

AMERICAN ASSOCIATION OF PHARMACEUTICAL SCIENTISTS
BY-LAWS
August, 2011

ARTICLE I. NAME

The name of this organization shall be the American Association of Pharmaceutical Scientists (AAPS).

ARTICLE II. PURPOSES

The primary purpose of AAPS (hereinafter the Association) is to serve its membership, the pharmaceutical sciences as a whole, the biomedical and biotechnological communities, the health professions, and the public interest by:

Providing a forum for the interchange of scientific knowledge in the pharmaceutical sciences;

Acting as a resource in forming public policy relevant to the pharmaceutical sciences and related issues of public concern;

Promoting the pharmaceutical sciences;

Providing for recognition of individual achievement; and

Fostering career growth and the development of members.

The Association seeks worldwide advancement and dissemination of knowledge related to pharmaceutical science, including among other subjects: discovery, design, analysis, development, production, quality control, safety and clinical evaluation, regulation, distribution and utilization of drugs and drug delivery systems.

Toward fulfillment of its primary purpose, the Association encourages high standards of education in the pharmaceutical sciences, the health professions, and in related academic disciplines.

Further, the Association serves an advocacy role for the pharmaceutical sciences, promotes the economic vitality of the pharmaceutical sciences and scientists and represents the interests of pharmaceutical science among the health professions.

ARTICLE III. MEMBERSHIP

Section 1. Members. Any individual who supports the objectives of the Association and is willing to contribute to the achievement of those objectives is eligible for membership. The Executive Council may establish member categories, for example student members, as it deems necessary or desirable in furtherance of the Association purposes.

Section 2. Fellows. Any member who is deemed to have made a meritorious contribution to the advancement of science may be elected a Fellow of the Association by the Executive Council.

Section 3. Honorary Members. Any individual may be granted honorary membership by the Executive Council. Honorary members shall have no voting rights and may not hold office in the Association.

Section 4. Admission to Membership. Any individual shall be admitted to membership in the Association upon completion of administrative processing of any required application accompanied by the payment of required dues.

Section 5. Membership Benefits and Services. Membership benefits and services shall be those established from time to time by the Executive Council. The Executive Council may add, delete, or adjust membership benefits and services by member category as it deems necessary or desirable in furtherance of the Association purposes including the ability of a member category to vote or hold elected office. Members shall not have the right of proxy voting but shall have the right to vote by methods approved by the Executive Council, accessible and available to members, and permitted by applicable law on all matters as to which they have the right to vote.

Section 6. Termination of Membership. Any member may voluntarily terminate membership by written notice to the Association. The Association may terminate the membership of any member for failure to pay required dues. Such terminations of membership shall be effective at the convenience of the Association in accordance with procedures established by the Executive Council, and shall terminate the right of any member to all membership benefits and services.

ARTICLE IV. AFFILIATED ORGANIZATIONS

Section 1. Organizations that meet the criteria which shall have been established by the Executive Council may be elected by the Council as Affiliates of the Association. Affiliates shall have such privileges and obligations as the Council may determine.

ARTICLE V. OFFICERS

Section 1. Officers. Association officers shall be the President, President-elect, Treasurer, Immediate Past President, and the Executive Director. All elected (as noted above) officers shall be members of the Association.

Section 2. President. The President shall be Chair of the Executive Council and Chief Executive Officer of the Association. The President shall appoint the Chairs of standing and special committees with the approval of the Executive Council, and perform such other duties as may be assigned by the Executive Council.

Section 3. President-elect. The President-elect shall perform the duties of the President in the absence of the President, and shall perform such other duties as may be assigned by the Executive Council.

Section 4. Treasurer. The Treasurer shall serve as the Association's Chief Financial Officer, shall review the financial records periodically, and report to the Executive Council at specified times annually.

Section 5. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned by the Executive Council.

Section 6. Executive Director. The Executive Director shall serve as the Administrative Officer of the Association and shall be appointed and employed by the Association on such terms and conditions as are approved by the Executive Council. This individual shall act as Corporate Secretary and will perform such duties as may be assigned by the Executive Council.

Section 7. Term of Office. The elected officers, except for the Treasurer, shall serve for a term of one (1) year and shall serve until their successors have been duly elected and installed. The Treasurer shall serve for a term of three (3) years and may be re-elected for one additional three (3) year term. No elected officer except for the Treasurer as provided herein shall serve more than one (1) term in the same office.

ARTICLE VI. EXECUTIVE COUNCIL

Section 1. Composition. The Executive Council shall consist of the elected officers, and five (5) elected members-at-large and the Executive Director, who shall service in an ex-officio capacity without a vote, and shall not be counted for the purpose of establishing a quorum. All members of the Executive Council, except for the Executive Director, shall be members of the Association.

Section 2. Duties and Authority. The Executive Council shall serve as the corporate board of directors and shall be responsible for the general supervision and management of Association affairs, including, but not limited to, any specific duties stated in these Bylaws. It shall determine Association policy and shall oversee and approve all Association programs and activities.

Section 3. Quorum. A majority of the voting members of the Executive Council shall constitute a quorum for the transaction of business.

Section 4. Executive Council Voting Other than at a Meeting. Any question which might be decided by vote taken at any Executive Council meeting may be decided by vote taken by methods approved by the Executive Council, accessible and available to its members, and permitted by

applicable law, provided however, that any such vote must be ratified by the Executive Council at its next subsequent meeting.

Section 5. Term of Office. The five (5) members-at-large each shall serve staggered terms of three (3) years, until their successors are elected and installed. No individual shall serve more than one (1) term as a member-at-large.

Section 6. Removal. The Executive Council may by a two-thirds vote of its members remove any officer or Council member from office who is guilty of neglect of duty, improper conduct, a violation of these Bylaws, or other causes. Prior to voting on an expulsion the Council shall provide the member or officer with written notice of the reasons for the expulsion and an opportunity to appear before the Council for a due and proper hearing.

ARTICLE VII. ADVISORY BOARD

Section 1. The Advisory Board shall be comprised of the five (5) Past Presidents who most recently completed terms as Immediate Past President on the Executive Council. The Advisory Board shall advise the Executive Council with regard to long-range planning and policy matters.

ARTICLE VIII. ELECTIONS

Section 1. Nominations. The President shall appoint a Committee on Nominations which shall nominate at least two (2) candidates for President-elect, for each member-at-large of the Executive Council to be elected and for Treasurer when necessary. The Committee on Nominations shall be chaired by the Past President who has most recently served as Immediate Past President on the Executive Council and, in addition to the Chair, shall consist of the Chairs of all Association Sections. Additional nominations may be made by petition according to procedures established by the Executive Council.

Section 2. Election Schedule and Procedures. The President-elect, Treasurer, and the members-at-large of the Executive Council shall be elected by ballot of the entire voting membership according to a schedule and procedures established by the Executive Council. Elections may be conducted using any method approved by the Executive Council, accessible and available to members, and permitted by applicable law.

Section 3. Installation. The President-elect, upon completion of a one-year term shall be installed in the office of President. Other individuals elected under this article shall be installed according to procedures established by the Executive Council. The installation of all individuals elected under this article shall occur in accordance with a schedule established by the Executive Council.

Section 4. Vacancies. A vacancy in the office of the President shall be filled by the President-elect, or should the office of the President-elect also be vacant, then by the longest serving member-at-large. The Executive Council will vote to select from among the longest serving member-at-large should there be more than one member-at-large having the same length of service as another

member-at-large. A vacancy for any other Executive Council officer or member-at-large shall be filled on a *pro tem* basis by an Association member appointed by the President with the approval of the Executive Council. Any Association member so appointed shall serve until a successor is duly appointed or elected and is installed for a regular term as provided by the Bylaws.

ARTICLE IX. COMMITTEES

Section 1. Committees. The President shall appoint, with the approval of the Executive Council, the Chairs of such standing or special committees as may be deemed necessary or desirable by the Executive Council. Committees shall have such number of members and such duties and authority as the Executive Council may establish from time to time. Members of committees shall serve a three year term.

Section 2. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business.

Section 3. Committee Voting Other than at a Meeting. Any question which might be decided by vote taken at any committee meeting may be decided by vote taken by mail, telegram, FAX, email, or telephone ballot.

ARTICLE X. SECTIONS

The Executive Council may establish such Association sections as it may deem necessary or desirable to serve particular member interests or needs. Subject to the approval of the Executive Council, each section may establish rules and procedures including, but not limited to, those for membership, organizational structure, election of officers, programs, and funding consistent with guidelines provided by the Executive Council. Section membership shall, in all cases, be open to all Association members.

ARTICLE XI. OTHER MEMBER GROUPS

The Executive Council may establish such other member groups, including, but not limited to, discussion groups, focus groups, student chapters, and task forces, as it may deem necessary or desirable to serve particular member interests or needs. Each such organizational component shall conduct such activities and/or programs, and in conformance with policies established by the Executive Council. Membership in each such member group, except a student chapter, shall in all cases be open to all Association members. Membership in a student chapter shall be open only to Association members who are undergraduate students, graduate students or postdoctoral students in an institution of higher education.

ARTICLE XII. MEETINGS

Section 1. Scheduled Meetings. The Association shall schedule at least one National meeting annually to be held at such time and place as approved by the Executive Council.

Section 2. Special Meetings. The Association may hold such special meetings as shall be approved by the Executive Council. The time and place, program and order of business for each special meeting shall be approved by the Executive Council.

ARTICLE XIII. FINANCES

Section 1. Source of Funds. Funds for Association activities shall be obtained from dues and any other sources approved by the Executive Council.

Section 2. Budget. The Executive Director and the Treasurer shall prepare jointly an annual fiscal year budget to be submitted to the Executive Council for review and approval no later than its last meeting held prior to the fiscal year for which the budget is submitted. The Association's fiscal year shall be from July 1 through June 30.

Section 3. Dues. Association dues shall be established by the Executive Council.

Section 4. Financial and Investment Policy. The financial and investment policy of the Association shall be established from time to time by the Executive Council with the advice of the Treasurer, Executive Director, and such other financial advisors as the Executive Council may deem necessary or desirable. Investments shall not be restricted to those approved by law by the District of Columbia or any other jurisdiction.

Section 5. Financial Administration. The Treasurer, with the assistance of the Executive Director, shall be responsible for the continuing administration of the Association's financial affairs. The Executive Council shall approve any bank intended to serve as a repository of Association assets and a public accounting firm which shall be retained to conduct an annual audit of Association's accounts.

ARTICLE XIV. PARLIAMENTARY AUTHORITY AND PRECEDENCE

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable.

Section 2. Precedence. In any case of conflict between these Bylaws and any parliamentary authority or other rules or procedures, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the Executive Council whose decisions shall be binding on all interested parties.

ARTICLE XV. INDEMNIFICATION

The Association shall indemnify any Executive Council member, officer committee chair or employee, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceedings in which such person is made party by reason of being or having been such Executive Council member, officer, committee chair or employee, except in relation to matters as to which the officer, Council member, committee chair or employee shall have been adjudged to be liable for negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Executive Council member or officer or employee may be entitled, under any Bylaw, agreement, and vote of the Board of Directors or members or otherwise.

ARTICLE XVI. AMENDMENTS

Each proposed amendment of these Bylaws, with the advice of counsel and the approval of the Executive Council, shall be submitted by ballot to all Association members entitled to vote. Ballots may be in whatever form is deemed by the Executive Council to facilitate the voting procedure. Executed ballots must be received by the Association by the date indicated on the ballots to be included in the vote tally. A proposed amendment of these Bylaws shall become effective upon receiving a two-thirds (2/3) majority of votes cast.

ARTICLE XVII. NOTICE

Section 1. Previous Notice. Any previous notice required to be provided any member of the Association may be given by placing the notice in a publication regularly provided the member entitled to notice, or by mailing or emailing the notice to each member entitled to notice at the member's address then indicated in the membership records of the Association. Previous notice provided by either method shall be deemed conclusively to be actual notice to members.