

ASCPT BYLAWS

AMERICAN SOCIETY FOR CLINICAL PHARMACOLOGY AND THERAPEUTICS

ARTICLE I

NAME

The name of this organization shall be the American Society for Clinical Pharmacology and Therapeutics (hereinafter referred to as the Society).

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose of the Society shall be as stated in the Society's Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1.

Classes of Members and Eligibility Requirements. The Society shall have a class or classes of members with eligibility requirements as determined from time to time by the Society's Governing Board.

Section 2.

Application for Membership. An application for membership shall be made in a manner provided for and based upon membership criteria established by the Governing Board. Membership applications shall be submitted on forms authorized by the Governing Board and forwarded to the office of the Chief Executive Officer.

Section 3.

Dues. Annual dues for members shall be determined by the Governing Board. Dues shall be payable as provided for by the Governing Board. If dues are not paid following issuance of a final billing notice, membership in ASCPT shall be terminated.

Section 4.

Voting Privileges and Methods. Members shall have such voting privileges as are determined from time to time by the Society's Governing Board and shall vote in such manner as determined by the Governing Board.

Section 5.

Annual Meeting. The Society shall have an annual meeting of members of the Society and the Society shall meet at such other times and places as the Governing Board may determine. At least four (4) weeks prior to such meetings, notice of time and place shall be communicated to each member of the Society.

ARTICLE IV

GOVERNING BOARD

Section 1.

Management and Legal Authority. The governance and fiduciary responsibility of the Society shall be vested in a Board of Directors (referred to herein as the "Governing Board"). The Governing Board shall be the legal representative of the Society and shall be responsible for oversight of the affairs of the Society.

Section 2.

General Duties. The Governing Board, subject to the rules and regulations of these Bylaws, is authorized to enter into, make, perform, and carry out contracts of any kind with any person, firm, society, agency or association, and to perform any and all acts necessary for carrying out the objectives of the Society.

Section 3.

Appointment of Chief Executive Officer. The Governing Board shall be empowered to appoint and compensate a Chief Executive Officer.

Section 4.

Number and Composition. The Governing Board shall consist of eleven (11) Board Members, including the Society's four (4) officers (the current President, the Treasurer, the President-Elect, and the Immediate Past-President), and seven (7) selected At-Large Board Members. Each scientific network shall have one designated At-Large Board Member liaison.

Section 5.

Nomination and Selection of Officers and the At-Large Board Members.

Nominations to fill the officer positions and the seven (7) selected At-Large Board Member positions on the Governing Board shall be made by the Nominating Committee and presented to the Governing Board for ratification.

Section 6.

Term. The President, the President-Elect, and the Immediate Past-President shall each serve one (1) year terms. The Treasurer shall serve a three (3) year term,

which is renewable for one (1) additional full term. The At-Large Board Members serve for three (3) year terms, which are renewable for one (1) additional full term. The terms of the At-Large Board Members shall be appropriately staggered so that approximately only one-third (1/3) of the terms of At-Large Board Members expire in any given year.

Section 7.

Removal of Board Members. A Board Member may be removed from office, with or without cause, by the affirmative vote of not less than a majority of the then current Board Members.

Section 8.

Vacancies on the Board. All vacancies on the Governing Board for At-Large Board Members and the Treasurer shall be filled by the Governing Board. Board Members elected to fill vacancies shall serve for the unexpired term of the previous Board Member.

Section 9.

Meetings. The Annual Meeting of the Governing Board shall be held on a date and at a location selected by the Governing Board. Notice of the time and place of the meeting shall be mailed or emailed to each Board Member at least fifteen (15) days prior to the date set for the meeting. Regular meetings of the Governing Board shall be held as determined from time to time by the Board. Notice of the time and place of the meeting shall be mailed or emailed to each Board Member at least seven (7) days prior to the meeting. Special meetings of the Governing Board may be called by the President or may be called at the request of not less than one-third (1/3) of the Board Members. Notice of the time and place of the meeting shall be mailed or emailed to each Board Member at least seven (7) days prior to the meeting.

Section 10.

Waiver of Notice. Any meeting of the Governing Board may be deemed to have been validly and legally called if the Board Members entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Board Member at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Board Member except when the Board Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

Section 11.

Quorum. A majority of the total number of Governing Board Members then serving shall constitute a quorum. The vote of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Board, except as a larger vote may be required by law, by these Bylaws, or by the Articles of Incorporation of the Society.

Section 12.

Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Governing Board may be taken without a meeting if a written consent of such action is signed by all members of the Governing Board and such written consent is filed with the minutes of the proceedings of the Governing Board.

Section 13.

Conference Call. Any or all Board Members may participate in any meeting of the Governing Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 14.

Voting By Mail. The Governing Board may from time to time authorize the use of mail or electronic transmission for voting on Society matters.

ARTICLE V

OFFICERS

Section 1.

Composition. The officers of the Society shall be a President, a President-Elect, the Immediate Past-President, and a Treasurer.

Section 2.

Selection and Term. The officers shall be selected as provided for in ARTICLE IV, Section 5 of these Bylaws. The officers shall serve for a term of one (1) year, as set forth in these Bylaws, with the exception of the Treasurer who shall serve for a term of three (3) years. The Treasurer is eligible for one (1) additional full term.

Section 3.

Removal. All officers of the Society may be removed from office, with or without cause, at any time by an affirmative vote of not less than a majority of the then current Board Members.

Section 4.

Vacancies. A vacancy in the office of Treasurer shall be filled by a vote of a majority of the then current Board Members. An officer elected to fill a vacancy shall serve for the unexpired term of the previous officer.

Section 5.

Duties of the President. The President shall serve as the chief elected officer of the Society and Chair of the Governing Board. The President shall be a voting member of the Executive Council, the Finance Committee, and shall serve as an ex-officio member (with or without vote as determined by the Governing Board) on all other Board designated committees. Except where these Bylaws specify otherwise, the President shall appoint all members of all Society committees. The President shall perform such other duties as may be assigned by the Board.

Section 6.

Duties of the President-Elect. The President-Elect shall assume the duties of President if the President is unable to serve or unable to perform the functions of the President. The President-Elect shall be a member of the Governing Board and shall perform such other duties as may be assigned by the Board.

Section 7.

Duties of the Immediate Past President. The Immediate Past President shall serve as an adviser to the President. The Immediate Past President shall be a member of the Governing Board and shall perform such other duties as may be assigned by the Board.

Section 8.

Duties of the Treasurer. The Treasurer shall be a member of the Governing Board. The Treasurer shall report to the President and to the Board Members at the meetings of the Board Members, or whenever otherwise requested, correct statements and reports showing the financial condition of the Society. The Treasurer shall ensure performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Society, whenever directed to do so by the Board. The Treasurer is responsible for supervising preparation of the minutes of the meetings of the Board of Directors

and for maintaining and authenticating the records of the corporation. The Treasurer shall also perform such other duties as may be assigned by the Governing Board.

ARTICLE VI

COMMITTEES

Section 1.

The Standing Committees of the Society shall consist of:

- Executive Council
- Finance Committee
- Nominating Committee

Section 2.

Executive Council. The Executive Council shall consist of the President, the President-Elect, the Immediate Past President and the Treasurer. The Executive Council shall be authorized to act on behalf of the Governing Board in between meetings of the Governing Board.

Section 3.

Finance Committee. The Finance Committee shall consist of the President, the Treasurer, two (2) other Board Members, and two (2) at-large members. The President shall appoint the other Board Members and the at-large members to the Committee. The Treasurer shall Chair the Finance Committee and shall appoint the Vice Chair of the Finance Committee from among the other Finance Committee members. The Finance Committee shall supervise the finances of the Society. An annual budget shall be prepared by the Chief Executive Officer of the Society, under the supervision of the Treasurer, and submitted to the Finance Committee. The Finance Committee shall review the budget, make any alterations it deems necessary, and submit the budget to the Governing Board for approval.

Section 4.

Nominating Committee. The Nominating Committee shall consist of six (6) members: the Past-Past President who shall serve as Chair, the Immediate Past President, one (1) other Governing Board member appointed by the Governing Board, and three (3) members chosen, with one member from each of the scientific networks. Selection of the three (3) scientific network members shall be made by the leadership of the networks, based on nominations received from within the networks. A specific network community shall not have representation on the Nominating Committee in consecutive terms. All appointed members will

serve only one (1) one-year term. If the number of scientific networks changes, the size of the nominating committee shall similarly change to ensure each network has one representative.

Section 5.

Other Committees.

Bylaws Committee. The Bylaws Committee will be periodically constituted by the President. The Bylaws Committee shall consist of five members. The President shall appoint members to the Committee. The Bylaws Committee shall receive input from the members or initiate changes to the ASCPT Bylaws.

The Governing Board may appoint such other committees as determined from time to time by the Governing Board. The Governing Board shall determine the members and duties of such committees.

ARTICLE VII

SCIENTIFIC NETWORKS OF THE SOCIETY

The Governing Board may from time to time create or dissolve scientific networks of the Society. The scientific networks shall adopt rules for governing their communities that must be consistent with these Bylaws and must be approved by the Governing Board.

ARTICLE VIII

AMENDMENTS

Section 1.

Amendments. Amendments to the Bylaws shall require approval of two-thirds (2/3) of the current Governing Board Members followed by ratification by two-thirds (2/3) of electronic votes cast by members of the Society who have voting rights. Voting rights are held by full members and trainee/student members.

Section 2.

Notice. At least four (4) weeks before Bylaws amendments are to be voted upon the amendments shall be sent to each voting member of the Society.

Section 3.

Voting. Members shall vote in such manner as determined by the Governing Board.

ARTICLE IX

INDEMNITY

Section 1.

Indemnity. The Society shall indemnify all officers, Governing Board Members, or Society Members serving on behalf of the Board for all expenses, judgments, fines, excise taxes and amounts paid in settlement actually and necessarily incurred in connection with litigation arising out of their service to the Society, except in cases of negligence or willful misconduct.

Section 2.

Other Indemnity. The Governing Board may from time to time in its sole discretion provide additional indemnification to any of the foregoing individuals.

ARTICLE X

DISSOLUTION

In the event of a dissolution or final liquidation of the Society, all remaining assets and property of the Society shall, after paying or making provision for the payment of all of the liabilities and obligations of the Society and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code as the Governing Board shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

Approved by the ASCPT membership August 2015