

GREAT LAKES CHAPTER OF THE AMERICAN SOCIETY FOR
PHARMACOLOGY AND EXPERIMENTAL THERAPEUTICS

RESTATED BYLAWS

APPROVED November 12, 2013

Article I. CORPORATE OFFICES

Section 1.01 **Registered Office.** The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

Article II. CORPORATE PURPOSES AND LIMITATIONS

Section 2.01 **General Purposes.** The Great Lakes Chapter of the American Society for Pharmacology and Experimental Therapeutics (GLC or the Chapter or the Corporation) is organized and operated exclusively for scientific and educational purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). Its corporate purposes are to promote pharmacological knowledge and its application and to promote research pertaining thereto and are stated in the Articles of Incorporation as they may be amended from time to time.

Section 2.02 **Supremacy of National Organization.** The Corporation is a constituent chapter of the American Society for Pharmacology and Experimental Therapeutics (ASPET) and these Bylaws are superseded by the Bylaws of that organization in the event that they are inconsistent with each other.

Section 2.03 Powers and Limitations.

- (a) The Corporation, being organized exclusively for charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.3.a above.
- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- (d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

Article III. MEMBERS AND MEMBER MEETINGS

Section 3.01 **Eligibility.** Membership in the Corporation (GLC) is available to any professional person, student, intern or postdoctoral trainee who has an active and/or professional interest in Pharmacology, is supportive of the Corporation's exempt purposes, and abides in all respects with the corporate policies set forth in these bylaws. Membership in the Corporation is available to any member of ASPET and is contingent upon registration in the GLC annual meeting. Members may be removed by the Board of Directors when, in its discretion, such removal would be in the best interests of the Corporation.

Section 3.02 **Annual Meeting of the Members.** The annual GLC meeting shall be held at a time and at such place as the Board of Directors may determine, for the purpose of electing Directors and transacting such other business as may come before the meeting. If for any reason the annual meeting cannot be held on such date, then such meeting shall be held as soon thereafter as is practicable.

Section 3.03 **Program Meetings.** Program meetings of the membership shall be held at regular intervals for the purpose of promoting pharmaceutical knowledge through education and research.

Section 3.04 **Notice.** Written notice stating the date, time, and place of any meeting shall be delivered by both electronic mail and postal mail. Notice of program meetings may be by meeting posters and fliers as well as by electronic and postal mail.

Section 3.05 **Quorum.** At least 20 individuals attending the Annual GLC Meeting shall constitute a quorum for the transaction of business.

Section 3.06 **Manner of Acting.** In all matters submitted to a vote of the Members, the majority of votes cast at any duly convened meeting shall be a vote of the body unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Members may not vote by proxy nor under any other power of attorney.

Section 3.07 **Action by Members without a Meeting.** The Members may act without a meeting if their consent to do so is obtained in accordance with Section 107.10 of the Illinois Not for Profit Corporation Act (“Informal Action by Members Entitled to Vote”) and that action is taken in conformance with the procedures of that statute.

Article IV. BOARD OF DIRECTORS AND BOARD MEETINGS

Section 4.01 **Board of Directors.** All affairs, business and legal matters of the Corporation shall be managed by its Board of Directors, who shall not receive compensation for their services as Directors.

Section 4.02 **Composition.** The Board of Directors shall consist of the four corporate officers (President, Vice President, Secretary, Treasurer) and at least three, but no more than eight, additional persons, who shall be called Councilors.

Section 4.03 **Regular Meetings of the Board of Directors.** The Board of Directors shall have regular meetings throughout the year at such times and places as established by the President. If a conference telephone or other communication equipment is used, participation in such meeting shall constitute attendance. Written notice stating the date, time, and place of any meeting shall be delivered by electronic mail.

Section 4.04 **Quorum for Meetings of the Board of Directors.** Four voting members of the Board of Directors shall constitute a quorum. If fewer than four voting members are present at the said meeting, a majority of those present may adjourn the meeting to another time without further notice.

Section 4.05 **Manner of Acting.** In all matters submitted to a vote of the Board, the majority of votes cast at any duly convened meeting shall be a vote of the body unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Members of the Board may not vote by proxy nor under any other power of attorney.

Section 4.06 **Action by the Board of Directors without a meeting** The Board of Directors may act without a meeting if a consent in writing, setting forth the action taken, is signed by all persons entitled to vote with respect to the subject matter thereof. Their consent shall be evidenced by a written resolution setting forth the action taken and bearing signatures of those whose votes are cast. Signed approvals shall be delivered to the Secretary to be filed with corporate records. The action taken is effective when all votes have been delivered unless the consent specifies a different effective date.

Article V. COMMITTEES

Section 5.01 **Program and Other Committees.** The Program Committee shall develop scientific programs for the benefit of the members to be presented at various meetings of the membership. The Board of Directors may appoint additional committees as needed to carry out the Corporation's purposes. Committees may be of such size and composition as is determined by the Board of Directors.

Article VI. OFFICERS

Section 6.01 **Officers of the Corporation.** The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer.

Section 6.02 **Eligibility.** Officers must be current members of the Chapter and of ASPET. Councilors need only be members in good standing of GLC. All individuals standing for office must make a commitment to regularly attend Board of Directors meetings and may be removed for failure to do so.

Section 6.03 **President.** The President shall preside at all meetings of the Board. He or she may sign, with the Secretary or any other officer of the Board, such documents and deeds of the Corporation as necessary or appropriate, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

Section 6.04 **Vice-President.** During the absence or disability of the President, the Vice President shall exercise all of the functions of the President. He or she shall have such additional powers and discharge such additional duties as may be assigned to him or her from time to time by the Board.

Section 6.05 **Secretary.** The Secretary shall: (a) be responsible for the keeping of the minutes of the Board and Committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 6.06 **Treasurer.** The Treasurer shall: (a) monitor the financial books of the Corporation; (b) keep regular books of account and make them available for inspection at all times to the Directors of the Corporation; (c) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and (d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

Section 6.07 **Councilors.** Councilors shall be elected by the membership at its Annual Meeting and shall serve as Directors of the Corporation as that term is used in the Illinois Not for Profit Corporation Act. With the support of the President and the Vice-President, the Councilors shall develop strategic plans towards the purpose of promoting pharmaceutical knowledge through education and research to be implemented during the annual meeting of the Corporation.

Section 6.08 **Resignation, Removal, and Delegation of Authority.** Any officer may resign at any time by giving written notice to the President and vice-President of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of the Board may be removed with or without cause at any time by resolution adopted by a majority of the Board of Directors. In case of the absence of any officer, the Board may either delegate the powers or duties of such officer to any member of the Board, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the entire Board concurs therein.

Section 6.09 **Election and Term of Office.** Directors shall be elected by written ballot at the Annual Members Meeting by the attending members. The terms of office shall be as follows: President: 2 years; Vice President: 2 years, Secretary: 3 years, Treasurer, 3 years; Councilors: 2 years. *Officers of the corporation (President, Vice President, Secretary and Treasurer), will be limited to a maximum of 3 terms, either in the same position or a combination of different positions, that include councilor.* Each officer shall hold office until the first of the following occurs: his or her successor shall have been duly elected and shall have qualified; his or her death or disability, or he or she shall resign in writing; or he or she shall have been removed in the manner hereinafter provided. The Board of Directors may vote on an interim officer to fill all a vacancy until the next election at the Annual GLC meeting.

Section 6.09 FINANCIAL POLICIES

Section 6.10 **Fiscal Year.** The fiscal year of the Corporation shall be from January to December.

Section 6.11 **Contracts.** The Board of Directors may authorize any officer(s) to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.12 **Loans.** No loans shall be contracted on behalf of the GLC Corporation.

Section 6.13 **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by at least two officers of the Board of Directors. Councilors may not be signatories.

Section 6.14 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.15 **Gifts, Donations.** The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article VII. MISCELLANEOUS

Section 7.01 **Waiver of Notice of Meetings.** Whenever any notice is required to be given to any Member, Director or Committee Member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7.02 **Amendments.** The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be proposed at the Annual Meeting. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all members at least 30 days prior the day of the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment. Final passage shall be by a majority vote of those members voting

Section 7.03 **Severability.** The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions

Section 7.04 **Conciliation of Disputes.** Any claim or dispute arising from or related to these Bylaws shall be settled by mediation in accordance with the rules of the Center for Conflict Resolution (located in Chicago, Illinois) and, if necessary, legally binding arbitration in accordance with the rules of the American Arbitration Association. Judgment upon a mediation or arbitration decision may be entered in any court otherwise having jurisdiction. These methods shall be the sole remedy for any controversy or claim arising out of these Bylaws.

Section 7.05 **Director Conflict of Interest.** The Board shall adopt a Conflict of Interest Policy that is consistent with federal and state laws and guidelines, and such policy shall be amended as necessary to remain current with legal requirements of a not for profit, tax-exempt organization.

Section 7.06 **Seal.** The Corporation shall not maintain a corporate seal.

Section 7.07 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board, and shall keep a record of the names and addresses of all Board members. All books and records of the Corporation may be inspected by a Director, or his agent or attorney at any reasonable time.