

## **THE KENTUCKY SOCIETY FOR CLINICAL LABORATORY SCIENCE**

Incorporated in the Commonwealth of Kentucky

Articles of Amendment to Articles of Incorporation  
March 27, 2003

Organization #0191283, originally filed July 23, 1940, in the office of the Kentucky Secretary of State, County of Franklin, recorded in Corporation Record 149 at page 349. George Glenn Hatcher, Secretary of State; Revised September 23, 1983. Amended May 30, 1984.

### **ARTICLE I – Name**

The name of this society shall be the Kentucky Society for Clinical Laboratory Science, hereafter known as the society or KSCLS.

### **ARTICLE II – Purposes**

The purposes of this society are: To promote high standards in clinical laboratory methods and research. To enhance the professional status of those specializing in clinical laboratory sciences. To create mutual understanding and cooperation among medical technologists, clinical laboratory scientists, physicians and all others who are employed in the interest of individual or public health. To promote the mutual aid and benefits of its members. In general, to do anything and everything necessary and proper to the conduct of a society of this nature and, for the purpose of attaining or furthering any of its objects, to do any and all other acts, and to exercise and all other powers which now or hereinafter may be authorized by law.

### **ARTICLE III – Location**

The location and mailing address of the society and its principle place of business shall be P. O. Box 54397, 3740 Broadmoor Drive, Lexington, Kentucky, 40555-4397.

### **ARTICLE IV – Term of Corporation**

The terms of duration of this corporation shall be perpetual, subject to the provisions and laws of the Commonwealth of Kentucky.

### **ARTICLE V – Plan**

This society shall have no capital stock and shall not be conducted for pecuniary profit. This corporation shall be financed under the following general plan: annual dues along with proceeds from the annual meeting. The corporation shall also have the right to receive and hold such property, whether obtained by purchase, gift or devise as may be necessary to carry on or promote the affairs of the society. The corporation may sell or otherwise dispose of such property, real or personal, at pleasure.

### **ARTICLE VI – Membership**

The membership of the society shall consist of such classes as may be provided by the Bylaws of this society and the members in each of such classes shall have such rights and privileges and shall be governed by such rules of eligibility, admission, retention and dismissal as may be prescribed in the Bylaws.

### **ARTICLE VII – Officers and Directors**

The officers of this society shall be the President, the President-elect, the Secretary, and the Treasurer, and other such officers as may be provided by the Bylaws of the society.

The Board of Directors of this society shall consist of the officers during their respective terms of office, the immediate past President and other members designated as directors. The Board of Directors shall constitute the governing body of this society between general meetings.

The Bylaws shall provide for the election, duties and terms of office of all officers, boards and committees.

#### **ARTICLE VIII – Meetings**

Meetings of the Board of Directors and the membership shall be at such time and place as designated by the Bylaws of this society, not conflicting with the dates of the meetings of the American Society for Clinical Laboratory Science.

#### **ARTICLE IX – Bylaws**

The membership shall have the power to adopt, enact and amend the Bylaws consistent with the Articles of Incorporation, the general objects and purposes of the society and expressed provisions of the American Society for Clinical Laboratory Science. The Bylaws shall not conflict with the laws of the Commonwealth of Kentucky.

#### **ARTICLE X – Amendments**

The Articles of Incorporation of this society heretofore existing, not included in this amended certificate, are hereby in all things repealed. The present Articles of Incorporation as amended shall be the Constitution of this society.

These Articles of Incorporation may be amended by a two-thirds vote of the votes cast by the membership in such manner as the Bylaws prescribe. Notice of proposed amendments shall be provided to each member and posted on the official web site of this society at least thirty days and not more than one hundred twenty days in advance of the meeting at which such proposed amendments shall be submitted. In lieu of such notification, amendments must be passed by a unanimous vote.

#### **ARTICLE XI – Dissolution of Society**

In the event that the Kentucky Society for Clinical Laboratory Science is dissolved, the properties and assets then owned by the society shall be disbursed as follows:

- There shall be final and full payment of all legal obligation of the society without liability to any individual member.
- The rest and residue of any property and assets of the society will be held in escrow by ASCLS for a maximum of three years.
- If a clinical laboratory science society is not reorganized in the Commonwealth of Kentucky by the end of three years by ASCLS members, the assets held in escrow by ASCLS shall be conveyed to the ASCLS Education and Research Fund, Inc.
- In the event of dissolution, in no way shall any of the assets or property of the society go to or be distributed to members of the society, either for the reimbursement of any sums submitted, donated, or contributed by such members or for any other such private purposes.

#### **Article XII – Affiliation**

This society is a constituent society of the American Society for Clinical Laboratory Science and shall at no time in any manner adopt any policy contrary to the policies of ASCLS, except as may be required by the Commonwealth of Kentucky.

**Article XIII – Political Activity**

No part or activity of this corporation shall be participating in or intervening in any political campaign on behalf of any candidate for public office.

**Article XIV**

Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities prohibited for (1) a corporation exempt from Federal Income Tax under Section 501 (6)(9) of the Internal Revenue Code or (2) a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code.