

BYLAWS OF CHINESE AMERICAN PATHOLOGISTS ASSOCIATION

(全美华人病理学会章程)

ARTICLE I INCORPORATION, PURPOSES AND MISSION

SECTION 1. Incorporation and Purposes.

The Chinese American Pathologists Association (CAPA), formerly Hua Tuo Society of Pathology (HTSP), Inc., is organized as a non-profit corporation under the laws of the State of Texas, United States, exclusively for educational, scientific and charitable purposes as defined under the Internal Revenue Code Section 501(c) (3). CAPA is a nonpolitical not-for-profit organization and shall neither directly nor indirectly participate in nor intervene in any political campaign for any purpose.

SECTION 2. Mission.

The primary mission of CAPA is to improve educational opportunities and professional skills of the pathologists who identify with Chinese culture and reside in North America. CAPA serves its members and non-CAPA member pathologists through the enhancement of professional communication, the sponsorship of medical education, the promotion of academic and practice collaboration, and advocacy on training and job opportunity. The Association shall be involved in the activities that shall be beneficial to the general public, such as educational programs for popularization of sciences and public health. The mission of CAPA shall also include the development of international collaboration with other pathology organizations.

ARTICLE II CLASSES, QUALIFICATIONS AND RIGHTS OF MEMBERS

SECTION 1. Classes of Member.

CAPA shall have the following classes of member: (a) Lifetime member; (b) Regular member and (c) Associate member. Only one class of membership may be held at any one time by any member of CAPA.

SECTION 2. Lifetime member.

Any legally qualified physician who identifies with Chinese culture and is practicing pathology in North America. Lifetime member is required to pay the

lifetime membership fee. The amount of lifetime membership fee shall be determined by the Board of Directors (BOD) and subject to changes. Lifetime member shall have the general right to vote regarding the overall affairs of the Association, including changes to its Bylaws and Articles of the Incorporation; and to vote for, or to serve as officers of the Association in CAPA elections.

SECTION 3. Regular Member.

Any legally qualified physician who identifies with Chinese culture and is practicing pathology in North America. Regular member is required to pay the annual membership fee. The amount of annual membership fee shall be determined by the BOD and subject to changes. Regular members shall have the general right to vote regarding the overall affairs of the Association, including changes to its Bylaws and Articles of the Incorporation; and to vote for, or to serve as officers of the Association in CAPA elections.

SECTION 4. Associate Member.

Any person who is a legally qualified physician who identifies with Chinese culture and is actively engaging in training for a career in pathology in a training program accredited by the Accreditation Council for Graduate Medical Education or approved by the Royal College of Physicians and Surgeons of Canada as a resident or fellow shall be eligible for membership as an associate member. No membership fee is required for associate members. Associate members do not have the general right to vote regarding the overall affairs of the Association, including changes to its Bylaws and Articles of the Incorporation. They are not eligible to vote or be voted in CAPA elections. However, associate members shall have right for other benefits of CAPA including online or live pathology courses sponsored by CAPA as well as other CAPA activities.

ARTICLE III MEMBERSHIP

SECTION 1. Application and Approval.

The applicant shall submit the application to the membership committee and the verification of qualification of the applicant by membership committee shall be necessary for the approval of the application for membership or for change in the class of membership.

SECTION 2. Dues.

The amount of dues to be paid by various classes of member shall be determined by the BOD.

SECTION 3. Resignation.

Resignation of a member shall be valid only if a signed request is submitted to the membership committee of the Association. Such resignation shall not relieve the member's responsibility to pay outstanding due to the Association.

SECTION 4. Termination.

A member who has not paid dues within the required period of time, his/her membership shall be terminated. A membership shall also be terminated if he/she no longer meets the requirements for membership. Membership may be reinstated upon full payment of the dues by the former member.

SECTION 5. Expulsion.

A member may be expelled by a vote of two-thirds of the BOD, provided that prior written notice has been given thirty days ahead to the member that such action is contemplated and that the member is entitled to a hearing before the BOD. The provisions of this section shall not apply to the termination of a member for nonpayment of dues.

**ARTICLE IV
OFFICES**

SECTION 1. Board of Directors (BOD).

The BOD shall be formed by nine (9) members. The President of CAPA is an ex officio Board member. The other eight (8) members shall be elected by the eligible CAPA members in general elections. Each year four BOD members will be elected. The term for BOD members is two years. A Secretary of the BOD shall be elected by the Board by a simple majority of the votes. The Secretary shall coordinate all Board activities including presiding over the meetings. The term for the Secretary is two years. The BOD will meet on a quarterly basis. Special meetings can be called for by a minimum of three members. The quorum for the BOD in General BOD meeting is seven, and there needs to be a minimum of five affirmative votes for decisions regardless of the number of the BOD members participating the meeting. In selecting President, all the members of BOD shall participate. The Treasurer and President-Elect when available shall attend the BOD meetings but have no voting rights.

SECTION 2. Executive Committee (EC).

EC shall consist of President, President-Elect when available, Treasurer and other EC members (2 to 4) appointed by the President and approved by the BOD. The President can appoint up to two members of the BOD as EC members who shall be approved by the BOD. The total members of EC shall not be more than seven. Total members of EC including President in the BOD shall not be more than three. The term for EC members is one year and EC is reconstituted each year by the new President. EC members may serve consecutive terms.

SECTION 3. Election Committee.

The Election Committee shall consist of five members from five different geographical regions which are determined by BOD based on CAPA member distribution, one Election Committee member from each of the five geographical regions, with no term limit. Members of the Election Committee shall be appointed by the BOD and the appropriate representation of academic and private practice shall be considered by the BOD.

The committee shall determine its own chair by a simple majority of the votes.

SECTION 4. Other Committees.

CAPA shall organize various committees to conduct the activities of the organization. The subcommittee may be formed when needed in order to fulfill the goals of the committee. The Chairs and Co-Chairs of the committees shall be appointed by the President and approved by the BOD.

ARTICLE V DUTIES OF BOARD OF DIRECTORS AND OFFICERS

SECTION 1. Board of Directors (BOD).

The BOD shall govern the activities of CAPA and shall be responsible for its fiscal viability and for achieving the mission of the CAPA. The duties of BOD shall include the following:

- A. Setting the policies and mission of the organization.
- B. Approving all important initiatives and plans proposed by the President or EC.
- C. Responsible for the amendments of the bylaws when needed.
- D. Selecting a President from the slate of candidates submitted by Election Committee each year.
- E. Approving the appointments of EC members selected by the President each year.

- F. Overseeing the performance of the President and his/her EC.
- G. The BOD shall function as a group. No individual member of the BOD shall represent the BOD.

SECTION 2. President.

The President shall be the principle executive officer who shall be selected by the BOD to serve a one-year term. The President shall be responsible for the general operation of CAPA with the assistance from the EC members, and perform all duties usually incident to the office of President and other duties as may be assigned to the President by the BOD.

The President shall make all appointments to standing and ad hoc committees as well as other subgroups of CAPA, subject to approval by the BOD.

The President shall be the official spokesperson of CAPA.

The President shall be present at all EC meetings.

The President shall report to the BOD at the quarterly BOD meeting.

The President shall obtain the endorsement of the BOD on significant initiatives and planning.

SECTION 3. Executive Committee (EC).

The EC is a working team directly under the leadership of the President of CAPA. All members of the committee shall assist the President in performing day-to-day responsibilities in order to fulfill the mission set by the BOD and achieve the goals of the organization.

There is no regular meeting requirement of EC and the President can call for the meeting as needed.

SECTION 4. Election Committee.

The duties of Election Committee shall include the following:

- A. Verifying the eligibility of the candidates for President and the BOD member.
- B. Forwarding a slate of qualified candidates to the BOD to select a President.
- C. Presenting a slate of qualified candidates to the qualified CAPA members to elect the BOD members.
- D. In charge of various steps of the election process as well as the announcement of the BOD member election results.
- E. the Chair of the Election Committee shall be responsible for coordinating all the committee activities and be an official spokesperson on behalf of the committee.

SECTION 5. The Treasurer.

The Treasurer shall be appointed by the President and approved by the BOD. The Treasurer shall be a member of EC and shall perform all duties usually incident to the office of Treasurer and other duties as may be assigned by the President and/or the BOD. The Treasurer shall oversee all funds of the organization including donations from the vendors, its financial policies and the preparation of an annual financial report to CAPA members in CAPA annual meeting. The bank account for CAPA shall bear the name of the Treasurer. The President shall work closely with the Treasurer in CAPA's financial activities. The Treasurer will serve as Chair of the Finance Committee with assistance from all committee members. The term for the Treasurer shall be three years and can be extended for another term if approved by the BOD.

ARTICLE VI DISCIPLINE AND VACANCIES

SECTION 1. Discipline.

The BOD is authorized to dismiss its member for misconduct or dereliction by at least two-thirds majority of the votes.

The BOD is authorized to remove the President for misconduct or dereliction by at least two-thirds majority of the votes.

The President is authorized to dismiss its member of the EC for misconduct or dereliction, which shall be approved by the BOD.

SECTION 2. Vacancies.

The President. If the President dies, resigns, becomes incapacitated, or is removed from office by a supermajority vote of the BOD, the President-Elect if available shall immediately become President to complete the remaining term of the President, as well as serve another year as President. If the President-Elect is not available, the BOD shall appoint another member of BOD to complete the remaining term of the President until an elected President is available to succeed to the presidency.

The BOD member. If a BOD member dies, resigns, becomes incapacitated, or is removed from the office by a supermajority vote of the BOD, a new BOD member shall be selected by the Election Committee from the candidate(s) in the immediately prior BOD member election. If no candidate is available, the BOD shall conduct a special election to elect a new BOD member. The newly elected BOD member will serve the remaining term of the vacancy until the next annual election time. If this newly elected BOD member would like to serve additional term, he/she shall be qualified to run for an additional full term.

Vacancies of the Treasurer or EC members occurring by resignation, death, incapacity or removal shall be filled by the appointment by the President with the approval by the BOD.

ARTICLE VII ELECTIONS, RULES AND TIMELINE

SECTION 1. Election of BOD members

- A. The candidate for a BOD member shall be a lifetime member or regular member for at least three consecutive years and who has been actively involved in CAPA activities. The candidates of the BOD shall register with Election Committee and the eligibility shall be reviewed by the Election Committee.
- B. The BOD members shall be elected by majority votes.
- C. The election results shall be announced by the Election Committee.
- D. Members of the BOD may run for a second term or run for President, both with a minimum of one intervening year of not serving as a member of the BOD before the new term.

SECTION 2. Election of President by the BOD

- A. The candidate for President shall be a lifetime member or regular member for at least five consecutive years, who has been actively involved in CAPA activities, and who has served at least one full term of the BOD or EC member, Treasurer, or as chair of CAPA committee (co-chairs and subcommittee chairs excluded). Eligibility shall be reviewed by the Election Committee.
- B. The candidate with a simple majority of votes shall be elected as the President by the BOD. If multiple candidates are present and no one attains a simple majority in the first round of voting, additional round(s) of voting on the top two candidates by the prior voting results shall be required until one candidate attains a simple majority of votes. If there are multi-way tie, a ranked voting can be used to break the tie so as to select out the top two candidates for additional round(s) of voting.
- C. There shall be no anonymous vote and the voting records are open to the general members.
- D. The results shall be announced by the BOD.
- E. The President can run for the same position or a BOD position with a minimum of five intervening years between the terms.

SECTION 2a. Election of President-Elect (Approved on 1/10/2025)

Purpose:

To revise the timing of the election for the President-Elect of CAPA.

Timeline:

The election of the President-Elect by the Board of Directors (BOD) shall occur concurrently with the election of BOD and/or the President when occurred by eligible members, as applicable.

Responsibilities of the President-Elect:

The President-Elect shall be a regular member of the Executive Committee (EC) and perform all duties associated with that role. The President-Elect will work closely with the President to assist in fulfilling the President's responsibilities under the leadership of the President of CAPA.

Initial Election (2026 election):

When this amendment takes effect, both the President and President-elect positions will be elected simultaneously, and the roles will be filled accordingly.

Subsequent Elections (starting in the 2027 election):

In subsequent years, only the position of the President-elect shall be vacant, as the President-elect from the previous year shall assume the position of the President. The election shall then be held only for the President-elect.

SECTION 3. Rules and Timelines.

- A. The candidates for the officers of CAPA shall be actively practicing or newly (within one year) retired pathologists who reside in North America and who have no contractual or regularly compensated activity outside North America.
- B. Self-nomination and nomination by other qualified members for BOD member or presidential candidate shall be submitted to the Election Committee for review and verifying the qualification.
- C. The election of BOD members shall be started by ballots emailed to all qualified members at least two weeks before the CAPA Election Day and the election shall take place on the first weekend after the New Year's holiday break, starting from Friday and ending on Sunday, with a total of 48 hour duration. The Election Committee shall monitor the election process, determine and announce the final results.
- D. Election of President by the BOD shall take place at the same time as the election of BOD. There will be an approximately two-month transition period for President-Elect to participate in EC activity.
- E. Directly or indirectly lobbying the BOD members by presidential candidates for President election is strictly prohibited and will cause disqualification of the candidate, and may even lead to the termination of presidency if it is discovered after the selection by the BOD.

**ARTICLE VIII
ANNUAL AND SPECIAL MEETINGS**

The regular annual meeting of CAPA shall be held in an afternoon during the United States and Canadian Academy of Pathology annual meeting. The special meetings may be called for by the President, the BOD, or by petition signed by no less than one-tenth of the CAPA members. Notice of the time and place of the meetings shall be made available to all members at least twenty days prior to the meetings. A quorum for any meetings shall consist of those members who are present in person.

**ARTICLE IX
CODE OF ETHICS**

CAPA shall adopt the Code of Ethics of the American Medical Association as part of its regulations.

**ARTICLE X
AMENDMENTS TO BYLAWS**

The BOD is authorized to adopt, amend or repeal the Bylaws of CAPA. The BOD must adopt a resolution specifying the proposed amendment to the Articles of the organization and directing that the amendment be submitted to a vote at an annual or special meeting, by ballots emails to the qualified members, or by online voting. Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each qualified member. The affirmative vote of the simple majority of qualified members who cast their votes within the voting period shall be accepted for approval of the amendments to the Bylaws. The amended Bylaws shall take effect immediately after the confirmation of the affirmative results by the BOD which shall monitor the entire voting process.

**ARTICLE XI
DISSOLUTION OR LIQUIDATION**

In the event of the dissolution or final liquidation of the CAPA, neither the assets nor any proceeds thereof shall be distributed to or divided among any of the officers or inure to the benefit of any individual. After all liabilities and obligations of the CAPA have been satisfied, or adequate provisions made thereof, all remaining assets shall be distributed to one or more organizations designated either by BOD or following a plan of distribution as provided for under the laws of the State of Texas; provided however such assets shall be

distributed only to organizations which shall comply with all of the following conditions:

- A. Such organization shall be organized and operated exclusively for charitable, scientific or educational purposes.
- B. Such organization shall be exempt from Federal Income Taxes by reason for Section 501(c) (3) of the Internal Revenue Code of 1986.
- C. Contributions to such organizations shall be deductible by reason of Section 170 of the Internal Revenue Code of 1986.

MEMORANDA

- 1. The bylaws changes shall not be effective retroactively.
- 2. In transition year all elected EC members who were elected by CAPA general election will be converted to BOD members as soon as the revised bylaws is passed.

ADDENDA

- 1. For election of BOD member, although it is ideal to elect four members each year, the actual number of BOD members to be elected may be varied dependent upon the actual number of vacancy in the election year.
- 2. The treasurer is eligible to participate in BOD member election. Once elected, he or she shall have the same voting power as that of the other BOD members and shall continue to function as a treasurer.

Note: History of Bylaws changes:

- 1. The Bylaws of CAPA was amended by the CAPA Bylaws Committee in August, 2018, approved by CAPA members on September 2, 2018, and adopted by the CAPA Executive Committee on September 3, 2018.
- 2. The Addenda (#1) were created and approved by the Bylaws Committee on September 6, 2018.
- 3. The Addendum to “Election of President by the BOD” has been reviewed, approved, and adopted by the 2019-2020 CAPA BOD members on January 2, 2020.
- 4. The Amendment 1 to “Article VII” has been reviewed, approved, and adopted by the 2024-2025 CAPA members on January 10, 2025 (enclosed).

Amendment 1 to Article VII of CAPA bylaws (Approved on 1/10/2025)

Purpose:

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