

AMERICAN COLLEGE OF CLINICAL PHARMACOLOGY®

Bylaws (June 2023)

Article I - Name

In conformity with its Charter, the name of this institution is the American College of Clinical Pharmacology®, herein after referred to as "ACCP".

Article II - Purpose

ACCP seeks to promote and advance the science of clinical pharmacology in all its phases, to establish high standards of clinical investigation in this field of endeavor, to issue publications for these purposes and to engage in other appropriate continuing educational efforts in the public interest.

Article III - Organization & Powers

The American College of Clinical Pharmacology® is a non-profit organization incorporated September 11, 1969, pursuant to and in conformity with Title 29, Chapter 10 of the 1962 Code of the District of Columbia. The administration of the affairs and funds of ACCP shall be vested in a board of trustees to be known as the Board of Regents. The Board of Regents may do all acts which are not forbidden by the Articles of Incorporation, or these Bylaws, or by the laws of the District of Columbia; may purchase, lease, hold, sell, mortgage, perform or carry out contracts of every kind with any person, firm, corporation or association: to promote and carry on all its objectives within or without the District of Columbia, the states and territories of the United States and foreign countries. ACCP shall have no capital stock.

Article IV - Membership

Section 1: The membership of ACCP shall be of the following classes: Fellow, Member, First-year Full Member, Retired Member, Emeritus Fellow or Emeritus Member, Honorary Fellow and Student Member.

Only a Fellow in good standing, an Emeritus Fellow, or a Retired Member who was previously a Fellow, shall be privileged to use the letters "FCP" after his/her name, as the "FCP" designation is a membership category and not an honorary designation, Fellows who fail to renew their memberships will be notified in writing to cease usage of the "FCP" designation.

Only Emeritus Fellows, Emeritus Members, Fellows, First-year Full Members and Members in good standing are entitled to vote, and only a Fellow can hold office.

Section 2: A roll of the membership of ACCP shall be kept up to date by the Executive Director of ACCP.

Section 3: Each applicant for membership shall meet the following requirements:

FELLOW:

Individuals who have (i) at least five years beyond completion of an earned terminal degree (including PharmD, PhD, MD, MBBS, Nurse Practitioner and Physician Assistant), or ten years beyond a collegiate degree (including BA, BS, MA, MS), with experience/sustained contributions in any of the healthcare professions or any biomedical or pharmaceutical sciences related to the discipline of clinical pharmacology; (ii) a minimum of five years, including three consecutive years leading up to the application, as an actively participating full Member of ACCP (years as Student Member not applicable); and (iii) have shown evidence of meritorious work in the discipline of clinical pharmacology, which is acceptable to the Credentials Committee and the Board of Regents. All applicants for Fellow status must be supported by two letters of recommendation

from Fellows of ACCP in good standing.

MEMBER:

Individuals who have earned a Bachelors, Masters or Doctoral degree in any healthcare profession or in any one of the biomedical/pharmaceutical sciences or the equivalent. The candidate must submit evidence to ACCP of substantial activity in teaching, research or patient care with continuing interest in clinical pharmacology.

FIRST-YEAR FULL MEMBER:

Individuals having completed their intended degree or postdoctoral or resident training and assuming their first full-time professional position shall be eligible for a reduced dues fee for the first year of their full-time professional role, after which they will be required to pay the full Member dues fee.

EMERITUS FELLOW OR EMERITUS MEMBER:

Any Member or Fellow in good standing who has maintained fifteen cumulative years of membership at the specific membership category with five of those years being continuous active engagement immediately prior to application for Emeritus, and who has reached the age of at least 65, may upon request and following the approval of the Board of Regents, be relieved from the annual dues assessment while retaining the privileges of membership, with the exception of holding office.

STUDENT MEMBER: (Predoctoral and Postdoctoral):

This class of membership is designed for persons pursuing a Bachelors, Predoctoral or Doctoral degree or Postdoctoral or resident training in the sciences and who have an interest in clinical pharmacology and therapeutics. Student Members shall have no voting privileges but will receive all other benefits of ACCP membership. Eligibility for this membership category shall end the year that the desired degree or training is completed.

RETIRED MEMBER: (Member or Fellow):

This class of membership is designed for persons who have reached the age of 70 or will enter full retirement on or before January of the calendar dues year. Retired Members shall pay a reduced annual dues assessment. Retired Members shall receive all benefits of ACCP membership, with the exception of voting and holding office. Candidates for this class of membership will notify ACCP of their retirement and be eligible for said category in the dues renewal year following their retirement or reaching the age of 70.

INTERNATIONAL MEMBERS FROM DEVELOPING COUNTRIES:

Persons who reside in and are citizens of a lower income or lower-middle income developing country, as defined by the World Bank, and are otherwise eligible for one of the categories of membership, may receive Member Benefits at a reduced membership rate.

Section 4: Each member of the ACCP as defined in Article IV, Section 1 above who is entitled to vote on matters properly placed before the membership shall be entitled to cast one vote on each such matter. A voting member of the ACCP is permitted to vote in person, by proxy or by paper or by electronic ballot.

Section 5: Applications for Fellow, Member or Student Member shall be submitted to the ACCP Executive Office. The completed application shall include a current Curriculum Vitae (CV) and, in the case of Fellow application, two letters of recommendation from ACCP Fellows in good standing and a self-assessment against the requirements for Fellow. Applications for Member and Student Member may be reviewed and tentatively approved by Staff and questions referred to the Executive Director or Credentials Committee. Completed applications shall be forwarded to the Credentials Committee for review prior to each Board of Regents meeting. The qualifications for membership may be waived by the Credentials Committee in individual cases for good cause. Approved applications shall be presented to

the Board of Regents at the earliest meeting of that body, where they will be subject to final review and official action for acceptance or rejection. Final action by the Board of Regents shall be communicated to the candidate by the Executive Director or Staff following the Board meeting. Certificates issued to Fellows in ACCP shall be conferred following approval and payment of Fellow dues. Certificates issued to Members and Student Members shall be conferred upon submission of required materials and payment of applicable dues.

Section 6: Applications for Retired Member shall be submitted to Staff by those who meet the requirements for this category of membership as outlined in Article IV, Section 3, which shall then be provided to the Credentials Committee and Board of Regents for review and approval.

Section 7: Applications for status of Emeritus Fellow or Emeritus Member shall be submitted to Staff by those who meet the requirements for this category of membership outlined in Article IV, Section 3, which shall then be provided to the Credentials Committee and Board of Regents for review and approval.

Section 8: Any members wishing to reinstate their membership after a lapse shall provide their CV and other paperwork, as requested by Staff, to appropriately update their records. As a condition of reinstatement, members of any membership category are required to pay a full year of dues for the year in which they are reinstating.

Fellows who wish to reinstate membership after failure to pay dues for a period of three years or more shall be required to reinstate as a Member and reapply for Fellow immediately after approval as a reinstated Member, meeting the criteria as noted in Article IV, Section 3.

Section 9: A member in any membership category may be expelled for conduct detrimental to the dignity of or inconsistent with the purposes and policies of ACCP or which conduct is deemed to be in violation of these Bylaws or Board approved policies of the ACCP. Such action may be reported to the Board for further action. The member who is the subject of the expulsion action shall have the right to appear before the Board to respond to the allegations and grounds for expulsion from membership. Such hearing may be conducted either in person or by electronic or telephone means at the reasonable discretion of the President. A hearing before the Board shall be held within thirty days of written notice of the expulsion issued by the ACCP Staff to the member involved. Within fifteen days of concluding the hearing, the Board shall issue a written finding which shall be a final and binding determination. A motion to expel by the Board shall require a two-thirds vote of the voting members of the Board participating at a meeting at which a quorum is present.

Article V - Officers

Section 1: The Officers of ACCP shall consist of President, President Elect, Immediate Past President, Secretary and Treasurer.

- a. The President shall preside at regular and special meetings of ACCP, at the Board of Regents meetings and those of the Executive Committee. He/she shall nominate all chairpersons of all standing and non-standing committees, task forces and working groups of ACCP and may serve as a non-voting member of all committees, task forces and working groups.
- b. The President Elect shall immediately assume the duties of the President in event of the death, resignation, disability or absence of the incumbent. The President Elect shall automatically succeed the President at the expiration of the current President's term of office.
- c. The Immediate Past President shall assist and counsel the President or other Officers upon their request and shall participate in all meetings of the Board of Regents and Executive Committee.
- d. The Secretary shall confirm on at least an annual basis that minutes of meetings of the

Executive Committee, Board of Regents and other committees are transcribed and archived for the purpose of historical documentation.

- e. The Treasurer shall work with the Executive Director to have a reasonable understanding of the receipt, disbursement and accounting for all funds of ACCP and shall be a non-voting *ex officio* member of the Finance Committee. A detailed statement of the financial condition of ACCP shall be presented at each ACCP Annual Business Meeting.
- f. A Councilor may be appointed by the President to provide guidance to the Executive Committee but shall not have voting privileges on the Executive Committee or Board of Regents.
- g. The Officers shall begin their duties at the end of the ACCP Annual Business Meeting at the first ACCP Annual Meeting following their election.

Section 2: The President Elect, Secretary and Treasurer shall be elected biannually by the Board of Regents. Officers are nominated from the ranks of the active and Honorary Regents. Active Regents retain their active status during their terms of office. Upon completion of their terms in office, Officers shall continue as members of the Board of Regents for the remainder of their unexpired term on the Board.

If any of these offices become vacant due to death, resignation, disability or absence of the incumbent during the two-year term, a replacement shall be elected by the Board of Regents. Election of successors shall be in accordance with provisions of Article V, Section 2.

Section 3: An Officer of the ACCP may be removed from office for cause upon a two-thirds vote of the voting members of the Board participating at a meeting at which a quorum is present. Cause shall be defined to include, but is not limited to, conduct detrimental to the dignity of or inconsistent with the best interests, purposes and policies of ACCP or the activities or responsibilities of the Board or which is in violation of the ACCP's Articles of Incorporation, or these Bylaws. Prior to such vote to expel, the Officer who is the subject of the vote shall be provided with written notice of the complaint/charges and provided with an opportunity to respond to the complaint/charges either in writing or in person before the Board of Regents. The decision of the Board of Regents on such matter shall be final and binding.

Article VI - Executive Director

Section 1: The Board of Regents shall be empowered to contract the services of or employ the Executive Director, who shall be responsible for overseeing the administrative/operational functions of the ACCP Executive Office, including the receipt and disbursement of funds up to the limit of Board-defined signatory authority, which are duly reported and reviewed by the Executive Committee and reported to the Board at each meeting. The Executive Director reports directly to the President.

Section 2: The Executive Director, after official appointment by the Board of Regents, shall provide for the recording and distribution of all actions of the Board of Regents and the Executive Committee, and shall provide for and direct all administrative/operational activities of the ACCP Executive Office, maintaining all records of membership, ACCP property and inventories, financial and accounting matters, employment and supervision of ACCP Staff and such other records, functions and activities as shall be necessary to support the interests and programs of ACCP.

Article VII - Board of Regents

Section 1: The Board of Regents shall be responsible for the affairs of ACCP. It shall consist of the Officers of ACCP and such Fellows as may be elected as Regents by mail or secure electronic ballots by the voting membership of ACCP. The term of office of an elected Regent shall be five years. Having served that five-year term, after an interim of at least one year, a Regent may stand for reelection. A Regent shall serve for no more than two five-year terms.

Section 2: The Board of Regents shall consist of no less than eight and no more than twenty members. Meetings of the Board of Regents shall be conducted in accordance with standard business procedures.

Section 3: The duties of the Board of Regents, elected in accordance with provisions of Article VII, shall be those ordinarily performed by a governing board. Their primary responsibility shall be to set policy and annual or longer-term goals and objectives for ACCP. In their corporate role they shall:

- a. Oversee the transaction of business required to fulfill the purpose and objectives of ACCP;
- b. Regulate and conserve the property interest of ACCP;
- c. Approve or disapprove the recommendations of standing and other committees or working groups;
- d. Review and approve the semi-annual assessment of performance against the Strategic Plan;
- e. Approve reports on revenues and expenditures of ACCP;
- f. Set annual dues for all membership categories;
- g. Adopt, as necessary, procedural rules and regulations for the approval of all membership applicants, including the initiation or withdrawal of additional classes of or qualifications for membership;
- h. Confirm recommendations of the President in the creation or appointment of committees and working groups and their chairpersons;
- i. Elect or confirm the appointment of Editors-in-Chief for ACCP publications and act upon recommendations from the Editors-in-Chief and the Publications Committee on matters of policy concerning ACCP's publications;
- j. Elect or confirm recipients of ACCP Recognition Awards as recommended by the Honors & Awards Committee;
- k. Transact all business not otherwise provided for in these Bylaws and delegate to the Executive Director the authority necessary to conduct the ongoing administrative/operational functions of ACCP as may be necessary for continuity and good order;
- l. Consider any proposal for dissolution, merger or change of name prior to presentation to the voting membership as specified in Article XVII. Such a proposal must be passed by a two-thirds majority of the Board of Regents present and voting at a regular or special meeting of the Board of Regents.

Section 4: A minimum of one more than one-half of the voting members of the Board of Regents shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

Section 5: Action without Meeting - Except to the extent that the ACCP's Articles of Incorporation or Bylaws require that action by the Board of Regents be taken at a meeting, action required or permitted by the DC Nonprofit Corporation Act to be taken by the Board of Regents may be taken without a meeting if each Regent signs a consent in the form of a record describing the action to be taken and delivers it to the ACCP Executive Director or Secretary. Action may be taken by the Board of Regents without a meeting only if the action is unanimous.

Action taken under this Section 5 shall be the act of the Board of Regents when one or more consents signed by all of the Regents are delivered to the ACCP Executive Director. The consent must specify the time at which the action taken in the consent is to be deemed effective. A Regent's consent may be

withdrawn by revocation in the form of a record signed by the Regent and delivered to the ACCP Executive Director prior to delivery to the Executive Director of unrevoked consents signed by all Regents.

A consent signed under this Section 5 shall have the effect of action taken at a meeting of the Regents and may be described as such in any document.

Section 6: Regular meetings of the Board of Regents shall be held three times per year, normally in the months of January/February, April/May and September/October. The September/October meeting will normally occur on the day immediately preceding the start of the ACCP Annual Meeting. Specific dates for Board meetings shall be announced by the President and by communication from the Executive Office. Special meetings may be convened at any time upon call by the President, by a majority vote of the Executive Committee or by a written request of two-thirds of the members of the Board of Regents.

Section 7: Active Regents who miss two consecutive meetings without extenuating circumstances or providing input with regard to the agenda materials will be contacted by the President to express concern. If three consecutive meetings are missed, voluntary resignation will be requested.

Section 8: Regents who become incapacitated and are unable to effectively fulfill their long-term roles may be removed by a two-thirds vote of the members of the Board acting at a meeting at which a quorum is present. Regents may also voluntarily resign their position on the Board by submitting written notice of their resignation to the Executive Office. Such resignation shall take effect on the date of receipt by the Executive Office or on the effective date specified in the notice of resignation.

Section 9: Any Regent may be expelled for cause by a two-thirds vote of the members of the Board acting at a meeting at which a quorum is present. Cause shall be deemed to include, but is not limited to, conduct detrimental to the dignity of or inconsistent with the best interests, purposes and policies of ACCP or the activities or responsibilities of the Board or which is in violation of the ACCP's Articles of Incorporation or these Bylaws. Prior to such vote to expel, the Regent who is the subject of the vote shall be provided with written notice of the complaint/charges and provided with an opportunity to respond to the complaint/charges either in writing or in person before the Board of Regents. The decision of the Board of Regents on such matter shall be final and binding.

Section 10: If the term of a Regent is due to expire during the period in which he/she is an Officer, upon completion of the term as Regent, said Regent will be replaced by an election process as described by these Bylaws. Said Regent will continue to serve as an Officer until the completion of that term. If the term of a Regent will not expire during the period in which he/she holds office, no replacement for said Regent shall be sought and he/she shall resume the responsibilities of Regent after leaving office and serve out the remainder of his/her term as Regent. It is noted that upon election as President Elect and understanding the commitment to serve for six years as President Elect, then President and subsequently as Immediate Past President, Regents elected as President Elect will be replaced by an election process as described by these Bylaws.

Section 11: In the event of a vacancy on the Board of Regents occurring after the Regents election and before January 15th of the following year, the candidate with the next highest number of votes in the most recent Regent election will be appointed to fulfill the term of the vacating Regent. This process may only be used to fill one vacancy. If the vacancy occurs after January 15th of the following year, a replacement Regent shall be sought through the normal election process of ACCP.

Section 12: After ten years of service on the Board of Regents, a Fellow of the American College of Clinical Pharmacology® may, upon request and approval of the Board of Regents, become an Honorary Regent. Upon completion of his/her term as Regent, each past Officer may, upon request and approval of the Board of Regents, become an Honorary Regent. Upon completion of his/her term as Immediate Past President, any Past President may be presented by the Executive Committee for endorsement by the Board of Regents to become an Honorary Regent.

Section 13: Honorary Regents shall be privileged to attend all meetings of the Board of Regents and to take part in its deliberations but may not vote and will receive no reimbursement for their participation. As Fellows of ACCP, they shall be eligible to be nominated to hold an elective office, in which case they would be authorized to vote while serving in their elected capacity.

Section 14: Nominees for the Board of Regents may be proposed from the membership or by the Nominating Committee. Nominees for Officers shall be proposed by the Nominating Committee. The Nominating Committee shall consist of the President Elect acting as the chairperson and at least five Fellows of ACCP, at least one of whom shall be a member of the Board of Regents. The members of the Board of Regents shall be elected by secure electronic or paper ballots from all voting Members and Fellows of ACCP.

Article VIII - Duties of an Individual Regent

Regents of ACCP have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals and to conduct themselves in a manner that is consistent with the fiduciary duties of loyalty, care and obedience owed to the society, fellow Regents and the ACCP membership. Regents will act consistently with the approved Vision, Mission and values of ACCP, its Board approved Policies & Procedures, the Officer & Board of Regents Code of Conduct and as stewards of the organization. The responsibilities of a Regent include, but are not limited to:

Serve a term of five years, beginning at the end of the ACCP Annual Business Meeting held at the first ACCP Annual Meeting following their election and continuing through the Annual Business meeting five years later.

- b) Obey the Duty of Loyalty by reading and abiding by ACCP's Bylaws, Conflict of Interest Statement and Board Affirmation; treating ACCP materials, discussions and plans, where appropriate, as confidential and recusing oneself from discussions and votes where there is a real or potential conflict of interest.
- c) Communicate ACCP's work and values to the clinical pharmacology community, representing ACCP and acting as an ACCP ambassador to members, non-members and the public.
- d) Acknowledge and actively supporting the Board's responsibilities of 1) determining Mission & Vision; 2) development and updating by consensus the organization's Strategic Plan; 3) ensuring effective planning; 4) monitoring & strengthening programs; 5) ensuring adequate financial resources; 6) protecting assets/providing financial oversight; 7) building a competent Board; 8) ensuring legal and ethical integrity; 9) enhancing ACCP's standing among members and the biomedical community and 9) actively serving on and engaging with at least one ACCP committee.
- e) Acknowledge and observe the Principles of Governance, including, but not limited to, constructive partnership, driven by mission, strategic thinking, culture of inquiry, independent mindedness, ethos of transparency, compliance with integrity, sustaining resources, focused on results, intentional board practices, continuous learning and revitalization.
- f) Obey the Duty of Care by actively participating in the activities of the Board and an ACCP committee, regularly attending Board meetings and committee meetings to which the Regent is assigned, reading materials in advance, preparing for the meeting and actively participating in discussion, including asking questions and requesting information when appropriate.
- g) Obey the Duty of Loyalty, understanding and agreeing that Regents are bound by a fiduciary duty of loyalty to ACCP, which is a standard of faithfulness and giving undivided allegiance to the organization when making decisions affecting ACCP and its membership. This means

never using information obtained as an Officer or Regent for personal gain but acting in the best interests of ACCP. Regents will read and abide by ACCP's Bylaws and Conflict of Interest Statement and the Officer and Regent Code of Conduct, including treating ACCP materials and plans, where appropriate, as confidential. Regents will timely and fully disclose real or potential conflicts of interest and recuse themselves from discussions and votes where a real or potential conflict of interest exists, including as this pertains to a Regent's current, past or known future activities in other organizations as it may impact ACCP.

- h) Obey the Duty of Obedience, acting in the best interests of the society and taking actions that are consistent with its Mission and tax-exempt purpose. Regents will stay informed about the activities of the Board and current issues affecting ACCP and its membership. Regents will participate in and take responsibility for making good-faith decisions on matters placed before the Board, continuously observe fiduciary responsibilities to the organization and adhere to Board approved policies, internal rules and Board issued position statements as well as all applicable federal and state laws and regulations. Regents will complete assigned or additional tasks in a timely, conscientious and professional manner and will work in good faith and respectfully with Officers, ACCP Staff and other Board members as partners toward the efficient and effective achievement of ACCP's goals.
- i) Regents recognize that ACCP operations are the responsibility of the Executive Director, who shall report to the Board as a whole. Regents will acknowledge and respect the Executive Director's authority over and responsibility for the conduct of the day-to-day operations and administration of the society and its business affairs, to hire, manage and direct its Staff and contractors, to determine the organization's day-to-day operational Policies & Procedures and to carry out such Policies & Procedures as developed by Staff in support of the ACCP's operations.
- j) Execute on an annual basis the ACCP Officer and Regent Code of Conduct and Affirmation.

Article IX – Editors-in-Chief of Journals

Section 1: The Board of Regents shall be empowered to establish a Search Committee appointed by the President to conduct a search and recommend the hiring of an Editor-in-Chief for each of ACCP's journals. Upon execution of the hiring contract, the Editors-in-Chief report to the Board.

Section 2: The Editors-in-Chief shall maintain editorial independence; however, on an annual basis, the President and/or other members as designated by the President, including the chair of the Publications Committee, shall review the performance of the Editors-in-Chief. Adjustments to the Editor-in-Chief's compensation up to but not exceeding three % of their current compensation shall reflect the performance review and be subject to the sole discretion of and approval by two-thirds vote of the Board of Regents acting at a meeting where a quorum of the Board is present.

Section 3: Editors-in-Chief who are not sitting Regents or Honorary Regents shall attend Board meetings only for the purpose of providing their reports.

Section 4. Editors-in-Chief shall serve terms as specified within their contract with the possibility of one extension for another term subject to approval by two-thirds vote of the Board of Regents at a meeting where a quorum is present. However, Editors-in-Chief shall not be eligible serve more than two consecutive five-year terms.

Section 5: The Editors-in-Chief will be responsible for maintaining a consistent strong working relationship with the publisher and for recommending the appointment of Associate or Assistant Editors, members of the Editorial Boards of the journals and specific publication policies of the journals.

Article X - Funds

The funds of ACCP shall be derived from dues collected from the membership asset by the Board of

Regents from time to time, as well as from endowments, gifts, donations, grants and bequests to ACCP, and from income from the various meetings, educational courses, publications and such sources as may be agreed upon by the Board of Regents in accordance with the laws governing a non-profit organization.

Article XI - Dues

Section 1: Annual dues, in amounts as shall be determined by the Board of Regents, shall be required of all members of ACCP except Emeritus Fellows or Emeritus Members.

Section 2: Dues shall be billed on a calendar year basis at full amount due. New members approved for membership between April 1st and July 31st of each calendar year shall be required to pay a prorated half-year dues amount in the year that they join.

Section 3: A series of notifications shall be sent during the dues renewals period each year. Members who have not paid in full by a date determined in the renewal schedule shall have their membership cancelled and be notified of the termination of their membership.

Section 4: Members wishing to reinstate their membership after a lapse shall provide their CV and other paperwork, as requested by Staff, to appropriately update their records. Reinstated Members are required to pay a full year of dues for the year they are reinstated.

Section 5: On the recommendation of the Executive Director, Credentials Committee or the President, the dues may be waived for a specific individual of any membership category, in whole or in part, for a specified period, in the case where serious disability or financial difficulties have occurred.

Section 6: The ACCP Honorary Fellowship Award is given to a non-member of ACCP for outstanding and sustained achievements in clinical pharmacology, as approved by the Board of Regents. Recipients of the ACCP Honorary Fellowship Award are not conferred membership in ACCP as a result of receipt of the award.

Article XII - Committees, Task Forces & Working Groups

Section 1: The composition of each of the authorized standing committees of ACCP is specified in these Bylaws, including a general description of the functions and responsibilities of the committees. Any action, recommendation, consideration or decision of any standing committee is subject to review by the Board of Regents.

The chair of each of the standing committees shall be appointed by the President and may be removed by the President upon approval by a two-thirds vote of the voting members of the Board participating at a meeting at which a quorum is present. The President or committee chair of each standing committee may appoint a co-chair and said co-chair may be considered to assume the chair position in a future term. The functions of each committee are described in these Bylaws.

Section 2: The following shall constitute standing committees of ACCP:

- a. The Executive Committee of the Board of Regents shall consist of the President, President Elect, Immediate Past President, Secretary and Treasurer. The Executive Director shall support Executive Committee meetings. In the event that the President appoints a Councilor, the Councilor shall be a Fellow in good standing and shall serve as a non-voting member of the Executive Committee.

The Executive Committee shall exercise all the powers of the Board of Regents where

specific action is required during the intervals between Board meetings. It shall receive, study and react to all committee reports submitted and shall advise the committee chairperson of their subsequent action and recommendations. It shall keep a record of its actions and report these to the full Board of Regents and shall serve as advisor to the President. The Board of Regents, at its next scheduled meeting, shall ratify action taken by the Executive Committee since the last meeting of the Board.

- b. The Credentials Committee shall consist of the chairperson (a Regent) and at least two other Fellows of ACCP. The Credentials Committee shall review the applications for all classes of membership and recommend to the Board of Regents appropriate actions concerning said applications.

It may recommend to the Board of Regents any changes believed necessary to procedural rules or regulations and to review membership relations within ACCP including, but not limited to, controversies, complaints, resignations, dues waivers, non-payment of dues and dues remissions.

- c. The Finance Committee shall consist of five members, including the chairperson and at least four other Fellows of ACCP (one of the Fellows shall be a Regent). The Treasurer of ACCP will also serve as an *ex officio*, non-voting member of the Finance Committee.

The Finance Committee shall be responsible for reviewing and providing recommendations on the annual operating budget prepared by the Executive Director and for recommending to the Board of Regents said annual operating budget for the fiscal year of ACCP (January 1st - December 31st). It shall work with the Executive Director and Treasurer to assure compliance with the established operating budget. It shall also provide advice and guidance in the investment of available funds of ACCP designed to maximize net income and to provide for appropriate cash flow to assure discharge of ACCP financial obligations.

- d. The Nominating Committee shall consist of the President Elect acting as chairperson and at least five Fellows of ACCP (one of the Fellows shall be a Regent).

The Nominating Committee shall 1) solicit nominations from the membership for Fellows to be elected to the Board of Regents, 2) assess and announce the number of positions to be filled and the suggested candidates therefor for approval by the Board of Regents, as specified in Article VII, Section 14 of the Bylaws and 3) provide for the appropriate process to assure fair and open election of Regents to take office for five year terms concurrent with the ACCP Annual Business Meeting.

The Nominating Committee shall further submit to the Board of Regents, a recommended slate of Officers, as specified in Article VII, Section 14 of the Bylaws. This slate shall be presented to the Board in writing at least thirty days prior to the May meeting of the Board of Regents in even numbered years at which meeting votes shall be cast to elect the applicable Officers for two-year terms of office to begin concurrent with the next ACCP Annual Business Meeting.

- e. The Publications Committee shall consist of at least seven members, including the chairperson (a Regent), two Fellows and at least three representatives from the membership at large. The Editors-in-Chief and Associate Editors of each of the ACCP's journals shall serve as *ex officio*, non-voting members of the Publications Committee.

The Publications Committee shall recommend to the Board of Regents policies for all

publications of ACCP including, but not limited to, *The Journal of Clinical Pharmacology*, *Clinical Pharmacology in Drug Development*, proceedings of Symposia and seminars or conferences that may be presented under ACCP auspices.

The Publications Committee shall, through the Editors-in-Chief, maintain relationships with publishing firms as may be designated to provide such services to ACCP.

- f. The Education Committee shall include representation from the various constituencies that make up ACCP's membership, including the chairperson (a Regent) and at least two Fellows and additional representatives from the membership at large.

The Education Committee shall be responsible for recommending educational programs addressing topics related to the mission of ACCP. The committee shall provide necessary guidance to assure the presentation of activities on scientific topics consistent with eligibility for designation for continuing education credits. The Education Committee may also develop and present non-credit programs that meet the needs of other audiences.

ACCP offers educational activities ranging from topics on research and drug discovery to patient care, and some activities do not offer continuing education credit in order to ensure that the educational needs of ACCP's diverse membership are met. All non-industry members of the Education Committee may also serve as members of the Compliance Subcommittee, which shall be responsible for the review and approval of all educational content to ensure that content meets the requirements of ACCP's accrediting entities. Subcommittee members cannot be employees of a commercial interest, as defined by the accrediting entities, nor may they have any disclosures related to the content they are reviewing.

- g. The Annual Meeting Program Committee shall consist of the chairperson and at least four other Members of ACCP, one of whom must be a Regent. The President Elect shall be a non-voting *ex-officio* member of the committee. Each Annual Meeting Program Committee shall have as its primary responsibility and function the development of the activities to be presented at the ACCP Annual Meeting. The chairperson of the Education Committee shall coordinate with the chairperson of the Annual Meeting Program Committee and provide necessary guidance to assure the presentation of activities on scientific topics consistent with eligibility for designation for continuing education credits.

Section 3: Non-standing committees may be assembled to perform specific functions, the responsibilities, charge and duration of such may be specified at the times of their assemblance. The chair of each of the non-standing committees shall be appointed by the President and may be removed by the President upon approval by a two-thirds vote of the voting members of the Board participating at a meeting at which a quorum is present. The President or committee chair of each non-standing committee may appoint a co-chair and said co-chair may be considered to assume the chair position in a future term. All non-standing committees shall consist of a chairperson and at least two or more representatives of ACCP membership.

Section 4: The President or his/her designee shall be a non-voting *ex officio* member of all committees and must be apprised of all committee meetings and their deliberations in writing.

Section 5: The role of all committees is advisory and any recommendation made by a committee is subject to the approval of the Board of Regents.

Section 6: Standing and non-standing committees are seated biannually on even years and assume

their roles following the ACCP Annual Business Meeting at the ACCP Annual Meeting. .

Section 7: No person shall serve on more than one standing or non-standing committee at the same time, nor for more than six years consecutively on the same committee (excluding the Executive Committee and Board of Regents, see Article V, Section 2), unless special circumstance approved by the President.

Section 8: Task forces are formed to evaluate and propose solutions for strategic objectives. Members of the task forces are selected from the Board and may also be comprised of other ACCP members selected based on professional achievements or expertise related to the goal(s) of the task force. The task force is a short-term commitment involving meeting frequently over several months to assess and compile recommendations that will be presented to the Board for consideration. Task forces shall consist of a chairperson and at least two or more representatives of ACCP membership.

Section 9: Working groups are short-term groups formed to undertake specific projects and are discontinued after the completion of the project. They may be formed from any specific committee or from across the organization by invitation based on interest or expertise. Working groups may be assembled to perform specific functions, the responsibilities, charge and duration of such may be specified at the time of their assemblance. Working groups shall consist of a chairperson and at least two or more representatives of ACCP membership.

Article XIII - Business Meetings

Section 1: The ACCP Annual Business Meeting shall be held at times and places determined by the Board of Regents. Notice of the time and place of the ACCP Annual Business Meeting shall be made available to all members of ACCP as soon as the information is available.

Section 2: Not less than five % of the voting members in good standing shall be necessary for the transaction of any business at any Annual Business Meeting of the ACCP. Voting members of the ACCP may vote in person or by proxy on matters properly placed before the membership for a vote.

Article XIV - Chapters & Affiliates

Section 1: Chapters of ACCP may be established in any local region or city within the US. Affiliates of ACCP may be established in foreign countries. Chapters and Affiliates of ACCP shall promote the Vision and Mission of ACCP, conduct themselves and their activities in a manner consistent with the ACCP's tax-exempt purposes and provide a forum in a specific geographic area where all those interested in the advancement of clinical pharmacology may meet in professional and personal fellowship. All Chapters & Affiliates must be approved by the Board of Regents to become formally affiliated with ACCP. Student Chapters may also be established at accredited universities in the US by qualified faculty who are Members of ACCP in good standing and who are willing to serve as Chapter Advisor.

Each Chapter shall have Officers consisting of a President, Secretary and Treasurer. All of the said Officers must be Members of ACCP. Each Chapter must have a minimum membership of five ACCP Members at its inception. Thereafter, each Chapter must be comprised of at least ten ACCP Members. In order to receive funding, Student Chapters must have a minimum of ten Student Members.

Each Chapter must maintain Operating Procedures. Such Operating Procedures of a Chapter may not be in conflict with ACCP's Bylaws, Board approved policies or procedures. Each Chapter's Operating Procedures must be approved in writing by ACCP's Board of Regents, which shall also approve any changes to a Chapter's Operating Procedures before such changes may take effect.

A Chapter shall not be a separate legal entity or association. Chapters shall exist as a division of ACCP and pursuant to these Bylaws. A Chapter's Operating Procedures are intended solely to provide for the appropriate operation and control of the Chapter. Each Chapter of ACCP shall be organized, and at all times operated, exclusively for the benefit of, and to carry out the purposes of ACCP. No Chapter shall engage in any activity proscribed to ACCP or engage in any activity that would violate the tax-exempt status of ACCP.

A Chapter shall have no authority to obligate ACCP or in any way act as its agent without the specific and prior written approval of ACCP's Board of Regents. A Chapter may expend funds only in furtherance of the exempt purposes of ACCP.

Each Chapter shall submit an Annual Report to ACCP at the end of each calendar year. At a minimum, the Annual Report shall include: (i) an itemized listing of all revenue and expenses of the Chapter for the period beginning January 1st and ending December 31st of any given year and (ii) a cash reconciliation for that period. The income, expenses, assets and liabilities of all Chapters shall be included in ACCP's financial statements and all other records of ACCP that require inclusion of such information.

A Chapter Agreement may be terminated by either party upon sixty days prior written notice to the non-terminating party, or will terminate automatically upon 1) the Chapter becoming insolvent, bankrupt, or unable to pay its debts and other obligations as they become due; 2) the Chapter failing or refusing to carry on substantial activities and programs; 3) the Chapter engaging in conduct or activities inconsistent with the tax exempt purposes or mission or policies of ACCP and 4) the Chapter commits a material and uncured breach of its duties and obligations under the Chapter Agreement.

Section 2: An Affiliate shall be granted by ACCP a limited, royalty-free, geographically-limited and revocable license to utilize the name American College of Clinical Pharmacology® and acronym ACCP and/or ACCP logos or designs, collectively known as ACCP marks, only when referring to or identifying the Affiliate as an entity affiliated with ACCP and when engaged in qualified activities within the geographic area specified by the Agreement. Use of the ACCP name, acronym or logos by the Affiliate are governed by the Affiliate Agreement. A violation of such limited license shall be grounds for revocation of the license and the Affiliate's Agreement with ACCP.

The Affiliate must adhere to certain ACCP-imposed conditions as are specified in the Affiliate Agreement.

The Affiliate will have membership categories and will operate as set forth in the Affiliate's Bylaws or other operating and legally operative documents, updated copies of which will be provided to ACCP upon request. Affiliate Bylaws shall not materially conflict with those of the ACCP.

The Affiliate agrees to submit an annual written report to the ACCP that includes: 1) a detailed summary of the Affiliate's year end finances provided to ACCP Executive Director by March 1st of each year for the prior calendar year; and 2) an Affiliate activities report provided to the ACCP Executive Director no later than March 1st each year, summarizing the events, programs and activities for the previous calendar year carried on by the Affiliate in its capacity as an entity Affiliated with the ACCP.

An Affiliate Agreement may be terminated by either party upon sixty (60) days prior written notice to the non-terminating party, or will terminate automatically upon 1) the Affiliate becoming insolvent, bankrupt, or unable to pay its debts and other obligations as they become due; 2) the Affiliate failing or refusing to carry on substantial activities and programs; 3) the Affiliate engaging in conduct or activities inconsistent with the tax exempt purposes or mission or policies of ACCP and 4) the Affiliate commits a material and uncured breach of its duties and obligations under the Affiliate Agreement.

Article XV - Amendments

Section 1: Amendments to the ACCP Bylaws may be proposed by any Officer or member of the ACCP Board of Regents. The ACCP Bylaws may be repealed, modified, altered or amended, or new Bylaws adopted at any regular or special meeting of the ACCP Board of Regents where a quorum is present, by not less than a two-thirds majority vote of the members of the Board of Regents present and voting, provided that no such change shall take effect unless such proposed change(s) to the Bylaws is/are submitted to all members of the Board of Regents by mail, facsimile or electronic mail at least thirty days before the date of the Board of Regents meeting at which the proposed change is to be acted upon. Notice of the proposed change(s) must be included in the notice of the Board meeting. At the reasonable discretion of the Board of Regents, during such thirty-day notice period, the proposed amendment(s) may be circulated by electronic mail to the ACCP voting membership for comment. Approval of voting members of the ACCP shall not be required for approval by the Board of Regents of the proposed Bylaw amendment(s).

Section 2: The Board of Regents may not repeal, modify, alter or amend Article XVII of the Bylaws (Dissolution) except upon a two-thirds majority vote of the ballots cast by qualified voting ACCP members and pursuant to a thirty-day notice and ballot sent to each ACCP Member setting forth the nature of the proposed amendment to Article XVII.

Section 3: The complete text of these Bylaws shall be made available to the full membership of ACCP.

Article XVI - Indemnification

Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding") by reason of the fact that he or she is or was an Officer of the ACCP or a member of the ACCP Board of Regents or such other person(s) so designated by the Board of Regents, or the legal representative of such person, shall be indemnified and held harmless by the ACCP to the fullest extent permitted by the laws of the District of Columbia, though not in excess of the actual amount of the ACCP's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in relation to matters as to which he/she shall be found guilty of gross negligence, willful or intentional misconduct or a knowing violation of criminal law in respect of the matters in which indemnity is sought, and such indemnification shall continue as to a person who has ceased to be an Officer, member of the Board of Regents or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Regents approves such settlement and reimbursement as being in the best interests of the ACCP.

Article XVII - Dissolution

Section 1: Dissolution, merger or a change of name of the ACCP shall be initiated by a proposal placed before the Board of Regents by a member of the Board. The Board of Regents may adopt the proposal upon a two-thirds majority vote of the voting members of the Board of Regents. Upon adoption, the Board shall recommend such proposal in writing to the voting membership of the ACCP. Those ACCP members entitled to vote shall be provided with not less than thirty days written notice of the proposal and the recommendation of the Board of Regents. The proposal shall be deemed adopted and approved by the membership upon receipt of a two-thirds majority vote of those voting members submitting ballots either at a meeting of the ACCP membership at which a quorum is present or by electronic mail or USPS mail

ballot received by the ACCP within thirty days of the date of the written notice setting forth the proposal and recommendation of the Board.

Section 2: In case of dissolution, the Board of Regents shall, after either paying or providing for the payment of all liabilities of the corporation, dispose of all remaining assets of the corporation to either an organization or organizations whose missions are exclusively for charitable, educational or scientific purposes and which at the time qualify under §501(3) of the Internal Revenue Code of 1986, or any subsequent provision or substitution in the United States Internal Revenue Code.