and Bylaws. The Articles of Incorporation and Bylaws as amended to date shall be open to inspection by the members at all reasonable times during office hours. The right of inspection includes the right to copy and make extracts.

## **ARTICLE XII INDEMNIFICATION AND INSURANCE**

#### **SECTION 12.01. INDEMNIFICATION.**

(a) Right of Indemnity. To the full extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation therefore.

#### **SECTION 12.02. INSURANCE.**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees and other agents of the Corporation, against any liability asserted against or incurred by a Director, officer, employee or agent in such capacity or arising out of the Director's, officer's employee's or agent's status as such.

### **ARTICLE XIII CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

If conflicts arise between these Bylaws and the Bylaws of AACC, the Bylaws of AACC shall govern.

### **ARTICLE XIV AMENDMENTS**

#### **SECTION 14.01. ACTION OF MEMBERS.**

New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of a majority of the members entitled to vote or by the written ballots of a majority of the members entitled to vote, except as otherwise provided by law or by the Articles of Incorporation; provided, however, that this Article XIV may be

amended or repealed only upon the affirmative vote of at least eighty percent (80%) of the members entitled to vote or the written ballots of at least eighty percent (80%) of the members entitled to vote.

**SECTION 14.02. ACTION OF DIRECTORS.**

Subject to the right of members as provided in Section 14.01 of this Article XIV to adopt, amend or repeal bylaws, the board of directors may adopt new bylaws or amend or repeal these bylaws other than Article VI (Directors) and this Article XIV; provided, however, that the board of directors may not adopt, amend or repeal a bylaw changing the authorized number of directors, except for the purpose of fixing the exact number of directors within the limits specified in Section 6.01(a) of Article VI of these bylaws.

**SECTION 14.03. MAINTENANCE OF RECORD OF AMENDMENTS.**

The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation or at a place determined by resolution of the Board.

**CERTIFICATE OF ADOPTION OF AMENDED BYLAWS**

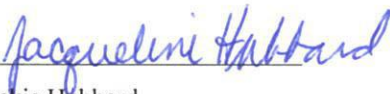
The undersigned persons being the Directors of the above-named Corporation, having been duly and properly noticed of the meeting, or in the alternative having waived proper notice of the meeting hereby adopt the same as the Bylaws of said Corporation.

Executed this 24<sup>th</sup> day of July, 2018 in the City of San Diego, County of San Diego, State of California.

Signature: 

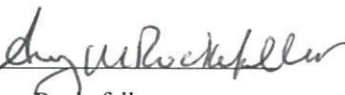
Name: Josh Akin

Office: Chair

Signature: 

Name: Jackie Hubbard

Office: Chair-Elect

Signature: 

Name: Amy Rockefeller

Office: Secretary

Signature: 

Name: Scott Tieman

Office: Past Chair Advisor

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of

**THE SAN DIEGO SECTION OF**

**THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY, INC.**

a California Nonprofit Public Benefit Corporation, and the above Bylaws, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on July 24, 2018.

Executed on the 24 day of July, 2018, in the City of San Diego, San Diego County, California.

A handwritten signature in cursive script, reading "Amy W. Rockefeller". The signature is written in dark ink and is centered on the page.