



## **Keystone Point-of-Care Coordinators Constitution and Bylaws**

### **Article I Name**

Keystone Point of Care Coordinators, referred to as KEYPOCC, shall conform to the provisions for nonprofit organizations of corporation law of the Commonwealth of Pennsylvania. The KEYPOCC organization is organized exclusively for educational purposes under section 501 (c) (3) of the Internal Revenue Code.

### **Article II Purpose**

The purpose of KEYPOCC is to form a collaborative network of point-of-care coordinators with a willingness to share information, ideas, and creative solutions to the unique challenges presented by the growth of point-of-care testing (POCT). Through a philosophy of open communication, cooperation, and the use of various communication tools, we strive to develop an association that:

- Serves as an educational resource for everyday POCT issues.
- Serves as an educational resource for current and emerging POCT standards and technologies.
- Serves to influence industry development efforts.
- Serves as an informational resource to other organizations.

### **Article III Membership**

KEYPOCC members must pay annual dues. The membership term is 1-calendar year beginning on January 1 and ending on December 31. This time period will be referred to as the membership year.

#### **Section 1. Qualifications**

The categories of membership shall be as follows:

**Active Member:** a healthcare professional with an interest in the development, delivery, or administration of POCT.

**Active Corporate Member:** an individual employed by a commercial firm engaged in the production, sales, or support of products and/or services used for POCT.

## **Section 2. Privileges**

The privilege of membership shall be as follows:

### **Active Member**

1. Shall have the right to vote, to make nominations, to hold elective office, and to chair, serve, and vote on committees.
2. Shall be provided a roster of the membership on a yearly basis.
3. Shall receive priority in attending KEYPOCC functions when space is limited.

### **Corporate Member**

1. Shall have all the privileges of membership as described above.
2. May not use the fact of membership in KEYPOCC in advertising, letterheads, or similar publicity without written authorization from the President of KEYPOCC.
3. Shall be given priority over non-members in the assignment of exhibit space at KEYPOCC functions.

## **Section 3. Application for Membership**

Application for membership shall be made on forms provided by the membership committee. Names of new members shall be added to the roster and accessible to the public on the [www.pointofcare.net](http://www.pointofcare.net) web site. The member list shall not be sold or traded for marketing purposes.

## **Section 4. Good Standing**

A member whose dues are paid for the current membership year shall be considered a member in good standing. Also, member who attends meetings regularly shall be considered a member in good standing and may be eligible to hold office. A member shall attend a minimum of 2 meetings per year.

## **Section 5. Discipline**

Any person holding membership of any classification in KEYPOCC who has engaged in conduct which is contrary to or destructive to its purpose or to adversely affect its reputation shall be subject to discipline including the termination of membership and will be barred from participation in KEYPOCC in any capacity. Anyone suspected of such conduct shall be reported to the Board of Directors through an officer for review and determination of appropriate action.

## **Article IV Finances**

### **Section 1. Dues**

All KEYPOCC members shall pay annual registration as recommended by the Board (see Article VI which defines board composition, powers, and duties) and voted on by the general membership. The registration shall be for the membership year of January 1 through December 31 and shall not be prorated for a partial-year membership. Dues are payable by January 1 of each year.

## **Section 2. Fiscal Year**

The fiscal year shall be from January 1 through December 31.

## **Section 3. Maintenance of Funds**

The Treasurer shall be the keeper of the funds. All dues shall be deposited in a bank in which deposits are insured. The Treasurer shall write checks against the account, but if the Treasurer is not available to write checks, then the President will sign and issue any checks. An annual financial report shall be submitted to the Board for approval during the first Board meeting of the new fiscal year, wherein it will be audited by a committee composed of the immediate-past President, current President, Vice President, and incoming Treasurer, as applicable. The Board is empowered to make agreements for the investment of the funds and the employment of investment advisors, banks, and auditors.

No part of the net earnings of the organization shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

## **Section 4. Expenditures**

1. The Treasurer shall manage day-to-day expenses with oversight by the Board.
2. Appropriation of funds to support endeavors, outside the normal expenses of conducting business, requires a majority vote of the general membership for approval.

## **Article V Membership Meetings and Voting**

### **Section 1. Meetings**

The membership shall meet at least three times a year at a time and place determined by the Board. The Board shall meet at least annually to discuss the business before KEYPOCC.

## **Section 2. Voting**

The Board may authorize, as specified in these Bylaws, voting by mail, fax, and/or e-mail. The secretary will tally the votes. A member of the board will verify the tally. A simple majority, except as otherwise specified in these Bylaws, will decide the issue at hand.

## **Section 3. Quorum**

A quorum shall exist when one-third of the active membership is present for the current calendar year.

## **Article VI Officers**

### **Section 1. Name**

The elected officers of KEYPOCC shall be a President, Vice President, Secretary, and Treasurer.

### **Section 2. Eligibility**

Active members and active corporate members shall serve as elected officers. In turn for their service their yearly registration fee will be waived.

### **Section 3. Term**

The President, Vice President, Treasurer and Secretary shall hold 1-year terms of office from January 1 to December 30. Committee chairpersons shall serve a term of one year. Officers shall not be limited to a total of consecutive terms.

### **Section 4. Nominations and Elections**

1. Nominations for officers are made as specified in Article VIII, Section 2.
2. Election shall be by written ballot. Refer to Article VIII, Section 3.

### **Section 5. Vacancy**

In the event the office of President becomes vacant, the Vice President shall serve as President for the remainder of the term. In the event the office of the Secretary or Treasurer becomes vacant, the President shall appoint a member to the Board as interim for the remainder of the term.

## **Section 6. Duties**

### **President**

The President shall serve as presiding officer of all regular and special meetings of the general membership and Board; shall cast the deciding vote in case of a tie vote; shall be ex-officio member of all committees; and shall perform other duties assigned by the Bylaws or the Board.

### **Vice President**

The Vice President will assume the duties of the President in the absence of the President. The Vice President shall perform the role of Parliamentarian; be responsible for the function of the committee network, ensure that each committee has a chairperson; shall initiate communication between old and new committee chairs; be responsible for securing the continuing education credits for all KEYPOCC meetings and perform other duties as assigned by these Bylaws or the Board.

### **Secretary**

The Secretary shall oversee the proper recording of the proceedings of all meetings; maintain records of all meetings; maintain a copy of all correspondence; and shall perform such other duties as assigned by the Bylaws or the Board.

### **Treasurer**

The Treasurer shall supervise the financial affairs of the association and take appropriate action regarding the finances of KEYPOCC at the direction of the Board.

## **Section 7. Transfer of Duties**

The outgoing and incoming officers shall transfer duties during the first Board meeting held in the new fiscal year. They will meet to discuss duties and responsibilities. Written guidelines for role, responsibilities and/or duties will be provided for the incoming officers by the outgoing officers.

## **Article VII Board of Directors**

### **Section 1. Composition**

The Board shall consist of the officers of KEYPOCC, the immediate-past President and committee chairpersons. The Board shall meet to conduct business at special sessions as directed by the President. The President shall serve as presiding officer.

### **Section 2. Powers and Duties**

The Board shall have all administrative powers and duties, except those specifically reserved to the general membership by these Bylaws. When the general membership is not in session, the Board shall have the power to establish any interim policies provided that such policies are reported to the next session of the general membership.

### **Section 3. Meetings**

1. The Board shall meet at least annually with all meetings open to the general membership.
2. Special meetings may be called upon notification of the President.
3. A vote by e-mail or mail is authorized when necessary.

### **Section 4. Quorum**

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

## **Article VIII Nominations and Elections**

### **Section 1. Frequency**

Elections will be held annually for the offices of the President, Vice President, Secretary, and the Treasurer.

### **Section 2. Nominations**

1. At the summer meeting, it will be announced that nominations are open and the list of active members will be made available for everyone.
2. Nominations are to be submitted to the secretary before the close of the fall meeting by any participant.
3. After the fall meeting, ballots will be provided to active members. This ballot will be e-mailed (unless e-mail is not available in which case the ballot will be mailed or faxed) to all active members.

### **Section 3. Election Procedure**

1. Votes must be received or postmarked by December 1 whether e-mailed, faxed, or mailed.
2. Election shall be by majority of votes cast.
3. The results of the election shall be announced at the last general meeting (winter) of the year and posted on the [www.pointofcare.net](http://www.pointofcare.net) web site. In case a winter meeting is not held, the membership shall be notified of the election results by email, fax, or U. S. mail.
4. Newly elected officers and board members shall assume their responsibilities on January 1 of each year.

## **Article IX Committees**

### **Section 1. Committees**

1. Committees may be formed to deal with specific issues at the request of the Board.
2. Such Committees shall have at least three members, including the chairperson.
3. The committee Chairperson shall report to the board.

## **Article X Dissolution**

If the association is dissolved at any time, its assets shall be distributed to similar non-profit organizations to be selected by the Board. Dissolution of this association shall be accomplished by two-thirds vote of the general membership.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article XI  
Parliamentary Authority**

The rules contained in *Robert's Rules of Order, Newly Revised* (current edition) shall govern the decisions of KEYPOCC at all levels of the organization in all cases where they do not conflict with the Bylaws of KEYPOCC or the adopted policies or procedures.

**Article XII  
Amendments**

These Bylaws may be amended at any general business meeting by the membership and approved by quorum provided the proposed amendment(s) has been submitted in writing to all voting members at least 30 days prior to the convening of the meeting.

Approved by:

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President

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Vice President

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Treasurer

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Secretary

Revised 2/20/07 – clb  
Revised 5/5/10 - RTH