

**Bylaws of the
Northern California Chapter
Association of Clinical Research Professionals, Inc.**

**Article 1
Name and Affiliation**

Section 1.1. Name. The name of this organization is Northern California Chapter of the Association of Clinical Research Professionals ("NCCACRP") and doing business as Northern California Chapter (San Francisco Bay Area) ["NCC (SF Bay Area) ACRP"] (herein referred to as the "CHAPTER").

Section 1.2. Affiliation. The CHAPTER has been granted a charter to be a chapter of the Association of Clinical Research Professionals (herein referred to as the "ASSOCIATION" or "ACRP"), and as such is affiliated with ACRP, in the manner set forth in these Bylaws and pursuant to a Chapter Affiliation Agreement entered into between CHAPTER and ACRP.

Section 1.3. Relationships. The Chapter is a separate legal entity from ACRP. The CHAPTER shall not hold itself out to the public as an agent of ACRP without express written consent of ACRP. The CHAPTER shall not contract in the name of ACRP without express written consent of ACRP.

Section 1.4. Purpose. The CHAPTER shall at all times have the same purposes as those of ACRP, and as such, shall support clinical research professionals through membership, training and development, and certification preparation. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the ASSOCIATION.

Section 1.5. Tax Status. ACRP is recognized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The CHAPTER is included in ACRP's group tax-exemption, and agrees to provide any materials requested by ACRP in connection with such group tax-exemption, and shall operate at all times in a manner consistent with the requirements of Section 501(c)(3).

**Article II
Membership**

Section 2.1. General.

- a) Membership in the CHAPTER is limited to individuals holding membership in good standing of the ASSOCIATION who are in compliance with the ASSOCIATION's rules and regulations and who have paid membership dues to the ASSOCIATION, as well as any CHAPTER membership dues charged by the CHAPTER. A CHAPTER member in good standing is one who meets the requirements for membership, and whose CHAPTER dues are paid for the membership year.
- b) Revocation or suspension of membership by the ASSOCIATION shall automatically constitute revocation or suspension of membership in the CHAPTER.

Section 2.2. Voting Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the CHAPTER membership, and (ii) serve as an Officer of the CHAPTER. All references herein to membership voting shall be references applying to Active Members only. Each Active Member shall have the right to cast one (1) vote on each matter brought before the membership.

Section 2.3. Dues. Dues, fees, and terms of CHAPTER membership will be set by the CHAPTER Board of Directors, not to exceed \$45. CHAPTER membership is not transferable.

Section 2.4. Regular Meetings. Regular meetings of the membership shall be held at a time and place as determined by the Board of Directors.

Section 2.5. Annual Meeting. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors.

Section 2.6. Special Meeting. A special meeting of the members may be called by the Board of Directors, the President, or upon the request of twenty-five percent (25%) of the voting membership.

Section 2.7. Notice; Waiver. Notice of any meeting of the membership shall be transmitted to each member by electronic mail or other mode of written transmittal, not less than ten (10) and not more than sixty (60) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 2.8. Quorum; Act of the Members. The presence of one third of the voting membership, either in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the voting members present at a meeting at which there is quorum, shall be necessary for the adoption of any matter voted on by the members, except to the extent that the Chapter's Articles, these Bylaws, or applicable state law may require a greater number.

2.9. Resignation. A member may resign from Chapter membership by submitting a written resignation to the Board of Directors; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Article III Board of Directors

Section 3.1 Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the CHAPTER and in general exercise all powers of the CHAPTER. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws, the Chapter Affiliation Agreement, and applicable law.

Section 3.2 Officers. The following shall be the Officers of the CHAPTER: President, Immediate Past-President, Vice President, Secretary, and Treasurer. The Officers (also referred to as the Executive Board) shall serve on the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).

Section 3.3. Composition and Qualifications. The Board of Directors shall be made up of the Officers specified in Section 3.2, and the respective Chairs of each Committee. Individuals seeking to serve on the Board of Directors must be CHAPTER members in good standing as specified in these bylaws. Board

members are required to maintain membership in ACRP at all times during their service on the Board of Directors.

Section 3.4. Terms. Board members serve terms of 2 years. Board members may serve no more than 3 consecutive terms in the same position.

Section 3.5. Elections and Voting. Members of the Board of Directors are elected by the voting members voting where a quorum is present, and the candidate receiving the most votes for each vacant position shall be elected to the respective position. The Board of Directors shall determine the procedure for nomination of candidates. Mail or electronic ballots can be used for the election of the Board of Directors provided the CHAPTER has had at least one in-person meeting that year.

Section 3.6. Quorum. A simple majority of the total Board of Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors, except to the extent that the Articles of Incorporation, these Bylaws, or applicable state law may require a greater number.

Section 3.7. Vacancies. Any vacancy in the Board of Directors may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 3.8. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the CHAPTER except as prescribed otherwise in these Bylaws or other governing instruments of the CHAPTER. By signed petition, ten percent (10%) of the members in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 3.9. Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting, the notice of which meeting states that the purpose, or one of the purposes, of the meeting is to consider removal of the Officer or Director. The Officer or Director shall be entitled to notice of the proposed removal, and a due process hearing prior to any termination action being imposed.

Section 3.10. Compensation. Officers and Directors do not receive compensation for their services but may be reimbursed by the CHAPTER for reasonable expenses incurred in connection with their service on the Board of Directors.

Section 3.11. Duties of Officers. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the CHAPTER Board. The position descriptions are subject to change as deemed necessary by the President and/or the CHAPTER Board of Directors.

- a) **President.** The President shall preside at the meetings of the members and of the Board of Directors. The President shall direct the CHAPTER and have charge and supervision of the affairs and business of the CHAPTER, subject to the ultimate management authority of the Board of Directors.
- b) **Immediate Past President.** The Immediate Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

- c) Vice President. The Vice President shall assist and collaborate with the President as needed including performing activities of the President when requested by the President.
- d) Treasurer. The Treasurer shall be responsible for the financial affairs of the CHAPTER, including all required filings. These responsibilities shall include financial reports to the Board of Directors and coordinating arrangements for the annual examination or review of the accounts as may be required by the Board.
- e) Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the CHAPTER and shall be responsible for providing notice for all such meetings. The Secretary shall maintain the records of the CHAPTER.

Article IV Committees

Section 4.1. Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. Committee members may include current Board or non-Board members.

Section 4.2. Organization. Committees are established by resolution of the Board of Directors.

Section 4.3. Committee Chairs. Appointment of Committee Chairs is the responsibility of the President. Special Committees or task forces may be organized by the President to meet particular CHAPTER needs.

Article V Parliamentary Procedures

Meetings of the CHAPTER shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the applicable state law and the Bylaws of the CHAPTER.

Article VI Amendment of Bylaws

The bylaws may be amended by a majority vote of the Board of Directors where a quorum is present, except for amendments requiring approval of the membership under CA law. In the latter case, the Bylaws may be amended by a majority vote of the members present at any meeting at which quorum exists and in which required notice has been met. No amendment shall be effective unless and until approved by the ACRP Executive Director or his/her designee as being in furtherance of the purposes of ACRP and not in conflict with ACRP Bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the ACRP Executive Director or his/her designee.

Article VII Chapter Dissolution

The CHAPTER may be dissolved by a vote of 80% of CHAPTER members in good standing. Upon dissolution of the CHAPTER, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the CHAPTER'S remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes similar to the purposes for which CHAPTER is organized and operated, as agreed upon by the Board of Directors. Any such dissolution shall not be effective, and winding down of the CHAPTER'S business shall not commence, until approved by the ACRP Executive Director or his/her designee.

Article VIII
Withdrawal of Affiliated Chapter Status

Affiliated CHAPTER status may be withdrawn by ACRP Executive Director or his/her designee as a representative of the ACRP Board of Trustees upon finding that the activities of the CHAPTER are inconsistent with the most recent version of ASSOCIATION's CHAPTER Chapter Affiliation Standards & Expectations ("CASE") or contrary to the best interests of ASSOCIATION. Prior to withdrawal of such status, the CHAPTER shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the ASSOCIATION with a written response to such a proposal within a sixty (60) day period. After withdrawal of CHAPTER status, the ASSOCIATION may cause a new CHAPTER to be created, or, with the consent of the ACRP Executive Director or his/her designee and the consent of the body which has had CHAPTER status withdrawn, may re-confer CHAPTER status upon such body, if such body demonstrates that its activities will be consistent with the CASE and in the best interests of ASSOCIATION.

Ratified by the Membership of Chapter and signed by:

By: 
Bonnie Miller, Chapter President

Approved By: 
ACRP Executive Director of Executive Director Designee