



**Commission for Motion Laboratory Accreditation, Inc.**

**By-Laws**

**ARTICLE 1**

**Members**

**Section 1.1 Membership.** The American Academy of Orthopaedic Surgeons (“AAOS”), American Academy of Physical Medicine and Rehabilitation (“AAPM&R”), American Physical Therapy Association (“APTA”), and the Gait and Clinical Movement Analysis Society (“GCMAS”), collectively, shall comprise the Board of Members of the Commission for Motion Laboratory Accreditation, Inc. (the “Corporation”).

**Section 1.2 Number.** The number of Members shall be fixed from time to time by resolution of the Members (any such resolution of the Members being subject to any later resolution of them).

**Section 1.3 Resignation of Members.** Any Member may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such notice, such resignation shall take effect immediately upon receipt thereof by the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Any member may be removed for cause by the affirmative vote of the majority of all the other members.

**Section 1.4 Representation.** All Members shall have the right to select two individuals who are members of their respective organizations to represent the Member on the Commission’s Board of Directors as “Directors”. Any individual appointed by a Member to serve as a Director must be a member in good standing of the Member’s organization. The Member will follow the term of office for each of its appointed Directors as outlined in Section 3.3.

**Section 1.5 Rights of Members.** The rights of membership shall be exercised by each Member through its appointed Directors. All Directors shall have the right to: 1) make and second motions; 2) speak and debate; and 3) vote on behalf of the Member which selected them.

**Section 1.6 Voting.** Each Member shall have two votes. Each Director shall have one vote. A Director may hold the proxy of the other Director who represents the same Member, provided the President or the Secretary has been notified in writing in advance of the vote. Such written notification shall be required prior to the vote at each meeting of the Commission and shall only remain in force for the entire meeting or until such time as the absent Director is able to be present.

**Section 1.7 Election of New Members.** The Board of Directors may decide, by a majority vote, to invite other interested societies or organizations to become Members of the Corporation. New Members shall be elected at the annual meeting of the Members.

**ARTICLE II**

**Meetings of Members**

**Section 2.1 Quorum of Members and Manner of Acting.** At each meeting of the Members the presence of two-thirds of the total number of Members shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A majority

of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these By-Laws.

**Section 2.1.a Quorum of Directors.** If the presence of a quorum of Members has been established at any given meeting, the presence, in person or by designated alternate, of two-thirds of the Directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate of the Incorporation, or the By-Laws. In the absence of a quorum of Directors, the Directors present shall have the power to adjourn the meeting, until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally noticed.

**Section 2.2 Annual Meetings.** The annual meeting of the Members for the election of Director officers and for the transaction of such other business as properly may come before such meeting shall be held each year on such date, and at such time and place within or without the State of Delaware, as may be designated by the President or, in the absence or failure of the President, by a majority of the Board of Directors.

**Section 2.3 Special Meetings.** Special meetings of the Members for any proper purpose or purposes may be called at any time by the President, or in the absence or failure of the President, by agreement of a majority of Directors, to be held on such date, and at such time and place within or without the State of Delaware as directed by the President or majority of the Board of Directors.

**Section 2.4 Notice of Meeting.** Written notice of every meeting of the Members, stating the date and time when, and the place where, it is to be held shall be delivered to each Member, at the address provided by each Member to the President of the Corporation, not less than fourteen days before the meeting, except as otherwise provided by law. Such notice need not specify the business transacted, except as specifically provided in Article XI.

**Section 2.5 Proxies.** Any Director entitled to vote may vote by proxy, provided that the instrument authorizing such proxy has been communicated by the Director to the President or Secretary, and shall bear a date not more than 7 days prior to such meeting.

**Section 2.6 Minutes.** At each meeting of the Members, the minutes shall be recorded by the Secretary, or in the absence of the Secretary, the appointee of the President. The appointee will record the proceedings thereof, and deliver such record to the Secretary for safekeeping.

## **ARTICLE III**

### **Board of Directors**

**Section 3.1 Powers.** The Board of Directors shall exercise all the powers of the Corporation, except such as are by law, by the Certificate of Incorporation, or by the By-Laws conferred upon or reserved to the Members, including, but not limited to the following:

- a) To establish, adopt, and promulgate the Standard for the Accreditation of Motion Laboratories and confer individual laboratory accreditation and render a final decision on matters of appeal on accreditation status;
- b) To approve a budget and manage all of the administrative needs of the Corporation;
- c) To select and determine policies which shall be followed by the Corporation with respect to the maintenance and investment of its assets;
- d) To take all other actions necessary to carry out the purposes of the Corporation.

**Section 3.2 Composition.** The Officers and Directors shall constitute the Board of Directors.

**Section 3.3 Election and Term of Directors.** Directors shall be selected by each Member as provided in Section 1.4.

In addition up to four Directors-at-Large may be appointed by the consent of a majority of the Member appointed Directors from interested parties including but not limited to lay members of the public, parents of persons with motion disorders, or insurance carrier representatives.

Each Director or Director at Large shall be appointed for a three-year term, and may not serve more than four consecutive three year terms. Each Director (whether elected at an annual meeting of the Member, or to fill a vacancy, or otherwise) shall continue in office until his or her successor has been selected.

**Section 3.4 Vacancies.** If any vacancy shall occur among the Directors by reason of death, resignation or removal, or as the result of an increase in the number of Directorships, such vacancy shall be filled by the Member whose appointee has created a vacancy by reason of death, resignation or removal, or by the new Member whose election has increased the number of Directorships. In the case of a Director-at-Large, the vacancy shall be filled by consent of a majority of Directors.

**Section 3.5 Meetings.** The Board of Directors shall hold at least one regular meeting each year, at such time and place as may be determined by the Board of Directors. In addition, the Members may provide for the holding of regular meetings and may fix the times and places at which such meetings shall be held. Notice of regular meetings shall not be required to be given, provided that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to him or her at his or her residence or usual place of business. "Robert's Rules of Order Revised" shall be the parliamentary authority in matters of procedure and conduct of the meetings.

Special meetings of the Board of Directors may be called by or at the discretion of the President, with the agreement of at least three other Members, the President, any two directors, or a majority of the directors. Except as otherwise required by law, notice of each special meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business as may be provided to the President of the Corporation, at least fourteen days before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the Corporation or these By-Laws.

**Section 3.5.1 Notice of Meetings.** Written notice of every meeting of the Directors (Directors and Directors-at-Large), stating the date and time (when), and the place (where), it is to be held shall be delivered to each Director, at the address provided by each Member or Director-at-Large) to the Secretary not less than thirty days before the meeting, except as otherwise provided by law. Such notice shall specify the business to be transacted.

**Section 3.6 Quorum and Manner of Acting.** At each meeting of the Board of Directors the presence of two-thirds of the total number of members of the Board of Directors as constituted from time to time shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A majority of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation of the Corporation or these By-Laws.

**Section 3.7 Resignation of Directors.** Any director may resign at any time by giving written notice of such resignation to the President, and simultaneously, providing a copy of such resignation to the Member which appointed such director. Unless otherwise specified in such notice, such

resignation shall take effect upon receipt thereof by the Board of Directors or any such officer, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.8 Removal of Directors.** At any meeting of the Members, duly called as provided in these By-Laws, any director or directors may be removed from office, either with or without cause, as provided by law. Any director may be recommended for removal removed from the Board of Directors due to his or her loss of good standing in the organization which has appointed such director, or for failing to attend 50% or more of the meetings of the Board of Directors during any two-year period.

**Section 3.9 Compensation.** The directors, as such, shall not receive any compensation for their services.

## **ARTICLE IV**

### **Officers**

**Section 4.1 Officers.** The officers of the Board of Directors of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 4.3.

### **Section 4.2 Election, Term of Office and Qualifications.**

**4.2.1 Election:** Each officer (except such officers as may be appointed in accordance with the provisions of Section 4.3) shall be elected by the Board of Directors at the annual meeting of the Members.

**4.2.2 Term of Office:** Each officer shall be elected by ballot and shall hold his or her office for a term of three years or until their successors are elected and their terms shall begin at the close of the annual meeting at which they are elected.

**Proviso:** The Directors should devise a plan to allow for staggered terms in the first election of officers following the adoption of these Bylaws.

Each such officer (whether elected at the first meeting of the Board of Directors after the annual meeting of the Members or to fill a vacancy or otherwise) shall hold his or her office for a term of three years, or until his or her death, or until he or she shall have resigned in the manner provided in Section 4.4 or shall have been removed in the manner provided in Section 4.5.

**4.2.3 Concurrent and Consecutive Terms of Office:** No Director shall hold more than one office at a time, and no Director shall be eligible to serve more than two consecutive terms in the same office.

**Section 4.3 Subordinate Officers and Agents.** The Board of Directors from time to time may appoint other officers or agents (including one or more Assistant Secretaries and one or more Assistant Treasurers), to hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as may be provided in the resolutions appointing them. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

**Section 4.4 Resignations** Any officer may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.5 Removal** Any officer may be removed with or without cause at any meeting of the Board of Directors by affirmative vote of a majority of the Directors then in office. In addition, the President may be removed with or without cause by the affirmative vote of a majority of all the

Directors. Any officer or agent appointed in accordance with the provisions of Section 4.3 may be removed with or without cause at any meeting of the Board of Directors by affirmative vote of a majority of the Directors present at such meeting, or at any time by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

**Section 4.6 Vacancies** A vacancy in any office by reason of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for regular election or appointment to such office.

**Section 4.7 Duties of Officers**

**Section 4.7.1 President:** The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors and of the members, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Subject to the direction of the Board of Directors, he or she shall have general charge of the business, affairs and property of the Directors and general supervision over its officers and agents. He or she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. From time to time he or she shall report to the Board of Directors all matters within his or her knowledge, which the interests of the Directors may require to be brought to their attention. The President is charged with the day to day supervision of the business, affairs and property of the Corporation. He or she shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.

The President of the Corporation shall be elected by the Board of Directors during the first year of the Corporation's existence. The President shall be in the fourth year of service in the Corporation. In the event that the Vice president is unable to become President, the President shall be elected by the Board of Directors. The President shall serve a three-year term.

**Section 4.7.2 The Vice President** At the request of the President or in his or her absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President may also sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. Each Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President or these By-Laws.

The Vice President is elected by the Board of Directors to serve during the third year of the term and will ascend to the Presidency the following year. The Vice President shall serve a three-year term.

**Section 4.7.3 The Secretary**

The Secretary shall

- (a) record all the proceedings of the meetings of the Members, the Board of Directors, and any committees in a book or books to be kept for that purpose;
- (b) cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by law;
- (c) whenever any committee shall be appointed in pursuance of a resolution of the Board of Directors, furnish the chairman of such committee with a copy of such resolution;
- (d) be custodian of the records and of the seal of the Corporation, and cause such seal to be affixed to or a facsimile to be reproduced on all instruments the execution of which on behalf of the Corporation under its seal shall have been duly authorized;

- (e) see that the lists, books, reports, statements, certificates and other documents and records required by law are properly kept and filed; and
- (f) in general, perform all duties incident to the office of Secretary and have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President or these By-Laws.

The Secretary shall be elected by the Board of Directors, and shall serve a three-year term.

**Section 4.7.4 Assistant Secretaries** At the request of the Secretary or in his or her absence or disability, the Assistant Secretary designated by him or her (or in the absence of such designation, the Assistant Secretary designated by the Board of Directors or the President) shall perform all the duties of the Secretary, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President, the Secretary or these By-Laws.

**Section 4.7.5 Treasurer**

The Treasurer shall

- (a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (b) cause the moneys and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected in accordance with Section 7.3 or to be otherwise dealt with in such manner as the Board of Directors may direct;
- (c) cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all moneys disbursed;
- (d) render to the Board of Directors, the President, or any Member, whenever requested, a statement of the financial condition of the Corporation and of all of his or her transactions as Treasurer;
- (e) cause to be kept at the Corporation's principal office correct books of account of all its business and transactions and such duplicate books of account as he or she shall determine and upon application cause such books or duplicates thereof to be exhibited to any Director;
- (f) be empowered, from time to time, to require from the officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation; and
- (g) in general, perform all duties incident to the office of Treasurer and have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President or these By-Laws.

The Treasurer-elect shall be elected by the Board of Directors the year prior to his or her assumption of the duties of Treasurer, and shall assist the Treasurer in the discharge of the duties of the office. The Treasurer shall serve a three year term.

**Section 4.7.6 Assistant Treasurer** At the request of the Treasurer or in his or her absence or disability, the Assistant Treasurer designated by him (or in the absence of such designation, the Assistant Treasurer designated by the Board of Directors or the President) shall perform all the duties of the Treasurer, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer. Each Assistant Treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President, the Treasurer or these By-Laws.

## ARTICLE V

### Committees of the Board

**Section 5.1 Standing Committees.** The President of the Corporation shall appoint individuals to serve on no more than three standing committees. The President shall appoint a chairman for each committee. Committee meetings will be held, and committee business conducted at times and places agreed upon by a majority of each committee's members. The business of the standing committees shall be as follows:

(a) **Executive Committee** This committee shall consist of the President, Vice President, Secretary and Treasurer.

(b) **Budget Committee** This committee shall consist of the Treasurer, the immediate past Treasurer, and the Treasurer-elect and three directors appointed by the Executive Committee. This committee shall be responsible for making and presenting an annual budget, including the fees and dues for the laboratories. The annual budget shall be presented to the Board of Directors at its annual meeting for approval.

(c) **Terminology Committee** This committee shall consist of four (4) persons (including at least one Director) to be appointed by the Executive Committee. A list of terminology will be maintained and continuously upgraded and re-evaluated in coordination with the Board of Directors. Changes in terminology will be acted on by the Board of Directors upon the recommendation of the Terminology Committee at any regular or special meeting. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(d) **Personnel and Staff Committee** This committee shall consist of four (4) persons (including at least one Director) to be appointed by the Executive Committee. Guidelines for training and providing continuing education to the laboratory staff will be developed, upgraded and maintained. This committee will encourage other organizations to provide educational experiences to improve the dissemination of information concerning clinical motion laboratories. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(e) **Clinical Indications, Interpreting, and Reporting Committee** This committee shall consist of four (4) persons (including at least one director) to be appointed by the Executive Committee of the Board of Directors. Guidelines for indications, interpretation and reporting formats will be developed. This committee will be responsible for gathering data from accredited laboratories and continuing to encourage the development of consensus in these areas. Specific recommendations for standards, "*Standards of Accreditation*", will be presented and acted upon by the Corporation. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of

two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(f) **Equipment and Standards Committee** This committee shall consist of four (4) persons (including at least one Director) to be appointed by the Executive Committee of the Board of Directors. This committee will be responsible for developing and upgrading standards for hardware and software, which are clinically relevant to improve the use of and testing in clinical motion laboratories. The primary goal will be to lead and develop more uniformity in testing measurement, accuracy and precision. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(g) **By-Laws Committee** This committee shall consist of four (4) persons (including at least one Director) to be appointed by the Executive Committee of the Board of Directors. This committee will be responsible for reviewing the By-Laws of the Corporation and proposing changes as determined necessary or advisable by the committee or recommended by directors of the Corporation. This committee is responsible for disseminating the proposed changes of the By-Laws to the Board of Directors for their vote at any regular or special meeting. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(h) **Nominating Committee** This committee shall consist of four (4) persons to be appointed by the Executive Committee of the Board of Directors. This committee will be responsible for developing a slate for the offices of Vice President, Secretary and Treasurer. Members of this committee shall serve for staggered terms of three years each.

*Proviso:* The term of office of the first member elected to the committee shall expire at the conclusion of one year; of the second member elected to the committee at the conclusion of two years. Any member of the committee elected to the committee after the election of the first two members shall be elected for a full term of three years.

(i) **Accreditation Review Committee.** This committee shall consist of at least six (6) Directors comprising the chairpersons of the Accreditation Review Teams. This committee will be responsible for reviewing recommending Laboratory accreditation to the Board of Directors. Members of this committee shall serve for terms of three years each. Accreditation will be granted by majority vote of the Board of Directors.

Accreditation Reviewer Teams will consist of at least three (3) members (including at least one (1) Director) of medical, clinical, and technical expertise. Each Accreditation Reviewer Team will be responsible for reviewing applications of Laboratories and recommending accreditation to the Accreditation Review Committee. Each member elected to the committee shall be elected for a term of three years.

**Section 5.2 Additional Committees** The Board of Directors may, by resolution passed by a majority of the whole Board of Directors or by recommendation of the President, designate one or more committees or task forces, each committee or task force to consist of one or more of the Directors of the Corporation. Any such committee or task force, to the extent provided in such

resolution and permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation or a facsimile thereof to be affixed to or reproduced on all such papers as said committee shall designate. The Board of Directors may designate one or more directors as alternate members of any committee who, in the order specified by the Board of Directors, may replace any absent or disqualified member at any meeting of the committee. If at a meeting of any committee one or more of the members thereof should be absent or disqualified, and if either the Board of Directors has not so designated any alternate member or members, or the number of absent or disqualified members exceeds the number of alternate members who are present at such meeting, then the member or members of such committee (including alternates) present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. The term of office of the members of each committee shall be as fixed from time to time by the Board of Directors, subject to these By-Laws; provided, however, that any committee member, who ceases to be a member of the Board of Directors, shall ipso facto cease to be a committee member. Each committee shall appoint a secretary, who may be the Secretary of the Directors or an Assistant Secretary thereof.

**Section 5.3 Meetings, Notices, and Records.** Each committee may provide for the holding of regular meetings, and may fix the times and places at which such meetings shall be held. Special meetings of each committee may be called by or at the direction of its chairman or, if there be no chairman, by or at the direction of any one of its members. Except as otherwise provided by law, notice of each special meeting of a committee shall be mailed to each member of such committee, addressed to him or her at his or her residence or usual place of business, at least seven days before the day on which the meeting is to be held, or shall be sent to him or her at such place by mail, electronic transmission or telephone not later than the second day before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the Corporation or these By-Laws. Notice of any meeting of a committee need not be given to any member thereof who shall attend such meeting in person or who shall waive notice thereof, before or after such meeting, in a signed writing. Each committee shall keep a record of its proceedings.

**Section 5.4 Quorum and Manner of Acting.** At each meeting of any committee the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when a committee consists of one member, then the one member shall constitute a quorum. In the absence of a quorum, a majority of the members thereof present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. The act of a majority of the members thereof present at any meeting at which a quorum is present shall be the act of such committee. Subject to the foregoing and other provisions of these By-Laws and except as otherwise determined by the Board of Directors, each committee may make rules for the conduct of its business.

**Section 5.5 Resignations.** Any member of a committee may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.6 Removal.** Any member of any committee may be removed at any time with or without cause by the Board of Directors.

**Section 5.7 Vacancies.** If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining member or members of such committee, so long as a quorum is present, may continue to act until such vacancy is filled by the Board of Directors.

## **ARTICLE VI**

### **Indemnification**

**Section 6.1 Right to Indemnification.** The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the corporation shall be required to indemnify an Indemnitee in connection with a proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the corporation.

**Section 6.2 Prepayment of Expenses** The corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Article VI or otherwise.

**Section 6.3 Claims** If a claim for indemnification or payment of expenses under this Article VI is not paid in full within sixty days after a written claim therefor by the Indemnitee has been received by the corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

**Section 6.4 Nonexclusivity of Rights** The rights conferred on any Indemnitee by this Article VI shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

**Section 6.5 Other Sources** The corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

**Section 6.6 Amendment or Repeal** Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

**Section 6.7 Other Indemnification and Prepayment of Expenses** This Article VI shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

## **ARTICLE VII**

### **Execution of Instruments, Collection of Dues and Deposit of Corporate Funds**

**Section 7.1 Execution of Instruments Generally.** The President, the Vice President, the Secretary or the Treasurer, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

**Section 7.2 Fees and Dues** Annual dues from accredited and provisionally accredited laboratories shall be collected as determined to be necessary to carry on the functions of the Corporation. The amount of annual dues will be recommended by the Treasurer, subject to the approval of the Board of Directors. All dues shall be collected by the Treasurer. Failure to pay dues will result in the laboratory being removed from the list of accredited or provisionally accredited laboratories. Fees and dues are to be kept as low as possible to prevent financial burdens and adding unnecessary expenses to the medical care system.

**Section 7.3 Borrowing** No loans or advances shall be obtained or contracted for, by or on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Any officer or agent of the Corporation thereunto so authorized may obtain loans and advances for the Corporation, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any officer or agent of the Corporation thereunto so authorized may pledge, hypothecate or transfer as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, bonds, other securities and other personal property at any time held by the Corporation, and to that end may endorse, assign and deliver the same and do every act and thing necessary or proper in connection therewith.

**Section 7.4 Deposits** All funds of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositaries as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries shall be made in such manner as the Board of Directors from time to time may determine.

**Section 7.5 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner, as from time to time shall be determined by the Board of Directors.

**Section 7.6 Proxies** Proxies to vote with respect to shares of stock of other corporations owned by or standing in the name of the Corporation may be executed and delivered from time to time on behalf of the Corporation by the President or any Vice President or by any other person or persons thereunto authorized by the Board of Directors.

## **ARTICLE VIII**

### **Corporate Seal**

**Section 8.1** The corporate seal shall be circular in form and shall bear the name of the Corporation and words and figures denoting its organization under the laws of the State of Delaware and year thereof and otherwise shall be in such form as shall be approved from time to time by the Board of the Corporation.

## **ARTICLE IX**

### **Fiscal Year**

**Section 9.1** The fiscal year of the Corporation shall be a fiscal year ending December 31.

## **ARTICLE X**

### **Action Without A Meeting**

**Section 10.1** Any action which might have been taken under these By-Laws by a vote of the Directors at a meeting thereof may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, shall be signed by Directors constituting not less than a majority of the Directors then serving in office provided that prompt notice shall be given to those Directors who have not so consented if less than unanimous written consent is obtained. Any action which might have been taken under these By-Laws by vote of the directors at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all the members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the Board of Directors or such committee.

## **ARTICLE XI**

### **Parliamentary Authority**

**Section 11.1** "Robert's Rules of Order Revised" shall be the parliamentary authority in all matters of procedure and conduct of the meetings except as provided for in these Bylaws.

## **ARTICLE XII**

### **Amendments**

**Section 12.1** All By-Laws of the Corporation may be amended or repealed, and new By-Laws may be made, upon the recommendation at any regular or special meeting by the By-Laws Committee. Proposed changes to the existing By-Laws must be discussed in two consecutive meetings of the Board of Directors, with at least three months separating the two meetings. A majority of the Board of Directors must approve the proposed change, with at least one director appointed by each Member agreeing to said change.

In the event that a change must be made to the By-Laws in order to maintain the not-for-profit status of this Corporation, the President, acting upon advice of legal counsel, may change amend, repeal or add provisions to the By-Laws, only as necessary to accomplish this limited purpose. Such emergency amendment, repeal or addition must be presented to the Board of Directors at the next regular or special meeting.