

The Phoenix Chapter
of the
Association of Clinical Research Professionals

BYLAWS

ARTICLE I – NAME, PURPOSE, MISSION, AND GOALS

Section 1 - Name

The name of this organization shall be The Phoenix Chapter of the Association of Clinical Research Professionals.

Section 2 - Purpose and Structure

The purpose of this association shall be to:

1. Provide a means for professional interaction and continuing education, problem solving, and discussion of professional issues among local groups of ACRP members.
2. Increase the opportunities for member participation in ACRP activities.
3. Supply a readily accessible mechanism for regional program development.
4. Create a network to rapidly gain member feedback on issues of concern to ACRP committees and the Association Board of Trustees (ABOT).
5. Provide a locally effective membership recruitment mechanism.
6. Deliver improved access to ACRP resources, including certification.
7. Unite research professionals with varied backgrounds engaged in clinical research in pharmaceutical, device, or academic studies.
8. Represent ACRP members in the Phoenix Metropolitan Area.

The structure of this association will be:

1. Each Chapter must have a minimum of 10 members; active members shall consist of individuals interested in the goals and objectives of ACRP, and who are current both with their ACRP and ACRP chapter dues.
2. Only members of ACRP may be chapter members, although nonmembers may attend the chapter meetings. A nonmember may attend meetings as a guest up to three times. After three times they must join ACRP and become a chapter member.

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Section 3 - Mission and Goals

The Phoenix Chapter of ACRP is a multi-disciplinary, voluntary, professional association consisting of individuals, groups, and companies who are committed to developing and improving the practice of clinical research. We will also provide a medium for education, communication, research standardization, and professional relations.

ARTICLE II - MEMBERSHIP

Section 1 - Chapter

Active members shall consist of individuals interested in the goals and objectives of ACRP regardless of race, creed, gender, or national origin.

Section 2 - Application

Application for membership shall be made on a standard form and forwarded to the Treasurer of the Chapter with any appropriate dues.

Section 3 - Responsibilities

Each member has the responsibility to support the purpose and mission of the association.

ARTICLE III - GOVERNANCE

Section 1 - Voting Members

All active Chapter members shall be voting members of the Chapter and may hold office and chair committees.

Section 2 - Officers

All Chapter officers shall be members of ACRP. The elected officers shall consist of a President, Immediate Past President, Vice President, Secretary, Treasurer, Membership Chair, Education/Speaker Chair, Publication Chair, Program Facilities Chair and Undeclared Officers. These officers shall also serve as the executive Board of Directors of the corporation. The President shall appoint, as needed, additional directors of the corporation as may be required by law. The first Board of Directors will be elected for a term of up to two years. All succeeding boards shall be elected for a term of one year. The term of office for President shall be one year.

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Section 3 - Elections

Annual elections shall occur during the fourth quarter of each year. No less than sixty (60) days prior to the annual election, the Board of Directors shall present via mail, or at a regularly scheduled meeting of the active membership, one or two candidates for each elective office. In addition, other nominations from any active member may be made by fax, e-mail or mail to the nominations committee, or from the floor at any regularly scheduled meeting of the active membership, not less than thirty (30) days prior to the annual election. Elections will take place by secret ballot at a regularly scheduled meeting of the active membership. Active members who cannot be in attendance may leave a written proxy vote with the President. Any proxy shall be executed in writing by the member or his or her duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution. Ballots will be tallied by at least two members of the Board of Directors and certified accurate by the President. The candidate receiving the largest number of votes shall be declared the winner. The voting results shall be forwarded to the national ACRP Headquarters within thirty (30) days of the tally.

Section 4 - Duties of Officers

- A. President – The President shall be the chief elected officer and represent the Board of Directors. The President shall preside at all regular and special meetings. The President shall have the right to call special meetings of the active membership, upon at least twenty-one (21) days written notice to each member. The President may appoint additional committees throughout the year as needed. The President shall be an ex-officio member of all committees. The office of President is a one (1) year term, followed by a one (1) year term as Immediate Past President.
- B. Immediate Past President – The Immediate Past President assists the President and members of the Board by serving in an advisory capacity to provide continuity. The Immediate Past President shall perform the duties of the President in the absence or inability of the President or Vice President.
- C. Vice President – The Vice President shall work with the President in all aspects of his or her position. During the temporary absence of the President, the Vice President shall assume the duties of the President Pro Tempore. If the office of the President becomes vacant for any reason, the Vice President shall temporarily assume the office of President until the position has been filled.
- D. Secretary – The Secretary shall record and maintain minutes of all board meetings, have charge of all papers, archives, records and property, and provide periodic reports on the activities of the organization to ACRP. The secretary will preserve all records of guest speakers, including presentation outlines and curriculum vitae. The secretary will submit all required documents to the education department to secure contact hours for meeting attendance, and will provide speaker evaluations and contact hour certificates for members at meetings.
- E. Treasurer – The Treasurer shall be custodian of the organization's funds, supervise receipts and expenditures, render an annual statement to the

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membership on the financial condition of the organization, balance the chapter's checking account, and prepare and submit any reports required by law. This officer shall be responsible to sign all checks. Any check for a payment of \$100.00 or more shall require the signature of a minimum of two officers.

- F. Membership Chair – The Membership Chair will be responsible for the acceptance and review of all membership applications and to update the membership application forms. This position will be in charge of the recruitment of new members and to keep the membership list current. This position will also distribute the chapter's meeting notice mailings, newsletters, and job postings. The Membership Chair may form a committee to assist with all mail duties.
- G. Publications Chair – The Publication Chair will be responsible to create the Chapter's newsletter with updated information and maintain communication with the Chapter members, including job openings, speaker presentation, and topics of interest.

UNDECLARED OFFICERS

Program Facilities – This officer will be responsible to coordinate the conference rooms and audio/video/computer equipment for presentations. They will also need to assist with the room set up and to return equipment after the meetings.

Other Undeclared Officer positions may be delegated as the needs present. These will be formed by a unanimous vote of the Board Members. Such positions shall remain active until they have accomplished the purposes for which they were appointed, or until the Board votes to retire the position.

COMMUNITY LIASON

The Board of Directors may decide to incorporate a member of the community to share information, advise on specific issues, or to help mentor on projects. This position will not be a voting member of the association unless also a Chapter member. Any person accepting this position will need to be voted on unanimously by the Board of Directors and may be able to attend Board meetings with the Board's approval.

Section 5 – Vacancies

If any of the Board members' positions should become vacant for any reason, the President shall appoint a member to temporarily hold this position until a special election can be held for the purpose of electing the vacated position. Such election must be held within 90 days of the vacancy.

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Section 6 – Removal

Officers elected by the active members may be removed from office by a two-thirds majority of the voting members present at the meeting at which a quorum is present, or by mail ballot, if in the judgment of the members, is in the best interest of the association.

Section 7 – Records

Upon the termination of any office for any reason, all officers of any capacity must deliver all records and property of The Phoenix Chapter of the ACRP to their successors or to a person designated by the Board of Directors

ARTICLE IV – FINANCES

Section 1 - Funds

Funds may be derived from an annual rebate from the Association of Clinical Research Professionals (ACRP) only for those Chapter members who are also ACRP members. The amount of this rebate shall be determined by ACRP based upon the number of active members present in this organization. Additional funds may also be derived from dues collected from each active member, and income from educational programs, as well as grants from sponsors and CROs, and advertisements in the newsletter.

Section 2 - Fiscal Year

The fiscal year shall begin on the first day of January and end on the last day of December of each year.

Section 3 - Dues

Annual dues, whose amount shall be set by the active membership not to exceed \$35, will be required of all active members. Dues collected from the founding members of the chapter shall cover the members until January 1, 2004. From then on, dues shall be payable on January 1 each year and become delinquent sixty (60) days thereafter. Any member delinquent in his or her dues may be removed from the membership rolls.

The Board of Directors shall have the authority to establish Chapter membership dues, grant exemption from payment of dues for all chapter Board members in consideration of their time commitment, and to impose special assessments for reduced dues for college students and establish fees for special events.

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Section 4 - Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a two-thirds majority vote of the active membership.

Section 5 - Authority

The active membership, by majority vote of those present at any regular or special meeting, must approve any project requiring the expenditure of funds in excess of \$300.

Section 6 - Quorum

A simple majority of the Board of Directors shall be necessary to constitute a quorum at any regular or special meeting of the Board. A simple majority of the number of members attending a regular meeting shall constitute a quorum.

ARTICLE V – MEETINGS

At least two educational programs or meetings shall be held per year.

ARTICLE VI – AFFILIATION

The Phoenix Chapter as an affiliated Chapter of the Association of Clinical Research Professionals (ACRP) and as such supports and promotes the goals and objectives of ACRP as outlined in its bylaws.

ARTICLE VII – PARLIAMENTARY PROCEDURE

The latest revised edition of Robert's Rule of Order shall prevail at all meetings, except when contrary to the Bylaws or any standing rule. As a rule, the Chapter should govern itself by consensus.

ARTICLE VII – AMENDMENTS OF BYLAWS

The Board of Directors shall be responsible for reviewing the bylaws on an annual basis and revising the bylaws as necessary. Amendments to the bylaws may be considered at any meeting of the membership or the Board of Directors. Amendments may be initiated by a proposal signed by any two (2) members and shall be delivered to the Secretary within thirty (30) days prior to a meeting of the membership where such amendment is to be considered. Amendments to these bylaws shall be approved by a majority vote of attending members. Members who cannot be in attendance may send a written proxy vote to the President, in accordance with the proxy procedure in Article III, Section 3. All revisions to the bylaws must be approved by an ACRP

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membership staff member and the Chair of the Chapters Committee and shall prevail at all meetings.

ARTICLE X – DISSOLUTION

Section 1 - Dissolution

In order to dissolve this organization, the President must present a resolution recommending that the organization be dissolved to the active membership. A proposal for dissolution may be considered at a regular or a special meeting of the active membership only after thirty (30) days notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by active members present at such regular or special meeting. This organization shall not be dissolved while 20% of the members in good standing dissent.

Section 2 - Resolution

Upon adoption of the resolution for dissolution, this organization shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation. All remaining monies will be transferred to the national ACRP Headquarters.