

**AMERICAN ASSOCIATION OF PHARMACEUTICAL SCIENTISTS
BYLAWS**

Approved February 2018

ARTICLE I. NAME

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

ARTICLE II. MEMBERSHIP

Section 1. Members.

- A. Any individual who supports the objectives of AAPS and is willing to contribute to the achievement of those objectives is eligible for membership. The Board of Directors may establish member categories as it deems necessary or desirable in furtherance of AAPS.
- B. Applications for membership shall be in writing and shall be submitted to the Executive Director for consideration in accordance with procedures established by the Board of Directors.

Section 2. Membership Categories

Members in all categories shall have all of the privileges of membership, including the right to vote and hold office. Members in all categories shall pay dues, fees and assessments as determined by the Board of Directors. The Board of Directors may establish or rescind different categories as necessary.

Section 3. Membership Benefits and Services.

Membership benefits and services shall be those established by the Board of Directors. The Board of Directors may add, delete, or adjust membership benefits and services by member category as it deems necessary or desirable in furtherance of AAPS 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 Board of Directors, accessible and available to members, and permitted by applicable law on all matters as to which they have the right to vote.

Section 4. Termination of Membership.

- A. Any member may voluntarily terminate membership by written notice to AAPS.
- B. AAPS may terminate the membership of any member for failure to pay required dues or violation of standards of membership conduct adopted by the Board of Directors. Such terminations of membership shall be effective at the convenience of AAPS in accordance with procedures established by the Board of Directors, and shall terminate the right of any member to all membership benefits and services.
- C. A Member whose membership is terminated for any reason shall be responsible for the payment of all unpaid dues, fees and assessments.

ARTICLE III. AFFILIATED ORGANIZATIONS

Organizations may be designated by the Board of Directors as AAPS Affiliates. AAPS Affiliates shall have such privileges and obligations as the Board of Directors may determine.

ARTICLE IV. OFFICERS

Section 1. Officers.

AAPS officers shall be the President, President-elect, Treasurer, Immediate Past President, and the Executive Director. The President, President-elect, Treasurer, and Immediate Past President shall be AAPS members.

Section 2. President.

The President shall be Chair of the Board of Directors. The President shall perform such other duties as may be assigned by the Board of Directors. The President shall progress to the position of Immediate Past President upon completion of the term as President.

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 Board of Directors. The President-elect shall progress to the position of President upon completion of the term as President-elect.

Section 4. Treasurer.

The Treasurer shall review the financial records periodically, recommend financial policy, and report to the Board of Directors at specified times annually. The Treasurer shall oversee the financial activities of the Executive Director who shall be responsible for the day to day financial operation and budgeting of AAPS.

Section 5. Immediate Past President.

The Immediate Past President shall perform such duties as may be assigned by the Board of Directors.

Section 6. Executive Director.

The Executive Director shall serve as the chief business officer of AAPS and shall be appointed and employed by AAPS on such terms and conditions as approved by the Board of Directors. This individual shall act as Corporate Secretary and will perform such duties as may be assigned by the Board of Directors. The Executive Director shall be responsible for working with the Treasurer in the administration of AAPS finances and budgeting processes.

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 V. BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the elected officers, and five (5) elected members-at-large, and the Executive Director, who shall serve in an ex-officio capacity without a vote, and shall not be counted for the purpose of establishing a quorum. All members of the Board of Directors, except for the Executive Director, shall be members of AAPS. In these Bylaws, the term Director refers to any elected member of the Board of Directors.

Section 2. Duties and Authority.

The Board of Directors shall serve as the corporate board of directors and shall be responsible for the governance of AAPS affairs, including, but not limited to, any specific duties stated in these Bylaws. It shall determine AAPS policy and shall oversee and approve all AAPS programs and activities.

Section 3. Board of Directors Meetings.

- A. The Board of Directors shall meet at least annually at whatever time and place it selects, and at any other times as is needed.
- B. Board of Directors meetings may be called by the Chair, or by a written request of four or more Directors sent to the Executive Director.
- C. The Executive Director shall provide the Directors with at least seven (7) days' notice of all regular and special Board of Directors meetings.
- D. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.
- E. The presence of a simple majority of all Directors shall constitute a quorum. When a quorum is present, a majority of Directors present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Voting by mail, telephone and electronic mail is permitted.

Section 4. 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 two (2) terms as a member-at-large.

Section 5. Removal.

A Director may be removed for adequate reason by a two-thirds vote of the remaining Directors. No less than thirty (30) days prior to the date that the removal vote is to be taken, the Director shall be provided written notice of the reason for removal, and given the

opportunity to answer the charges in writing if the vote is to be taken by mail or email, or in person if the vote is to be taken at a regular or special meeting of the Board of Directors.

ARTICLE VI. ELECTIONS

Section 1. Nominations.

The Board of Directors shall appoint a Nominating Committee which shall nominate individuals for President-elect, for each member-at-large of the Board of Directors to be elected and for Treasurer when necessary. Appointments to the Nominating Committee may be made from by petition according to procedures established by the Board of Directors.

Section 2. Election Schedule and Procedures.

The President-elect, Treasurer, and the members-at-large of the Board of Directors shall be elected by a vote of the voting membership. The vote shall be conducted according to a schedule and procedures established by the Board of Directors. Elections may be conducted by any method approved by the Board of Directors, permitted by these Bylaws and applicable law.

Section 3. Installation.

Newly elected Directors shall be installed at the annual meeting of the members and shall begin their term at the conclusion of the annual meeting.

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 Board of Directors 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 Director shall be filled on a *pro tem* basis by an AAPS member appointed by the Board of Directors. Any AAPS member so appointed shall serve until a successor is duly appointed or elected and is installed for a regular term as provided by these Bylaws.

ARTICLE VII. COMMITTEES

Section 1. Committees.

The Board of Directors shall appoint the Chairs of committees, task teams, or other working units as may be deemed necessary or desirable by the Board of Directors. Committees, task teams, or other working units shall have such number of members and such duties and authority as the Board of Directors may establish. The composition of the units and their members will be determined in their Committee Charters, which shall be approved by the Board of Directors. The Board of Directors may dissolve committees, task forces, or working units that are no longer needed.

Section 2. Quorum.

A majority of the members of any committee, task team or other working unit shall constitute a quorum for the transaction of business.

Section 3. Committee, Task Team or Working Unit Voting Other than at a Meeting.

Any question which might be decided by vote taken at any meeting may be decided by vote taken by mail, FAX, email, telephone or other means as approved by the Board of Directors.

ARTICLE VIII. OTHER MEMBER GROUPS

The Board of Directors may establish member groups 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 Board of Directors.

ARTICLE IX. MEETINGS

Section 1. Annual Meeting.

AAPS shall schedule at least one national meeting of the membership annually to be held at such time and place as approved by the Board of Directors.

Section 2. Special Meetings.

AAPS may hold special meetings as shall be approved by the Board of Directors. The time and place, program and order of business for each special meeting shall be approved by the Board of Directors.

Section 3. Electronic Meetings.

An annual or special meeting of the members may be held by means of the internet or other electronic communication technology provided that the technology permits the members to have the opportunity to read or hear the proceedings concurrently with their occurrence, pose questions, make comments, and vote on matters submitted to the members.

Section 4. Notice

The Executive Director shall provide all voting members with at least fourteen (14) days' notice of the Annual Meeting and special meetings of the membership. Notice may be given by mail or electronic communication.

ARTICLE X. FINANCES

Section 1. Budget.

The Executive Director and the Treasurer shall prepare jointly an annual fiscal year budget to be submitted to the Board of Directors for review and approval.

Section 2. Dues.

AAPS dues shall be established by the Board of Directors.

Section 3. Financial Administration.

The Treasurer, with the assistance of the Executive Director, shall be responsible for the continuing administration of AAPS financial affairs.

ARTICLE XI. PARLIAMENTARY AUTHORITY AND PRECEDENCE

Section 1. Parliamentary Authority.

Robert's Rules of Order, Newly Revised shall serve as the parliamentary authority for the conduct of all AAPS official business.

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 Board of Directors whose decisions shall be binding on all interested parties.

ARTICLE XII. INDEMNIFICATION

AAPS shall indemnify any Board of Directors 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 Board of Directors member, officer, committee chair or employee, except in relation to matters as to which the officer, Board of Directors 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 Board of Directors member or officer or employee may be entitled, under any Bylaw, agreement, and vote of the Board of Directors or members or otherwise.

ARTICLE XIII. AMENDMENTS

Each proposed amendment of these Bylaws, with the advice of counsel and the approval of the Board of Directors, shall be submitted by ballot to all AAPS members entitled to vote. Ballots may be in whatever form is deemed by the Board of Directors to facilitate the voting procedure. Executed ballots must be received by AAPS by the date and time 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) positive majority of votes cast.

ARTICLE XIV. NOTICE

Any previous notice required to be provided a member may be given by placing the notice in a print or digital 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 AAPS. Previous notice provided by either method shall be deemed conclusively to be actual notice to members.