

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.

Categories of Members and Eligibility Requirements. The Society shall have a category or categories 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.

The Society is committed to fostering diversity, equity, and inclusion among its membership. It welcomes people of every race, ethnicity, sexual orientation, gender expression, age, geographic region, spiritual tradition, socio-economic status, disability status, culture, and professional experience level. The Society will constantly strive to reduce barriers to inclusion and amplify underrepresented voices by providing space for their input and ideas to be heard and given consideration equally.

There will be no discrimination against membership applications based on race, ethnicity, sexual orientation, gender expression, age, geographic region, spiritual tradition, socio-economic status, disability status, culture, and professional experience level.

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 the issuance of a final billing notice, membership in the Society 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, a 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, including the approval of Society policies and procedures.

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 six (6) selected At-Large Board Members, and one (1) student/trainee member, appointed annually. One At-Large Member shall be an Early Career member at the time of their selection. A voting student/trainee member will be appointed on an annual basis. The Chief Executive Officer also participates on the Board as a non-voting member.

Section 5.

Nomination and Selection of Officers, At-Large Board Members, and Student/Trainee. Nominations to fill the officer positions and the six (6) selected At-Large Board Member positions and one (1) student/trainee position on the Governing Board shall be made by the Nominating Committee and presented to the Governing Board for ratification.

Consistent with the Society's commitment to fostering diversity, equity, and inclusion, and as mentioned in Article III, Section 1, the nomination and selection process will strive to seat a Board that reflects the diversity of the Society's membership.

Section 6.

Term. The President, President-Elect, and Immediate Past-President shall each serve a one (1) year term. The Treasurer shall serve a three (3) year term, which is renewable for one (1) additional full term. The At-Large Board Members shall serve one three (3) year 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. An individual who fills a vacancy as an At-Large Board Member and serves two years or less at the time of selection is eligible to be selected for another term. The Student/Trainee member of the Board will serve for a one-year term with the option to renew for a second one-year term.

Section 7.

Removal of Board Members. A Board Member may be removed from office, 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 the At-Large Board Members, the Treasurer, and the Past-President shall be filled by the Nominating Committee and presented to the Governing Board for approval. Board Members elected to fill vacancies shall serve for the unexpired term of the previous Board Member. A vacancy for President shall be filled by the President-Elect; for a vacancy for President-Elect, the Nominating Committee shall present a nomination to the Governing Board for approval.

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 communicated 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 communicated 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 communicated 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.

Meeting Participation. Any or all Board Members can participate in any meeting of the Governing Board by any means of communication that permits active engagement with one another, and such participation shall constitute presence in person at the meeting.

Section 14.

Voting By Electronic Transmission. The Governing Board may from time to time authorize the use of electronic transmissions, such as email, for their 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. These officers as well as the Chief Executive Officer form the Executive Committee.

Consistent with the Society's commitment to fostering diversity, equity, and inclusion, and as mentioned in Article III, Section 1, the nomination and selection process of Society officers will strive to reflect the diversity of the Society's membership.

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 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 the Nominating Committee, they shall present a nomination to the Governing Board for approval 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 Committee and 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 the 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 the Executive Committee 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 the Executive Committee 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 and the Executive Committee. The Treasurer serves as the Chair of the Finance Committee. 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 the 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 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 Committee
- Finance Committee
- Nominating Committee

Diversity, Equity, and Inclusion. Consistent with the Society's commitment to fostering diversity, equity, and inclusion, and as mentioned in Article III, Section 1, the composition of Society committees (standing and ad hoc) will strive to reflect the diversity of the Society's membership.

Section 2.

Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, and the Treasurer. The Chief Executive Officer participates on the Executive Committee as a non-voting member. The Executive Committee 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 Chief Executive Officer participates on the Finance Committee as a non-voting member. 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, in consultation with 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. The Chief Executive Officer participates on the Nominating Committee as a non-voting member. The three (3) scientific network members of the committee are recommended by the leadership of the three (3) scientific networks from their individual networks. The network representative shall not come from the same community for 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 Chief Executive Officer participates on the Bylaws Committee as a non-voting member. The Bylaws Committee shall receive input from the members or initiate changes to the Society 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

Amendments. Amendments to the Bylaws shall require approval of two-thirds (2/3) of the current Governing Board Members.

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, 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 November 2022