

**BYLAWS OF THE AMERICAN COLLEGE OF
CLINICAL PHARMACOLOGY**
(In support of the Revised Constitution ratified November, 2015)

ARTICLE I—Membership

Section 1: Applications for Fellowship, Membership or Student Membership shall be submitted to the College Executive Office. The completed application, together with a current Curriculum Vitae (CV), and in the case of Fellowship application, two (2) letters of recommendation from other Fellows, or in the case of a Student, some form of verification of student status, shall be submitted. Applications for Membership and Student Membership 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. 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 of the College following the Board meeting.

Section 2: Applications for status of Emeritus Fellow or Emeritus Member shall be submitted to the Executive Director of the College by those who meet the requirements for this status outlined in Article IV, Section 3c of the Constitution. 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. Reinstating Members are required to pay a full year of dues for the year they are reinstating.

Section 3: Members and Fellows of the College may be expelled for conduct detrimental to the dignity or inconsistent with the purposes of the College. Such action may be initiated by the Credentials Committee. The concerned Member or Fellow shall receive notification of such action in writing at least 60 days in advance of a Regents meeting that shall consider the action. He/she shall have the right to appear before the Credentials Committee to defend him/herself. The recommendation of the Credentials Committee shall be presented to the Board of Regents at a regularly scheduled meeting. The charged Member or Fellow shall have the right to appeal the Credentials Committee's recommendation to the Board of Regents. The Board of Regents retains the right of final decision. A motion to expel by the Board requires a 2/3 vote of all members of the Board. Nothing in this section shall infringe on the right of free speech, the right to due process or the opportunity for gainful employment for the Member or Fellow under consideration for being expelled.

ARTICLE II—Officers

Section 1: The President shall preside at regular and special meetings of the College, of the Board of Regents and of the Executive Committee. He/she shall nominate all chairpersons of Standing Committees and shall be an *ex officio* member of all Standing Committees.

Section 2: 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 his/her term of office.

Section 3: 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.

Section 4: The Secretary shall sign official documents and certificates of the College, as required. The Executive Director and Secretary shall cause all proceedings of the College Annual Meeting, Business Meeting and meetings of the Board of Regents to be recorded, transcribed and maintained in official archives of the College.

Section 5: The Treasurer shall be responsible for the receipt, disbursement and accounting for all funds of the College and shall be an *ex officio* member of the Finance Committee. The Treasurer shall make a

financial report at each meeting of the Board of Regents and shall cause a proper audit of all College financial activities at the end of each fiscal year. A detailed statement of the financial condition of the College shall be presented at each Annual Business Meeting of the College.

Section 6: In the event of the death, resignation, disability or absence of the President Elect, Secretary or Treasurer, a replacement shall be elected by the Board of Regents. Election of successors shall be in accordance with provisions of Article V, Section 2 of the Constitution.

Section 7: Officers are elected from the ranks of the active or past Regents. Active Regents retain that status during their terms of office. Upon completion of such terms, they shall continue as members of the Board of Regents for the remainder of their unexpired term of office.

Section 8: 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 activities of the Executive Offices of the College, maintaining all records of membership, college property and inventories, financial and accounting matters and such other records, functions and activities as shall be necessary to advance the interests and programs of the College.

ARTICLE III—Dues

Section 1: Annual dues, in amounts as shall be from time to time determined by the Board of Regents, shall be required of all Members of the College except Emeritus Fellows and Emeritus Members.

Section 2: Dues shall be billed on a calendar year basis at full amount due. New Members admitted to membership beyond the start of each calendar year shall be required to pay a proportionate dues amount.

Section 3: On recommendation of the Credentials Committee, the President or the Secretary, the dues may be waived for a specific Member or Fellow, in whole or in part, for a specified period, in the case where serious disability or financial difficulties have occurred.

Section 4: Initial invoices for dues renewals shall be sent as specified on an annual basis. Members shall receive multiple electronic and postal notifications regarding payment until dues are paid. Members who are not paid by a date determined in the renewal schedule shall have their membership cancelled and be notified as such.

Section 5: 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. Reinstating Members are required to pay a full year of dues for the year they are reinstating.

ARTICLE IV--Board of Regents

Section 1: The duties of the Board of Regents, elected in accordance with provisions of Article VI of the Constitution, 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 the College. In their corporate role they shall:

- a. Oversee the transaction of business required to fulfill the purpose and objectives of the College.
- b. Regulate and conserve the property interest of the College.
- c. Approve or disapprove the recommendations of Standing and other Committees.
- d. Oversee all expenditures of the College.

- e. Fix annual dues for all membership categories.
- f. Adopt, as necessary, procedural rules and regulations for the election of Members and Fellows including the initiation or withdrawal of additional classes or qualifications for membership now provided in the Constitution.
- g. Confirm recommendations of the President in the creation or appointment of Committees and their chairpersons.
- h. Elect or confirm the appointment of Editors for College publications and act upon recommendations from the Editors and the Publications Committee on matters of policy concerning the College's publications.
- i. Elect or confirm Honorary Fellows as recommended by the Honors and Awards Committee.
- j. Transact all business not otherwise provided for in the Constitution or these ByLaws and to delegate to the Executive Director the authority necessary to conduct the ongoing administrative functions of the College as may be necessary for continuity and good order.
- k. Consider any proposal for dissolution, merger or change of name prior to presentation to the membership as specified in Article XI of the Constitution. Such a proposal must be passed by a 2/3 majority of the Board of Regents present and voting at a regular or special meeting of the Board of Regents.

Section 2: A minimum of one more than one-half of the active 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 3: Secure electronic ballots on specific resolutions with background information shall be circulated to the Board of Regents prior to any meeting or transaction of business. Return of such ballot marked Yes or No shall constitute representation of the Regents for quorum purposes.

Section 4: Regular meetings of the Board of Regents shall be held three times per year, normally in the months of January/February, May and September/October. The September/October meeting will normally occur on the day immediately preceding the start of the Annual Meeting of the College. Specific dates for Regents 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 5: 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 6: 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 the Constitution and 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 and Immediate Past President, Regents elected as President Elect will be replaced by an election process as described by the Constitution and ByLaws.

Section 7: In the event of a vacancy on the Board of Regents occurring after the Regents Election and before January 15 of the following year, the candidate with the next highest number of votes in the most recent Regents 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 15 of the following year, a replacement Regent shall be sought through the normal election process of the College.

ARTICLE V--Standing Committees

Section 1: The composition of each of the authorized Standing Committees of the College is specified in Article VIII of the Constitution. These ByLaws describe the general functions and responsibilities of these committees. Any action recommendation, consideration or decision of any committee is subject to review by the Board of Regents.

Section 2: The Executive Committee shall exercise all the powers of the Board of Regents where specific action is required during the period 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.

Meetings may be called at any time by the President or by three members of the committee by written request to the President.

Section 3: The Credentials Committee shall review the applications for all classes of membership and recommend to the Board of Regents appropriate actions concerning candidates for admission to the College.

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

Section 4: The Finance Committee shall be responsible for reviewing and providing recommendations on the annual budget prepared by the Executive Director and for recommending to the Board of Regents an annual operating budget for the fiscal year of the College (January 1- December 31). It shall monitor the revenues and expenditures of the College together 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 the College designed to maximize net income and to provide for appropriate cash flow to assure discharge of College financial obligations.

Section 5: The Nominating Committee shall 1) solicit nominations from the membership for Fellows to be elected to the Board of Regents, 2) announce the slate of offices to be filled and the suggested candidates thereto and 3) provide for the appropriate process to assure fair and open election of Regents to take office for five (5) year terms concurrent with the Annual Business Meeting of the College. Ballots to accomplish such elections shall be submitted to the Membership not less than 60 days prior to the Annual Meeting. This committee shall further submit to the Board of Regents, a recommended slate of Officers and Regents, as specified in Articles V and VI of the Constitution. This slate shall be presented to the Board in writing at least 30 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 Annual Business Meeting of the College.

Section 6: The Publications Committee shall recommend to the Board of Regents policies for all publications of the College 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 College auspices.

The Publications Committee shall nominate candidates for the positions of Editor of the College's publications and make specific recommendation of compensation to be provided to such persons. The Publications Committee shall, through the Editors, maintain relationships with such publishing firms as may be designated the responsibility of providing such services to the College. The Editors will be responsible

in turn for the appointment of Associate or Assistant Editors, members of the Editorial Boards of the journals and specific publication policies of the journals.

Section 7: The Education Committee shall be responsible for recommending educational programs addressing topics related to the mission of the College. 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.

Section 8: Each Annual Meeting Program Committee shall have as its primary responsibility and function the development of the activities to be presented at the Annual Meeting of the College. The Chairperson of the Education Committee shall coordinate with the Chairperson of the 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 9: Individuals may receive the ACCP Honorary Fellowship Award for outstanding and sustained achievements in clinical pharmacology, as voted upon by the Board of Regents. Such individuals may or may not be Members of the College. Current Members of the College that receive the ACCP Honorary Fellowship Award shall continue to be assessed dues at the fee consistent with their membership category. Non-member recipients of the ACCP Honorary Fellowship Award are not conferred membership in the College related to the receipt of the award.

Section 10: All other non-standing committees may be appointed by the President to perform required appropriate functions and responsibilities as determined by the President. The role, charge and timing of such committees shall be specified at the times of their appointment.

Section 11: The role of all Committees is advisory and any recommendation made by the Committees are subject to the approval of the Board of Regents.

Section 12: Committees are seated biannually on even years and assume their roles following the Annual Business Meeting at the Annual Meeting.

ARTICLE VI--Amendments

Section 1: Amendments by addition, deletion or change of any provision of these ByLaws may be made by appropriate action of the Board of Regents. Such amendments may be proposed by any member of the Board by submission in writing to all Board members at least 30 days prior to a regular meeting of the Board. A copy of the recommended amendment should be submitted to the Executive Director for inclusion as an agenda item. After adequate discussion of the amendment at the Board meeting, a motion to accept, revise, reject or table may be made in accordance with standard business procedures, but such motion must have the affirmative support of not less than 2/3 of the Board of Regents present and voting.

Section 2: The complete text of the ByLaws shall be made available to the full membership of the College.

ARTICLE VII-Indemnification

Section 1: The College shall indemnify and hold harmless, to the fullest extent allowed under the law of the District of Columbia, present and future members of the Board of Regents or, any committee, Officers or members of the College's administrative Staff including the Executive Director, from and against any and all liability, expenses (including attorneys' fees), claims, judgments, fines and amounts paid in settlement, actually incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including but not limited to any action by or in the right of the College), to which such person is, was or at any time becomes, a party, or is threatened to be made a party, by reason of the fact that such person is, was or at any time becomes, a member of the Board of Regents, of a Committee, Officer or member of the Staff, including the Executive Director, of the College, or is or was serving or at any time serves at the request of the College, as a member of the

Board of Regents (or such equivalent body), Officer, trustee or fiduciary of another association, corporation (profit or non-profit), partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever. Nothing contained in this Section 1 shall authorize the College to provide, or entitle any Officer, member of the Staff, including the Executive Director, or member of the Board of Regents or other person to receive indemnification for any action taken, or failure to act, which action or failure to act is determined by a court, in the action, proceeding or suit referenced above or in any other action, proceeding or suit, to have constituted willful misconduct or recklessness.

Section 2: Indemnification under Section 1 of this Article shall be made by the College when ordered by a court or upon a determination that indemnification of the member of the Board of Regents or a Committee, member of the Staff, including the Executive Director, or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in that Section. Such determination shall be made (1) by the members of the Board of Regents by a majority vote of a quorum consisting of members of the Board of Regents who were not parties to such action, suit or proceeding, or (2) if a quorum of disinterested members of the Board of Regents so directs, by independent legal counsel in a written opinion or (3) by the Members of the College.

Section 3: Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 1 of this Article shall be paid by the College in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under that Section, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the College.

Section 4: The indemnification and advancement of expenses provided in this Article shall continue as to a person who has ceased to be a member of the Board of Regents, member of a Committee, member of the Staff, including the Executive Director, or Officer of the College, or who has ceased to serve in any other capacity described in Section 1 of this Article and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5: Nothing herein contained shall be construed as limiting the power or obligation of the College to indemnify any person in accordance with the District of Columbia Nonprofit Corporation Act as it may apply from time to time and as amended from time to time, or in accordance with any similar law adopted in lieu thereof. The indemnification and advancement of expenses provided under this Article shall not be deemed exclusive of any other right to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of any members or directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

Section 6: The College shall also indemnify any person against expenses, including attorney's fees, actually and reasonably incurred by him in enforcing any right to indemnification under the District of Columbia Nonprofit Corporation Act as it may apply from time to time and as amended from time to time, or under any similar law adopted in lieu thereof.