

**Bylaws of the  
American Society for Pharmacology and  
Experimental Therapeutics, Inc.**

**Approved by Council on 11/10/2022**

**ARTICLE I. Name**

The name of this organization is the **American Society for Pharmacology and Experimental Therapeutics, Incorporated** (hereinafter, "Society").

**ARTICLE II. Principal Office**

**Principal Office.** The principal office of the Society is located at 1801 Rockville Pike, Suite 210, Rockville, MD 20852, or at such other location as shall be approved by the Council.

**ARTICLE III. Purpose**

The purpose of this Society is to promote the advancement of the sciences of pharmacology and experimental therapeutics, and to facilitate personal intercourse between investigators who are actively engaged in research in those fields, and to publish a journal on pharmacology and experimental therapeutics and such other publications upon said subject matters as may from time to time be deemed advisable, and to receipt gifts, bequests, donations, and other contributions of money or property for the furtherance of those ends.

**ARTICLE IV. Divisions and Chapters**

**4.1. Divisions.** The Council may recognize specialized Divisions of the Society so as to encourage communication among members with special interests in pharmacology or within a given geographical region or constituency. Any Division so recognized shall be open to any interested member of the Society. Functions, financial management, and activities of Divisions shall be subject to supervision by the Council.

**4.2. Chapters.** The Council may recognize Chapter affiliates of the Society so as to encourage communication among members within a given geographical region or constituency. The governance, organization, and financial management of such Chapter affiliates shall reside with the Chapters and their officers.

**ARTICLE V. Members**

**5.1. Members.** The Society shall have one or more types of membership, as shall be determined from time to time by the Council. The members of the Society shall be those individuals who support the mission and purposes of the Society, and who apply for membership in the Society, are approved for membership, and who timely pay the dues established by the Society. The Council shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Society, if such individual fails to meet the qualifications for membership or engages in activities which are contrary to the interests of the Society.

**5.2. Annual Meeting of the Members.** The annual meeting of members shall be held at a place and on an hour and date fixed by the Council and upon not less than ten (10) days' prior written notice; however, failure of notice to any member shall not invalidate the meeting or any action taken thereafter.

**5.3. Special Meetings of the Members.** Special meetings of the members of the Society may be held at any time or place upon call by the chair of the Council, or a majority of voting members of Council, and upon not less than ten (10) days' written notice. The notice shall state the time and place of the meeting and the purpose or purposes for which the meeting is called.

**5.4. Waiver of Notice.** A member may waive any notice requirement by signing a written waiver of notice and delivering it to the Society for inclusion in the minutes or filing with the corporate records. An individual's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

**5.5. Quorum for Member Meetings.** A quorum for the transaction of business at the annual meeting of the members and at any special meeting of members shall consist of not less than 25 members of the Society, present and participating in person, or by written proxy. Matters pertaining to business of the Society other than those stipulated elsewhere in the Bylaws may be affirmed by simple majority of those present at the meeting.

**5.6. Proxy Voting.** Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Member organizations and individuals represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum.

## **ARTICLE VI. Council**

**6.1. Council.** The management of the Society shall be vested in a Council consisting of the President, who shall chair the Council, the President-Elect, the immediate Past-President, the Secretary/Treasurer, the Secretary/Treasurer-Elect, the immediate Past-Secretary/Treasurer, and three other Councilors, each of whom is duly elected by the membership. The Council may appoint and compensate an Executive Officer to assist in carrying on the functions of the Society, including the receipt and disbursement of funds, under the direction of the Council. The Executive Officer shall not hold elective office in the Society. The Executive Officer, the Chair of the Publications Committee, the Chair of the Program Committee, and other individuals as may be approved by Council shall be ex officio nonvoting members of the Council.

**6.2. Powers and Duties.** The Council shall exercise all corporate powers and manage the business and affairs of the Society, except as otherwise provided by law, the Society's Articles of Incorporation, or these Bylaws. The duties of the Council in managing the Society shall include, but not be limited to, the following:

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by the Society's Executive Officer and staff, through a strategic process.
- (b) To ensure that appropriate policies have been developed, adopted, and implemented by the Society to carry out its mission.
- (c) To determine and set overall policy.

- (d) To advocate the mission, values, accomplishments, and goals of the Society to the members and to the public at large.
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to the Society's mission.
- (f) To establish fiscal policy, including budget authorization and oversight.
- (g) To develop adequate resources to ensure financial stability for the Society's activities including through direct and indirect financial contributions and a commitment to fundraising.
- (h) Beyond the expenditures required by the ordinary activities of the Society, no money from the general Society fund shall be disbursed except by authority of the Council.
- (i) Approval of final slate of candidates for elected positions on the Council.
- (j) Council may designate the formation or dissolution of committees, as necessary.

**6.3. Nominating Committee.** The Nominating Committee shall consist of the current Chairs of each of the ASPET Divisions, a Diversity, Equity, and Inclusion representative, the Chair of the Young Scientists Committee, the ASPET immediate Past-President to serve as Chair, and the Executive Officer as an ex officio member without a vote. The Council shall give primary consideration to the candidates recommended by the Nominating Committee.

**6.4. Eligibility.** Council shall determine the eligibility requirements for election to the Council. The Nominating Committee shall determine the eligibility of nominees and ascertain that all nominees are willing to stand for office. No member shall be eligible to be a nominee for more than one elective office at any one time.

**6.5. Election of Officers and Councilors.** Officers and Councilors of the Society shall be elected by ballot of the membership and shall assume office on the July 1 following the election. The President of the Society shall certify the election results.

**6.6. Election Ballot.** The election ballot shall contain at least two nominations provided by the Nominating Committee for each of the offices of President-Elect, Secretary/Treasurer-Elect, and Councilor.

Thirty days after these ballots are provided to the membership, the election shall be closed and a count made of the votes. Tie votes shall be resolved by a vote of the immediate Past-President, President, and President-Elect.

**6.7. Election Results.** The President shall announce the election results to the membership by July 1 following the election.

**6.8. Term of Office.** Elected members of Council (Officers and Councilors) shall hold office for a term of three (3) years and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. A decrease in the number of elected Council members shall not shorten the term of any elected Council member then in office. Elected Council members may not serve consecutive three-year terms in the same position. Elected members of Council in their third year may be nominated to run for a different elected position. Following at least a one-year hiatus from Council service, individuals are again eligible to serve in the same role.

**6.9. Resignation.** Any Council member may resign at any time by giving written notice of his or her resignation to the President and/or Secretary/Treasurer of the Society. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice.

**6.10. Vacancies.** For a vacancy of an elected member of Council, a special election by all members will be called, except if the vacancy is for a period of less than 6 months of the last year of the 3-year period, when Council may appoint for the short term.

**6.11. Regular Meetings of Council.** There shall be a Council meeting at the annual meeting and at other times and places as determined by Council.

**6.12. Special Meetings of Council.** Special meetings of the Council may be called by or at the request of the President or by Council members constituting a majority of the Council.

**6.13. Notice of Special Meetings.** Five (5) days' notice of any special meeting of the Council shall be given. Notice will be given by electronic mail or other acceptable communication. The notice will be deemed to be delivered upon an effective transmission of electronic mail to the Council member at his or her electronic mail address as shown by the records of the Society.

**6.14. Waiver of Notice.** A Council member may waive any notice requirement by sending a written waiver of the notice to the Secretary/Treasurer of the Society for filing with the minutes or the corporate records. Attendance of a Council member at any meeting shall constitute a waiver of notice of the meeting except when a Council member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

**6.15. Quorum.** Five voting members of the Council shall constitute a quorum.

**6.16. Manner of Voting by Council.** A majority of the votes of the Council members who are present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Council, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Council members may not vote by proxy.

**6.17. Informal Action.** Any action required by law to be taken at a meeting of the Council, or any action that may be taken at a meeting of the Council, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Council members and the written consents are included in the minutes of the proceedings of the Council or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Council for all purposes.

**6.18. Participation by Means of Communication Equipment.** A member of the Council may participate in a meeting by conference telephone or other communication equipment by means of which all persons can hear and speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting.

**6.19. Procedure.** The proceedings and business of the Council shall be conducted in accordance with the latest edition of Robert's Rules of Order, Newly Revised, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these Bylaws.

## **ARTICLE VII. Officers**

**7.1. Officers.** The Officers of the Society shall be the President, who shall chair the Council, the President-Elect, the immediate Past-President, the Secretary/Treasurer, the Secretary/Treasurer-Elect, and the immediate Past-Secretary/Treasurer.

**7.2. Election of Officers.** A President-Elect shall be elected annually and shall assume the office on the July 1 following the election. The President-Elect shall become President after one year as President-Elect. Following a one-year term as President, s/he/they shall serve as immediate Past President for one year. A Secretary/Treasurer-Elect shall be elected annually and shall assume the office on the July 1 following the election. The Secretary/Treasurer-Elect shall become Secretary/Treasurer after one year as Secretary/Treasurer-Elect. Following a one-year term as Secretary/Treasurer, s/he/they shall serve as immediate Past Secretary/Treasurer for one year.

If the office of President or the Secretary/Treasurer becomes vacant, the President-Elect or Secretary/Treasurer-Elect shall succeed to office. A special election will be held to replace the President-Elect (or Secretary/Treasurer-Elect), who will then serve the remaining months of the initial term, as well as a new term as President-Elect (or Secretary/Treasurer Elect). In this case, there will be no election for a new President-Elect (or Secretary/Treasurer-Elect) during the normal election cycle. If the office of immediate Past-President or immediate Past-Secretary/Treasurer becomes vacant, Council may appoint for the remainder of that term.

**7.3. Duties of the President.** The President shall be the chief elected officer of the Society. S/he/they shall preside at all meetings of the members and the Council. The President will determine the regular agenda of all meetings of the members, and the Council. The President shall present a report at the Annual Meeting, act as liaison between the Society's staff and the Council, and perform such other duties as authorized by the Council.

**7.4. Duties of the President-Elect.** The President-Elect shall act in place of the President in the event of the absence of the President and shall exercise such other duties as may be delegated to the office by the Council.

**7.5. Duties of the immediate Past-President.** The immediate Past-President shall serve as the Chair of the Nominating Committee and shall exercise such other duties as may be delegated to the office by the Council. The immediate Past-President shall also serve as the Council's parliamentarian.

**7.6. Duties of the Secretary/Treasurer.** The Secretary/Treasurer shall serve as the Chair of the Finance Committee, present a financial report to membership, render to the Council, upon request, an accounting of all financial transactions of the Society and a statement of the financial condition of the Society, and, after consultation with the Council, ensure an annual audit of the Society's financial affairs to be conducted; and perform any other duties as may be prescribed by law, these Bylaws, or the Council.

**7.7. Duties of the Secretary/Treasurer-Elect.** The Secretary/Treasurer-Elect shall act in place of the Secretary/Treasurer in the event of the absence of the Secretary/Treasurer and shall exercise such other duties as may be delegated to the office by the Council.

**7.8. Duties of the immediate Past-Secretary/Treasurer.** The immediate Past-Secretary/Treasurer shall exercise such duties as may be delegated to the office by the Council.

**7.9. Executive Officer.** The Executive Officer (the "EO") shall have the necessary authority and responsibility to operate the Society in all its activities subject to the policies and directions of the Council or of its committees.

## **ARTICLE VIII. Publications**

**8.1. Publications Committee.** The Publications Committee has such authority as delegated to it by the Council to manage the Society's journals and nonseries publications. Composition of the Committee shall be determined by Council.

**8.2. Journals.** The official publications of the Society shall be the *Journal of Pharmacology and Experimental Therapeutics*, *Molecular Pharmacology*, *Drug Metabolism and Disposition*, *Pharmacological Reviews*, *Pharmacology Research & Perspectives*, *The Pharmacologist*, and such other publications as the Society may own, co-own, or create. All peer-reviewed journals shall be under the jurisdiction and management of the Publications Committee unless otherwise designated by Council. The names of the journals may be changed, and any publication may be discontinued by Council.

## **ARTICLE IX. Finances**

### **9.1. Finance Committee**

- (a) There shall be a Finance Committee consisting of seven members of the Society. The Secretary/Treasurer of the Society shall serve as Chair, and the Secretary/Treasurer-Elect, the immediate Past-Secretary/Treasurer, the Chair of the Subcommittee on Investments, and the Publications Committee Chair shall be members of this Committee. The other members shall be appointed by Council. The term of office for all appointed members of the Committee shall be for three years. The Executive Officer shall be an ex officio member without vote.
- (b) Responsibilities. The Finance Committee will provide guidance on the Society's financial operations, long-term fiscal health, external financial audit, internal controls, and compliance with legal and regulatory requirements.
- (c) Subcommittee on Investments. There shall be a Subcommittee on Investments whose role and composition shall be determined by Council.

**9.2. General Fund.** Beyond the expenditures required by the ordinary activities of the Society, no money from the general Society fund shall be disbursed except by authority of Council.

### **9.3. Checks and Deposits**

- (a) Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society shall be signed by the officer or officers, agent or agents of the Society, and in the manner determined by resolution of the Council. In the absence of a

determination by the Council, those instruments shall be signed by the EO of the Society.

- (b) **Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in those banks, trust companies, or other depositories selected by the Council.

**9.4. Fiscal Year.** The Society shall determine its fiscal year by resolution of the Council.

**9.5. Audit.** All statements of net assets and related statements of income, expenditures, and fund capital shall be audited annually by an independent CPA auditing firm.

**9.6. Bonding.** All persons having signatory powers for the funds of the Society shall be bonded.

**9.7. Dissolution.** In the event of dissolution of the Society, the Council shall, after paying or making provision for payment and discharge of all of the liabilities of the Society, distribute all of the assets of the Society exclusively for charitable, scientific, literary, and educational purposes. These assets shall be distributed to such organization(s), operated exclusively for these purposes, and qualifying as exempt organizations(s) under Section 501 (c) (3) of the Internal Revenue Code, as the Council shall determine. If the Council does not take such action, then the remaining property or assets shall be distributed to nonprofit charitable, scientific, literary, or educational organization(s) having power to engage in activities similar to those of the Society.

#### **ARTICLE X. Indemnification**

The Society shall indemnify Directors, Officers, Employees, Committee members, and other agents of the Society in accordance with Maryland law and up to the maximum extent of the law.

#### **ARTICLE XI. Amendment of Bylaws**

Amendments to the Bylaws may be initiated by a member of Council or by no less than five percent (5%) of the voting membership. The Council must act upon amendments within one month of initiation. Following approval by Council, proposed amendments will be publicized for thirty (30) days during which active voting members may submit their ballot. The amendment is adopted by a simple majority of votes cast by the voting members.

#### **ARTICLE XII. Nondiscrimination**

The officers, employees, and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, gender identity, sexual orientation, physical disability, race, national origin, and political or religious opinion or affiliation or any other category covered by state or federal law.