

**BY-LAWS OF
THE COMMISSION ON ACCREDITATION IN CLINICAL CHEMISTRY**

**ARTICLE I
Definitions**

Section 1. All definitions of terms and words herein, unless applicable law otherwise requires, shall be as defined by the Articles of Incorporation, the By-Laws, or the Board of-Directors, in that order of precedence.

**ARTICLE II
Name and Purposes**

Section 1. The name of this organization shall be THE COMMISSION ON ACCREDITATION IN CLINICAL CHEMISTRY, hereinafter referred to as "the Commission" or "the corporation."

Section 2. The objects and purposes of the Commission, in the public interest shall be:

- (a) To serve as a nationally recognized accrediting agency for education and training programs in clinical chemistry.
- (b) To establish criteria and standards in clinical chemistry for education and training.
- (c) To establish, maintain, alter, amend and repeal rules and regulations, standards, qualifications, and requirements for the granting, issuing, renewal, suspension, revocation, or other termination of accreditation or other recognition of education and training programs.
- (d) To evaluate and accredit education and training programs in the field of clinical chemistry.
- (e) To foster excellence in education and training in the discipline of clinical chemistry by:
 - (1) Stimulating institutional self-evaluation;
 - (2) Providing public recognition to accredited programs;
 - (3) Assisting institutions in the improvement of their clinical chemistry education and training programs;
 - (4) Assisting institutions in the improvement of the clinical chemistry component of their education and training programs in other health-related disciplines; and

- (5) Undertaking such other activities as are consistent with the objects and purposes described herein.
- (f) To cooperate with the several branches of Federal and state governments and appropriate governmental and private agencies and organizations, and to secure general recognition and acceptance of accreditation by the Commission.
- (g) To maintain and furnish lists of education and training programs which currently are accredited by the Commission.
- (h) To engage in any activities, not prohibited by law or the Commission's Articles of Incorporation, which may contribute to the above purposes or which are in furtherance of the objects and purposes enumerated in the Articles of Incorporation.

ARTICLE III **Sponsors**

Section 1. Responsibility of Sponsors. The principle role of a sponsoring organization is endorsement and support of the objectives and purposes of the Commission and recognition of the Commission's activities and programs. A sponsoring organization shall not be required to support financially the Commission and shall not, by virtue of its sponsorship of the Commission, have authority over or responsibility for any of the Commission's operations or activities.

Section 2. Initial Sponsors. The Commission is sponsored by the: Academy of Clinical Laboratory Physicians and Scientists, American Association for Clinical Chemistry, American Chemical Society, American Institute of Chemists, Association of Clinical Scientists, and National Academy of Clinical Biochemistry.

Section 3. Other Sponsors. The Board of Directors may, by two-thirds (2/3) affirmative vote of the Directors, invite organizations having an appropriate interest in education and training in clinical chemistry, other than the organizations named in Section 2 of this Article, to become sponsors of the Commission.

Section 4. Termination of Sponsorship. A sponsoring organization may, in its discretion, terminate its sponsorship of the Commission upon written notice to the Commission. Such sponsorship also may be terminated by a two-thirds (2/3) affirmative vote of the Directors, with written notification to the organization.

ARTICLE IV **Offices**

Section 1. Office-of Record. The office of record of the Corporation shall be in the City of Washington, District of Columbia, at 1850 K Street, NW - Suite 625, 20006 (AACC Offices).

Section 2. Other offices. The Commission may have other offices at locations, within or without the District of Columbia, as the Board of Directors may, from time to time, designate.

ARTICLE V **Officers**

Section 1. Officers of the Corporation. The officers of the Corporation shall be a President, a Vice President, and a Secretary-Treasurer.

Section 2. Officers of the Board of Directors. The officers of the Corporation shall serve, in the same respective capacities, as officers of the Board of Directors of the Corporation.

Section 3. Functions and Duties. The functions and duties of the President, Vice President, and Secretary-Treasurer, shall be such as usually and customarily pertain to their respective offices, and also such other functions and duties as may, from time to time, be delegated or designated by the Board of Directors or as herein prescribed. The President shall be the chief executive officer of the Commission.

ARTICLE VI **Nominating Organizations**

Section 1. Privileges and Duties.

- (a) Nominating organizations currently designated as such by the Board of Directors, as provided in Section 2 of this Article, shall be entitled to nominate persons, meeting the qualifications set forth in Article VII hereof, for any eligible vacancy on the Board of Directors.
- (b) Each Nominating organization shall, upon timely request, submit names of at least two (2) qualified nominees for each vacancy to be filled from among its nominees. Should any Nominating organization fail to nominate at least two (2) qualified persons for each eligible vacancy at least fifteen (15) days prior to a scheduled election, the Board of Directors may, in its discretion, elect any qualified person(s) to fill the vacancy or vacancies.

Section 2. Designation. The Board of Directors may, from time to time, designate such organization(s) as it deems appropriate and proper as Nominating organization(s), and may, in its discretion, revoke-or annul any such designation. Designation of Nominating Organization(s) and revocation or annulment of such designation shall require a two-thirds (2/3) affirmative vote of the Directors. The resolution designating a Nominating Organization shall specify the number of positions on the Board of Directors for which such Nominating Organization shall be entitled, from time to time, to submit nominations.

ARTICLE VII

Board of Directors

Section 1. Authority. The governing body of the Corporation shall be a Board of Directors, which shall be empowered to have, hold, control, manage, and administer all of the property, funds, business, affairs and operations of the Commission pursuant to its Articles of Incorporation; with authority to do everything necessary and desirable in the conduct of the affairs and business of the Commission and in accordance with these By-Laws.

Section 2. Composition. The Board of Directors shall consist of 3 officers and at least 5 Directors elected by the Board from among nominees from accredited ComACC programs (self-nomination is acceptable), sponsoring organizations, and ComACC Directors.

Section 3. Qualifications of Directors. Directors, whether elected at-large or from among nominees of designated Nominating organizations, shall be chosen with due regard for their general attainments and their professional qualifications. They should also be a director or co-director of an existing ComACC program. No more than one person per program will serve as director at the same time.

Section 4. Duties and Functions. The duties and functions of the Board of Directors shall be as follows:

- (a) The Board of Directors shall exercise overall control over the affairs and operations of the Commission.
- (b) The Board of Directors shall be charged with establishing criteria and standards for the evaluation and accreditation of education and training in clinical chemistry, in accordance with the Articles of Incorporation and these By-Laws. These criteria and standards shall not be discriminatory and shall apply on an equal basis to all applicants for accreditation.
- (c) The Board of Directors shall hold at least one (1) meeting annually and may hold additional meetings on reasonable notice upon the call of the President of the Commission or upon the written request of a majority of the Directors, as provided-for by Article XII of these By-Laws.
- (d) The Board of Directors may, from time to time, designate qualified persons (who need not be Directors) or organizations to act on behalf of the Commission in performing such duties and functions as the Board of Directors may specify. Such persons and organizations may be compensated for their services and reimbursed for the actual and necessary expenses incurred in the discharge of such duties and functions, and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII
Executive Committee

Section 1. Composition. The executive committee of the Board of Directors shall consist of the President, who shall serve as its Chairman, and at least two other Directors elected annually by the Board of Directors. A quorum of the Executive Committee shall consist of a majority of its members and its formal actions shall require a majority vote unless otherwise provided herein.

Section 2. Authority. The Executive Committee shall have full authority and power to act for and on behalf of the Board of Directors between meetings of said Board, except as herein otherwise provided. Actions taken by the Executive Committee on behalf of the Board of Directors shall be reported to the Board of Directors as soon as practicable.

ARTICLE IX
Committees

Section 1. General. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate and establish, and determine the scope of authority, functions and duties of, such standing and special committees as, from time to time, it deems necessary.

Section 2. Composition. Each standing or special committee shall consist of two (2) or more persons, as designated by the Board of Directors, and the President. The Chairman of each committee shall be a member of the Board of Directors; other members of a committee may be members of the Board of Directors or other qualified persons.

Section 3. Appointment and Authority. The chairman and other members of each standing or special committee, unless otherwise provided herein, shall be appointed by the President of the Board with the advice and consent of the Board of Directors. Every committee may, unless otherwise provided herein, exercise the authority of the Board of Directors in the manner and to the extent provided for in the resolution establishing the committee.

Section 4. Term of Office. Unless otherwise provided herein or in the resolution of the Board of Directors establishing a standing or special committee, the chairman and other members of every standing or special committee shall serve one (1) year terms and be eligible for reappointment.

ARTICLE X
Elections and Terms of Office

Section 1. Election of Officers. The Board of Directors shall annually elect from its membership a President, a Vice President, and a Secretary-Treasurer. The election shall be by internal ballot and a majority of the votes cast shall be required to elect an officer. It is preferred to select candidates from Directors who have served at least 2 years.

Section 2. Officers' Terms of Office. Each officer shall hold office for three (3) years, coincident with the next fiscal year of the Commission (January) following his or her election, or until a successor has been duly elected and qualified. Officers shall serve a maximum of two (2) contiguous three (3)-year terms.

Section 3. Vacancies Among Officers. The Vice President shall fill a vacancy-in the office of President occurring during his or her term as Vice President. Other vacancies among officers shall be filled by election by the Board of Directors from its membership. Such election may be conducted by mail ballot.

Section 4. Election of Directors. Elections will be held in the fall with terms beginning in January of the following year. The Board shall solicit nominations from accredited ComACC programs (self-nomination is acceptable), sponsoring organizations, and ComACC Directors, to fill eligible vacancies on the Board of Directors. A majority of votes cast by the current Directors shall be required to elect a nominated Director.

Section 5. Term of Office of Directors. The term of office for Directors will be five (5) years with a maximum of 2 contiguous 5-year terms. Each Director's term of office shall commence with the start of the next fiscal year of the Commission (January) following his or her election, unless his or her election was to fill a vacant position

Section 6. Vacancies Among Directors. A vacancy on the Board of Directors shall be filled by vote of the remaining Directors as soon as practicable after the vacancy occurs and for the unexpired term of office. Such election may be conducted by mail ballot. A change in a nominated Director's membership status in the organization making the original nomination shall not per se create a vacancy in the office of Director for the remainder of the term being served.

ARTICLE XI **Indemnification and Surety**

Section 1. Indemnification. The Corporation shall indemnify any person made a party to any action, suit or proceeding, by reason of the fact that such person, or such person's testator or intestate, is or was a Director, officer or employee of the Corporation, or of any corporation which such person served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that there was negligence or misconduct in the performance of the person's duties. The Corporation may also reimburse to any such Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of the controversy (whether or not a quorum) that it was in the interests of the Corporation that such settlement be made and that such Director, officer, or employee was not guilty of negligence or misconduct. Such

rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provisions of this Section.

Section 2. Surety. The Board of Directors may, in their discretion, procure or cause to be procured, at the Commission's expense, appropriate liability insurance coverage for the Board's officers, Directors, agents and employees.

Section 3. Fidelity Bonds. The Board of Directors may determine, from time to time, that the Secretary-treasurer of the Commission and such other officers, Directors, agents and employees of the Commission may be required to furnish, at the expense of the Commission an appropriate fidelity bond approved by the Board of Directors, in such sum as the Board of Directors shall prescribe.

ARTICLE XII **Meetings and Operations**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at the call of the President, at a location designated by him or her within or outside the District of Columbia. Notice of the annual meeting shall be given to each Director at least thirty (30) days before the meeting date. An annual meeting may be conducted by mail or by conference upon the written consent of two-thirds (2/3) of the Directors in office.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, on a date and at a time and location to be designated by the President, or upon the written request of a majority of the Directors in office, on a date and at a time and location designated by the majority of the Directors, within or without the District of Columbia. Notice of a special meeting shall be given to each Director at least fifteen (15) days before the meeting date, with information regarding the subject(s) to be considered.

Section 3. Quorum. A quorum for all purposes herein, unless otherwise provided, shall consist of a majority of the Directors in office. In the event less than this number are present at a meeting, the President may adjourn the meeting, from time to time, until a quorum is present. No Director shall be entitled to vote by use of a proxy.

Section 4. Conduct of Business by Board of Directors.

- (a) Business of the Board of Directors including that of an annual meeting may be conducted by mail, by conference, or by a committee of the Board comprised of not less than two (2) persons when authorized by a majority of the Directors in office.
- (b) When such business conducted by mail requires a vote of the Board of Directors, a two-thirds (2/3) affirmative vote shall be required to carry a motion.

- (c) Business of the Board of Directors carried on by conference or by standing or special committees of the Board shall be conducted in such a manner as the Board of Directors may direct, or in the absence of such directions, as the committees may elect in accordance with the general spirit of these By-Laws and the requirements of the Articles of Incorporation.

ARTICLE XIII **Finances**

Section 1. Fiscal Year. The fiscal year of the Commission shall be from January 1 through December 31, inclusive.

Section 2. Income. The income of the Commission shall be derived from fees and charges, from gifts, grants and contributions, and from such other sources and activities as may be approved by the Board of Directors. All monies accruing to the Commission shall be collected by such person(s) as the Board of Directors may designate.

Section 3. Compensation and Reimbursements. No member of the Board of Directors shall be paid any salary or fee for services as a Director or an officer. Subject to the availability of funds, a Director or an officer may be reimbursed for actual and necessary expenses incurred in attending meetings of the Board or in performing other duties or functions on behalf of the Commission. The Board of Directors shall determine the compensation and reimbursements to be paid to other parties than officers and Directors of the Board, for services performed or for activities carried out on behalf of the Commission.

ARTICLE XIV **Parliamentary Authority**

Section 1. Parliamentary Authority. Unless otherwise provided in its Articles of Incorporation or By-Laws, the conduct of meetings of the Commission shall be governed by rules promulgated by the Board of Directors or, in the absence of such rules, by the rules contained in *Robert's Rules of Order, Newly Revised*, latest edition available. Any question as to priority of business shall be decided by the chair without debate.

Section 2. Suspension of Rules. The rules promulgated by the Board of Directors governing the conduct of meetings may be suspended at any meeting by a majority -vote of the Directors present.

ARTICLE XV **Seal and Insignia**

Section 1. The Commission shall have a corporate seal, and may have other devices and insignia, of such design as the Board of Directors may adopt.

ARTICLE XVI

Amendments

Section 1. These By-Laws may be amended, altered, or repealed, in whole or in part, in the following ways:

- (a) Upon two-thirds (2/3) affirmative vote of the Directors present at a meeting of the Board of Directors at which a quorum is present, provided that a copy of the proposed change(s) has been submitted to all Directors at least thirty (30) days prior to such meeting;
- (b) Upon two-thirds (2/3) affirmative vote by mail ballot of the Directors within sixty (60) days after a copy of the proposed change(s) has been submitted to all Directors, provided that a consent in writing to use a mail ballot has been signed by all of the Directors in office;
- (c) By the unanimous written consent of all members of the Board of Directors.

ARTICLE XVII **Effective Date of By-Laws**

Section 1. These By-Laws shall become effective upon adoption by two-thirds (2/3) affirmative vote of the Directors in office.

MGS 8/28/2000
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