

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
HOUSE OF DELEGATES
BIRMINGHAM, ALABAMA
OCTOBER 7, 2009**

I. CALL TO ORDER - The Speaker of the House, Janet Tunnicliffe called the 34th Annual Session of the National Society for Histotechnology House of Delegates to order at 1900 hr. Secretary of the House, Rose Clarke, was present. Emma Faulk served as the parliamentarian.

II. ADOPTION OF THE CREDENTIALS REPORT.

A. The Credentials Committee Report was given by Chair, Rae Staskiewicz.

Credentials Committee Report

House Members	Possible	Qualified	Credentialed	Seated
HOD Speaker	1	1	1	1
HOD Secretary	1	1	1	1
Officers	5	5	5	5
Regional Directors/Alternates	9	17	9	9
Appointed Committee Chairs/Alternates	13	21	15	13
Elected Committee Chairs/Alternates	4	8	4	4
Constituent Society Presidents/Alternates	46	41	26	24
Constituent Society Delegates/Alternates	117	83	60	58
Non-Constituents Areas Representatives	10	3	1	0
Total	206	169	122	115

Constituent Societies w/o Credentialed Representation	Non-Constituent Areas w/o Credentialed Representation
Arkansas	Alaska
Idaho	District of Columbia
Kansas	Hawaii
Kentucky	Montana
Maine	Wyoming
Maryland	US Possessions & Territories in the Atlantic
Nevada	US Possessions & Territories in the Pacific
Oregon	South Dakota
Puerto Rico	North Dakota
Rhode Island	
Utah	
Virginia	
West Virginia	

B. Adoption of the Credentials Report

As directed by the Credentials Committee, I move the adoption of the Credentials Report as the official roll of the voting members of the House of Delegates.

Rae Staskiewicz

Adopted

III. ADOPTION OF THE HOUSE RULES

A. Bylaws Committee Chair, Mark Elliott read the House Rules.

B. Adoption of the House Rules

As directed by the Bylaws Committee, I move the adoption of the House Rules.

Mark Elliott

Adopted

IV. ADOPTION OF THE MEETING AGENDA

A. Additions to the Agenda for IX. OPEN SESSION

1. Two (2) draft Policies and Procedures for electronic voting - Nominations and Election Chair, Cindy Higginson.

B. Adoption of the Agenda as printed and amended

V. APPOINTMENTS

A. Minutes Committee to approve Minutes of the House session.

Mark Elliott
Dot Kuebler
Lena Spencer

B. Doorman - Pearl Gervais

C. Chief Teller and Tellers
Jan Gardner – Chief Teller
Trina Van Meter
Angela Hayward
Beth Roche

D. Timekeeper – Debbie Siena

E. Parliamentarian – Emma Faulk

VI. ELECTIONS

JUDICIAL COMMITTEE MEMBERS.

A. Two (2) members are to be elected during the HOD. All nominees must be members in good standing and have previously served as a National Officer or HOD delegate.

B. The following comprise the current Judicial Committee

1. Lena Spencer, Chair – term expires 2010

- 2. Larry Fields – term expires 2010
- 3. Dot Kuebler – term expires 2010
- 4. Melissa Jans – term expires 2009
- 5. Mary Faith Abbuhl – term expires 2009

C. JUDICIAL COMMITTEE MEMBERS TO REPLACE:
 Melissa Jans – term expires 2009
 Mary Faith Abbuhl – term expires 2009

D. Judicial Committee Member Election # 1
 Numbers of Votes Cast – 114
 Disqualified Ballots - 3

Nominations/Votes
 Sheri Blair-----34
 Ken Pierce-----15
 Janet Maas-----18
 Vincent della Speranza--44

ELECTION ----- VINCENT DELLA SPERANZA

E. Judicial Committee Member Election # 2
 Total Number of Votes Cast – 114
 Disqualified Ballots - 3

Nominations/Votes
 Sheri Blair-----64
 Ken Pierce-----24
 Janet Maas-----23

ELECTION ----- SHERI BLAIR

F. Judicial Committee Members – term expires 2011
 Vinnie della Speranza
 Sheri Blair

VII. REPORTS

A. REPORTS OF OFFICERS

The reports of the Officers stand as reported in the Annual Report and updated at the General Membership meeting.

B. REPORT OF THE BOARD OF DIRECTORS

BOD Secretary, Jennifer Hofecker, reported the Board of Directors Report stands as presented at the General Membership Meeting.

C. REPORTS OF APPOINTED STANDING COMMITTEES

The reports of the Appointed Standing Committees stands as printed in the Annual Report and updated at the General Membership Meeting.

D. REPORTS OF ELECTED STANDING COMMITTEES

1. BYLAWS COMMITTEE REPORT

1a. SUBJECT: Change "Regional" Director to "Region" Director

Submitted by: Kerry Crabb

MOTION: I MOVE THAT in all references to "Regional Director" to strike out the term and insert "Region Director". This will affect the following sections of the Bylaws:

Article III, House of Delegates, Sections 1 Membership and Qualification (*p. 6 Line# 1*); Section 3 Selection of Delegates, B. In States Without Constituent Societies (*p. 6 Line # 33, 34 & 36*) and Section 4, Duties of Delegates (*p. 6 Line # 45*)

Article VI, Board of Directors, Section 1, Membership (*p. 9 Line # 37*); Section 4, Quorum (*p.10 Line # 11*); Section 6, Vacancies (*p.10 Line # 22 & 23*)

Article VIII, Regions, Section 2 Regional Directors Subsections A-E (*p. 12 Line # 22, 28, 32, 41 & 46*)

Article IX, Committees, Section 1 - Standing Committees, Subsection B4 (*p. 16 Line # 2*) Nominations-Election Committee.

Rationale: Change in terminology would bring the bylaws in accordance with terms used by the members. It was pointed out to the membership that 'Region' is a noun and 'Regional' is an adjective -'Regional' is therefore the proper grammatical use of the word.

If the motion is adopted, in the above mentioned sections, "Regional Director" will now read "Region Director" in the following sections:

Article III, House of Delegates

Sections 1 - Membership and Qualification Line # 1: The members of the House shall consist of a Speaker, a Secretary, the Officers, the Region Directors or alternates, Chairpersons of all standing committees or alternates, Constituent Society presidents or alternates, Constituent Society delegates or alternates, and one (1) delegate or alternate from each state not having a Constituent Society.

Section 3 - Selection of Delegates

B. In States Without Constituent Societies: The National Office shall supply each Region Director with lists of National members in good standing, as of December 31, for areas without a Constituent Society in each Director's Region. The delegate and alternate for each area shall be selected from the active NSH members in good standing in that area. The Region Director shall notify the Credentials Committee of the delegates and alternates at least sixty (60) days prior to the annual session of the House.

Section 4 - Duties of Delegates

The House is a continuously existing body, responsible for representing its constituents at all times. Each delegate shall be responsible for communicating the concerns of the delegate's constituents to the House and for reporting the activities of the House to those constituents.

Delegates shall communicate with the appropriate Region Director for the purpose of representing their constituents to the Board.

Article VI - Board of Directors

Section 1, Membership; The Board shall consist of the elected Officers (including the Immediate Past President), the Speaker of the House, Region Directors, and the Executive Director who is a nonvoting member with voice.

Section 4 - Quorum; A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board. Said majority must include a minimum of five (5) Region Directors.

Section 6 - Vacancies; In the absence of the President, the Vice President shall preside. If a vacancy occurs among Region Directors, prior to the scheduled elections, the Nominations-Election Committee shall conduct an election to fill the vacancy in accordance with the rules for special elections established by the committee. The Committee shall solicit nominations from NSH members in good standing within the affected region, validate qualifications, and submit ballots according to the NSH policy for special elections. The elected individual shall be notified by the President. If a vacancy occurs among Region Directors after regularly scheduled elections have concluded, the newly elected Region Director will fill the vacancy for the completion of the term.

Article VIII – Regions

Section 2 - Region Directors

A. Each region shall elect one (1) Region Director by a plurality (the greatest number) of votes cast by active NSH members in good standing in the Region to serve on the Board. In case of a tie, where no candidate receives a plurality of votes cast on the first ballot, the Nominations-Election Committee will submit the candidates receiving the greatest number of votes on a second ballot to all active members in good standing in the affected Region.

B. The Region Director must reside or work within the region that person represents. The Region Director shall be an active member in good standing for two (2) years prior to nomination to this position.

C. The Region Director shall be responsible for coordinating and promoting Society activities for the states within the Region represented. That person shall disseminate Society information and activities at a state and regional level. The Region Director shall assist the Nominations-Election Committee by working with the regional member of the Committee to ensure that qualified nominees for National office and Region Director are presented to the Committee. Outgoing Region Directors shall turn over all records and property related to the office, to their successor within thirty (30) days, being fully cognizant that these are the property of the Society and not of the individual.

D. If a Region Director cannot attend the Board of Directors meeting, that Region Director shall send the President a written statement indicating an alternate from that Region who is qualified to be credentialed in the House of Delegates. The alternate shall be seated with vote for that particular meeting of the Board of Directors.

E. If a Region Director cannot attend the House of Delegates meeting, that Region Director shall submit the name(s) of an alternate(s) from that Region to the Credentials Committee at least sixty (60) days prior to the annual session of the House. The alternate(s) must be qualified to be credentialed in the House of Delegates and complete the credentialing process as is customary for

all members of the House. A credentialed alternate shall be seated with vote in the House of Delegates.

Article IX – Committees

Section 1 - Standing Committees

B. Elected Committees

4. Nominations-Election Committee: The House shall elect a chairperson. A representative shall be elected by each Region immediately following the election of the Chairperson of this committee. This committee shall be responsible for performing procedures described in Article II, Section 4 and Article VIII, Section 2 of this document. Committee Chairperson vacancy, occurring between House meetings, shall be filled by the House Speaker with approval of the Committee. Region representative(s) vacancy occurring between House meetings shall be filled by election in the House or by Region Director appointment(s) with House Speaker and Committee approval.

Mark Elliott

ADOPTED

1b. SUBJECT: Definition of Constituent Societies

Submitted by: Sumiko Samida

MOTION: I MOVE THAT in Article IV – Constituent Societies, Section 1 (*p.8 Line # 18-22*) Definitions to substitute the following for the existing statements:

“Representation to this Society shall include Constituent Societies. Only one Constituent Society in any state, the District of Columbia, Canada, and each possession and dependency of the United States, shall be recognized. The term “state” shall hereinafter be understood to include the District of Columbia, Canada, and each possession and dependency of the United States.”

Rationale: Confusion will be reduced by eliminating “province” and “commonwealth” and changing placement of Canada in the order. The current wording is confusing - Article VIII Region Section 1 Designation defines Region IX as “shall include Canada”; current wording on Article IV Constituent Society Section 1 Definition suggest each province in Canada is entitled to representation and that each possession and dependency of Canada is entitled to representation.

If the motion is adopted, Article IV – Constituent Societies, Section 1 - Definitions will read:

Section 1 – Definition

Representation to this Society shall include Constituent Societies. Only one Constituent Society in any state, the District of Columbia, Canada, and each possession and dependency of the United States, shall be recognized. The term “state” shall hereinafter be understood to include the District of Columbia, Canada, and each possession and dependency of the United States.

Mark Elliott

ADOPTED

1 c. SUBJECT: Change “Legislation” Committee to “Legislative” Committee

Submitted by: Sumiko Sumida

MOTION: I MOVE THAT in all references to "Legislation Committee" to strike out the term and insert "Legislative Committee" (p.14 Line 9).

Rationale: Change in terminology will bring the bylaws in accord with the term used by the members. Legislation by definition is ‘the act or process of lawmaking, to propose or enact law or group of laws’ which the Legislative committee does not do –this committee makes the membership aware of legislations that are pending.

If the motion is adopted, Article IX - Committees, Section 1 - Standing Committees A. Appointed Committees, 9; Legislation Committee will now read:

Article IX – Committees
Section 1 - Standing Committees
A. Appointed Committees
9. Legislative Committee

Mark Elliott

ADOPTED

1 d. SUBJECT: Approval of Appointed Committee Chairs

Submitted by: Kerry Crabb

MOTION: I MOVE THAT in Article IX – Committees, Section 1 – Standing Committees, A. Appointed Committees (p.13 Line 20) to strike “at the first Board meeting of the newly elected Board” and insert “by the Board within 30 days of the first Board meeting of the newly elected Board.”

Rationale: Current wording requires the newly elected president to have identified all appointed committee chairs by the first board meeting which occurs after the HOD – this does not allow sufficient time to identify qualified individuals who are willing to serve.

If the motion is adopted, Article IX – Committees, Section 1 – Standing Committees, A. Appointed Committees will read:

A. Appointed Committees: The Chairpersons of these committees shall be appointed by the President and approved by the Board within 30 days of the first Board meeting of the newly elected Board. Any person who has been an active member in good standing for one (1) year shall be eligible for appointment. When a Chairperson vacancy occurs before the end of the term, the President shall appoint a new chairperson with Board of Directors approval to complete the term. When a committee member vacancy occurs in any committee, the Chairperson shall appoint a qualified person. Chairpersons not fulfilling their assigned responsibilities may, by a majority vote of the Board of Directors, be replaced.

Mark Elliott

ADOPTED

1e. SUBJECT: Electronic Voting

Submitted by: House of Delegates 2008

MOTION: I MOVE THAT in Article II- Officers; Section 4 - Selection of Officers Part B.Election Procedures to strike Part B. 2 (p.5 Lines 9–13) and insert:

2. The Nominations-Election Committee shall present a slate of candidates in ballot form to active members in good standing for election at a time specified by the Committee. The Nominations-Election Committee shall select either paper ballot and/or on-line ballot for an election year. The Nominations-Election Committee shall announce the election results at the General Membership meeting.
 - a. Paper ballot - All ballots shall be mailed first-class. The ballots must be received for tally by the Committee no later than the time specified on the ballot.
 - b. On-line ballot:
 - 1) An Election Company shall set up and administer the on-line ballot in consultation with the Nominations-Election Committee. All efforts will be made to ensure privacy and confidentiality of the voters and their selection.
 - 2) The voting period shall be determined by the Nominations-Election Committee. The Election Company shall close the voting site at the time established by the Committee.
 - 3) The NSH Office shall send three announcements with information about electronic voting by e-mail to members. If a member does not have an e-mail, the Election Company shall print and send first-class post cards with the electronic voting information.
 - 4) The Election Company shall transfer the results of the voting to the Nominations-Election Committee.

Rationale: Allowing electronic voting will avoid problems of ballots being delayed in the mail.

AMENDMENT MOTION # 1: Agenda Item VII. D. 1e

Submitted by: Mark Elliott

MOTION: I MOVE to amend: 2. The Nominations-Election Committee shall present a slate of candidates in ballot form to active members in good standing for election at a time specified by the Committee. The Nominations-Election Committee shall select either paper ballot *or on-line* ballot for an election year. The Nominations-Election Committee shall announce the election results at the General Membership meeting.

Mark Elliott

ADOPTED

AMENDMENT #2: Agenda Item VII. D. 1e

Item b. On-Line ballot # 3:

Submitted by: Sumiko Sumida

Mark Elliott Seconded

MOTION: I MOVE to strike “send first class postcards” and insert “mail a first class notification in Item 3 of On-line ballot:

AMENDMENT # 3: Agenda Item VII. D. 1e Item b. On-Line ballot # 3:

Submitted by: Dot Kuebler

Jerry Santiago Seconded

MOTION: I MOVE to insert the word “*address*” between “*email*” and “*.the Election company*” in Part 2.b.3 on the third line.

Sumiko Sumida

ADOPTED

Since this motion and amendments # 1, 2, & 3 were ADOPTED:

ARTICLE II – OFFICERS

Section 4 - Selection of Officers

Part B.Election Procedures: *p.5 Lines 9–13 will now read:*

2. The Nominations-Election Committee shall present a slate of candidates in ballot form to active members in good standing for election at a time specified by the Committee. The Nominations-Election Committee shall select either paper ballot *or on-line* ballot for an election year. The Nominations-Election Committee shall announce the election results at the General Membership meeting.
 - a. Paper ballot - All ballots shall be mailed first-class. The ballots must be received for tally by the Committee no later than the time specified on the ballot.
 - b. On-line ballot:
 - 1) An Election Company shall set up and administer the on-line ballot in consultation with the Nominations-Election Committee. All efforts will be made to ensure privacy and confidentiality of the voters and their selection.
 - 2) The voting period shall be determined by the Nominations-Election Committee. The Election Company shall close the voting site at the time established by the Committee.
 - 3) The NSH Office shall send three announcements with information about electronic voting by e-mail to members. If a member does not have an e-mail *address*, the Election Company shall print and *mail a first-class notification* with the electronic voting information.
 - 4) The Election Company shall transfer the results of the voting to the Nominations-Election Committee.

Mark Elliott

ADOPTED

CLARIFICATION ON ELECTRONIC VOTING

At the start of the HOD, the Nominations and Election Committee handed out to the delegates a Draft Policy and Procedure – *attached as Appendix A*. Cindy Higginson, Nominations Election Committee Chair added an Agenda item: *Draft Policy and Procedure for Electronic Election Process* for discussion in IX: OPEN SESSION

Judicial Committee Chair, Lena Spencer raised a question at this point that clarification was needed on electronic voting.

Rationale: Discussion at this point may help the delegates make a decision on the bylaws change to allow electronic voting.

Speaker of the House asked the house for a show of cards (to be in favor or against) to discuss the Policy and Procedures at this point.

2/3 majority were in favor to discuss at this point.

Rationale: Both vendors being considered allow candidates to enter, review and edit their candidate information online- this will eliminate the 6 week process for the need to scan, print and mail candidate information for approval.

It was expressed that this motion can be adopted 'as is' but the Nominations and Election committee will make the grammatical corrections, add style and use format that is currently in use for NSH Policies and Procedures.

See Appendix A: DRAFT: CANDIDATE INFORMATION

Cindy Higerson

ADOPTED

B. Motion Submitted by: Cindy Higerson, Nominations Elections Committee Chair

MOTION: I MOVE THAT the HOD approve the draft Policy and Procedure regarding the administration of the electronic voting process.

Rationale: The draft Policy and Procedure was based on current information provided to Nomination and Election committee. Since the bylaw amendment has passed to allow for electronic voting, Nominations and Election committee needs a framework in place to conduct the next election electronically.

See Appendix B: Electronic Election Process

C. MOTION IX. C

**** DEFEATED ****

Submitted by Sumiko Sumida

Dot Kuebler Seconded

MOTION: I MOVE to refer all pending motions to the Nominations and Elections committee for further refinement. The revised policy and procedure shall be submitted to the HOD by December 1, 2009 for distribution, review and vote. Ballots shall be returned to the NSH office and forwarded to the Speaker of the House for tally.

Sumiko Sumida

DEFEATED

Discussion: Speaker of the House clarified that current Bylaws state that majority of 50% + 1 of the ballots sent to credentialed members are needed to pass this motion. 58 votes are required to be returned for count in the affirmative to pass the motion. If less than 58 votes are returned, the Nominations Election committee can proceed to go electronic voting but there will be no guidelines in place.

D. MOTIONS/AMENDMENTS discussed below refer to Appendix B: DRAFT: ELECTRONIC-ELECTION PROCESS Policy and Procedure distributed by the Nominations Election committee – *attached Appendix B.*

MOTION IX. D

Submitted by: Dot Kuebler

William DeSalvo

Seconded

MOTION: I MOVE to strike "period as determined by the committee" and insert that Task 1 Part 1B to be amended to read "length of the voting period shall be 30 days".

Dot Kuebler

ADOPTED

E. AMENDMENT to MOTION 1X.D
Submitted by Andi Grantham

William DeSalvo Seconded

MOTION: I MOVE TO AMEND the motion to include performed by Nomination and Election Chair.

If adopted, it should read:

I MOVE TO AMEND the motion to strike the “period as determined by the committee” and insert under Task 1 Part 1B under *Nominations and Elections Chair* to be amended to read” length of the voting period shall be 30 days”.

Andi Grantham

ADOPTED

F. MOTION IX.E
Submitted by: Barbara Bujak

Sara Mack Seconded

MOTION: I MOVE to remove the word “postcard” and replace the word with “notification” in the following areas:
#1C - Nomination Election Chair
3 – Executive Director
1 A - Election Vendor

Barbara Bujak

ADOPTED

G. MOTION IX.F
Submitted by: Donna Willis

****REMOVED****
Angela Fogg Seconded

MOTION: I MOVE TO add electronic voting for runoff elections in the electronic process.

Donna Willis

ADOPTED

Rationale to REMOVE ADOPTED MOTION: In discussion with the Parliamentarian, Speaker of the House requested that Motion IX.F be removed from the House since there is a Policy and Procedure in place that refers to runoff voting.

MOTION IX.F ****REMOVED****

NO OBJECTIONS FROM THE HOUSE

H. MOTION IX. G
Submitted by: Andi Grantham

Angela Fogg Seconded

MOTION: I MOVE TO AMEND the motion to insert the words “first class” in front of the word ‘notification’ in 1C - Nominations and Elections Chair and # 3 – Executive Director.

Andi Grantham

ADOPTED

- I. Motion IX. H
Submitted by: Mark Elliott
MOTION: I MOVE to strike the words ‘black and white’ from Section: Election vendor
1.a.

Mark Elliott

ADOPTED

Discussion: After Motion IX.H was adopted, it was noted there was no second for this motion. Since the motion has been voted and accepted without second, Parliamentarian decided that this is acceptable.

- J. MOTION IX.I
Submitted by: Colleen Forster

MOTION: I MOVE TO AMEND the motion to add the word “address” after the word “email” and also add the word “email” after the word “invalid” under Executive Director # 3.

Discussion: Parliamentarian and Speaker of the House asked the House to accept this Motion as part of the previous motion to include e-mail address.

Colleen Forster

ADOPTED as GENERAL CONSENSUS

- K. FRIENDLY AMENDMENT to the MAIN MOTION IX.B
Submitted by: Sumiko Sumida

MOTION: I MOVE THAT the HOD adopt the draft Policy and Procedure with changes and corrections for spelling and grammatical errors plus style regarding administration of the electronic voting process.

Sumiko Sumida

ADOPTED

X. ANNOUNCEMENTS

Laminated copies of Parliamentary Procedure are to be left at the Credentials Table – this is to be used every year at the HOD.

XI. ADJOURNMENT

The Speaker of the House adjourned the National Society for Histotechnology House of Delegates at 2220 hr until the 2010 session in Seattle, Washington.