

Chapter By-Laws

ARTICLE I

Name

The name of the organization shall be the Southeast Chapter of the PDA, hereinafter referred to as the CHAPTER. The national organization, The PDA, will be hereinafter referred to as the ASSOCIATION.

ARTICLE II

Mission

- Foster and advance the art and science of pharmaceuticals/medical devices/biotechnology.
- Provide and disseminate to its members information relating to pharmaceutical/medical device/biotechnology products and technology.
- Encourage cooperative spirit among members and between members and the medical, pharmaceutical, clinical and related professionals.
- Cultivate and maintain cooperative relations with government departments and agencies, medical, pharmaceutical, clinical, and related professionals, the academic community, compendia bodies, and other branches of related industries.
- Encourage scientific/technical projects.
- Promote high standards of manufacture.
- Encourage education and training of personnel.

ARTICLE III

Chapter Limitations

The Bylaws of the CHAPTER shall conform to the Section on CHAPTERS in the Bylaws of the ASSOCIATION.

Section 1. General. As a chartered affiliate of the ASSOCIATION, it shall be incumbent on the CHAPTER to ensure that none of its activities or governing rules conflict with the Bylaws

of the ASSOCIATION. All CHAPTER activities shall be in accordance with the CHAPTER charter.

Section 2. Regulatory. The CHAPTER shall have no power or authority to act in the name of or bind the ASSOCIATION on any regulatory position or interpretation. Such activities will be referred to the ASSOCIATION President.

Section 3. Financial. The CHAPTER shall have no power or authority to act in the name of or bind the ASSOCIATION on any financial or contractual obligation except as specifically authorized by the ASSOCIATION.

Section 4. Contracts. The CHAPTER shall have no power or authority to act in the name of or bind the ASSOCIATION on any financial or contractual obligation, except as specifically authorized by the ASSOCIATION.

ARTICLE IV

Membership

Section 1. Chapter Membership. CHAPTER membership shall be in accordance with the CHAPTER Charter.

Section 2. Region. The geographic region of the CHAPTER is demarcated by and limited to the states of North Carolina, South Carolina, Virginia, Georgia, Tennessee and Florida.

ARTICLE V

Organization

Section 1. Elected Officers. The Elected Officers shall be the President, Vice President, Secretary, and Treasurer. All officers must be members of the ASSOCIATION. The Elected Officers shall serve for a term of two years. Nomination and election of Elected Officers shall be conducted as provided in the Bylaws. Officers may not be elected to the same office for more than

two consecutive terms. The Elected Officers shall provide general leadership, preside at the Executive Committee and General Business Meetings of the CHAPTER, execute duties that usually pertain to the offices held, and perform other duties as required by the Bylaws.

Section 2. Committee Chairpersons. The CHAPTER Executive Committee may appoint members to conduct such functions specified by the Bylaws which do not fall under the duties of an Elected Officer. These shall include but are not restricted to the chairpersons of all standing and special committees. The term of office for chairpersons shall be determined by the Executive Committee but shall not exceed two (2) years. Chairpersons are subject to removal for due cause by the CHAPTER President and a majority of the Executive Committee.

Section 3. Executive Committee. The Executive Committee shall consist of the current Elected Officers, the immediate past President, and the Chairpersons of standing committees. The Executive Committee shall provide direction and policy for the chapter, including authorization for the expenditure of funds by the Secretary/Treasurer and reviewing and recommending for the initiation or change in programs to the general membership.

Section 4. Chapter Liaison. The appointment and duties of Chapter Liaison shall be in accordance with the CHAPTER charter.

Section 5. Quorum. Fifty percent (50%) plus one (1) of the members of any committee, including the Executive Committee, shall constitute a quorum for any of its respective meetings. If a meeting is held without a quorum present, the business conducted at such meeting shall be deemed legal and binding upon review and approval at the next meeting where a quorum is present.

ARTICLE VI

Officers

Section 1. President. The President shall preside over all meetings of the CHAPTER and the Executive Committee and enforce these Bylaws. The President shall present at the Annual Meeting of the CHAPTER all reports required by law and such other reports, suggestions, or

communications as deemed necessary. The President, or a duly authorized representative, and the Chapter Liaison shall sign all contracts in the name of the CHAPTER.

Section 2. Vice President. The Vice President shall perform the duties of the President in the temporary absence of the President and shall succeed to that office in the event of a vacancy.

Section 3. Secretary. The Secretary shall perform all customary duties of the office. Records, meeting minutes, and archives shall be maintained by the Secretary or his/her designate for all CHAPTER sponsored programs, special meetings, and Committee meetings.

Section 4. Treasurer. The Treasurer shall be responsible for the receipt and deposit of all moneys of the CHAPTER and their deposit in banks approved by the Executive Council and to keep accurate account thereof. The Treasurer shall develop an annual budget with the Chapter Liaison, make disbursement only upon proper vouchers, sign checks, make reports of the finances of the CHAPTER annually and whenever requested by the CHAPTER President or ASSOCIATION President, and deliver to his/her successor all books, moneys, and other property of the CHAPTER then in his/her possession.

Section 5. Vacancies. In the event of a vacancy in the offices of the Vice President or Secretary/Treasurer, it shall be filled by Presidential appointment with the approval of two-thirds (2/3) vote of the Executive Committee.

Section 6. Interim Officers. For initial CHAPTER development and with consent of a majority of the CHAPTER membership, interim officers for the aforementioned offices may be nominated and elected at a general business meeting. These officers may serve only until a general election can be performed. The term of office for interim officers shall not exceed six (6) months. Appointments made by interim officers will also terminate at the end of the term.

ARTICLE VII

Election of Officers

Section 1. Election of Charter Officers. A general election of the CHAPTER charter officers will be held at the first general business meeting of the year following the

ASSOCIATION ratification of the CHAPTER petition. Nominations from the floor will be accepted for all offices and shall include any CHAPTER members then serving as Interim Officers who are interested in being re-elected. Only the nominations of members of the ASSOCIATION in good standing will be accepted. Ballots containing the names of all Interim Officer candidates being considered for re-election, together with spaces for floor nominated and approved write-ins, will be distributed for voting by the meeting attendees. Ballots will then be collected and counted, and the candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election may be required. Terms for Charter Officers will be effective immediately and shall run through December 31 of the year following their election.

Section 2. Election of Subsequent Officers. Not more than six months prior to the expiration of the term of the Charter Officers, the Executive Committee shall appoint a nominating committee to oversee the upcoming re-election. Preferably, this committee shall include a past president or another member of the Executive Committee. Within sixty days following their appointment, the nominating committee shall present to the President a slate of nominees, including at least one candidate each for the offices of President, Vice-President (President-elect), and Secretary/Treasurer. The President shall then cause such list to be distributed to all Executive Committee members at least two weeks prior to the next Executive Committee meeting. At their meeting, the Executive Committee may approve the nominees as selected by the Nominating Committee or make changes.

Section 2.1. Petition Procedure. Individuals may seek nomination by submitting a petition to the Nomination Committee signed by not less than ten (10) voting members of the CHAPTER. Candidates meeting these requirements shall have their names placed on the ballot without further approval. All petitions must be received at least three months prior to term expiration of the current officers.

Section 2.2. Mail Ballot. A ballot containing the names of all candidates, together with a space for "write-in" candidates, for each officer to be elected shall be provided to CHAPTER members in good standing. Ballots shall also include the date by which they must be received by the CHAPTER in order to be valid.

Section 2.3. Counting of Ballots. Ballots received by the CHAPTER by the date indicated on the ballot shall be valid and counted and certified to the Executive Committee. Candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election shall be required.

Section 3. Election of Interim Officers. Interim officers may be nominated and elected by majority vote at a general business meeting. These officers may serve up to six months until a general election can be performed with the entire CHAPTER membership.

ARTICLE VIII:

Committees

Section 1. General. The CHAPTER shall have standing committees specified herein and such other standing or special committees as may be created from time to time by the Executive Committee. Standing and special committees shall have such numbers of members as is necessary to carry out the function of the committee. Members of standing committees shall serve for two (2) years or until their successors are appointed.

Section 1.1. Program/Education Committee. The Program/Education Committee shall have the responsibility of developing the agenda for each CHAPTER general meeting. It may suggest the types of programs to be undertaken. It shall work closely with those committees of both the ASSOCIATION and the CHAPTER whose work has direct bearing on the programs. It shall be responsible for arranging with the Chapter Liaison all details in connection with the meetings and other CHAPTER activities.

Section 1.2. Membership Committee. The Membership Committee shall be responsible to keep records of the past and present members of the CHAPTER, for the distribution of information about CHAPTER and ASSOCIATION activities throughout the local pharmaceutical/medical device/biotechnology industry and/or its members, and for the recruitment of new membership.

Section 1.3 Communication Committee. The Communication Committee shall be responsible to gather articles for, write, and publish CHAPTER newsletters, write and submit

regular CHAPTER updates to the Chapter Liaison for publication in the monthly ASSOCIATION newsletter, and write and submit an annual review to the Chapter Liaison for publication in the ASSOCIATION annual report.

Section 2. Subcommittees. Committee chairpersons may create subcommittees as they deem necessary or desirable to carry out the functions of the committee. Subcommittees shall meet upon the call of the chairperson.

Section 3. Committee Meetings. Committees shall meet upon the call of the chairperson or the CHAPTER President. A majority of a committee or subcommittee shall constitute a quorum for the transaction of business at any meeting. Business conducted without a quorum required review and approval at the next meeting when a quorum is present. All committee actions are subject to the review and approval of the Executive Committee.

Section 4. Membership on Committees. Committee Chairpersons shall be appointed according to Article V, Section 1 of these by-laws. Any CHAPTER member, in accordance with the CHAPTER Charter, may serve on the general membership of committees.

ARTICLE IX

Meetings

Section 1. General. The CHAPTER shall hold at least two meetings each year, one of which shall be a general business meeting. The total number of meetings per year shall be decided by the CHAPTER Executive Committee. CHAPTER members shall be notified of the business to be transacted at least thirty (30) days in advance of such meetings. No essential business other than that specified shall be transacted at the meeting.

Section 2. Special business meetings. Special business meetings may be convened following review with and approval of the Chapter Liaison or President. No essential business other than that specified shall be transacted at a special meeting.

ARTICLE X

Finances

Section 1. Dues. The annual dues for membership in the CHAPTER and any fees charged for participation in CHAPTER activities shall be set by the consent of two-thirds (2/3) votes cast by the Executive Committee and remain in effect until such time as the Executive Committee shall vote a change. All dues shall be payable upon presentation of invoice.

Section 2. Dues in Arrears. When any member of the CHAPTER fails to pay his/her dues to the ASSOCIATION and/or CHAPTER within thirty (30) days after due, his or her membership will automatically expire at the end of the thirty (30) days unless remittance is received. Expired memberships will be reported to the Executive Committee at the next regular meeting.

Section 3. Budget. Preparation and reporting of the CHAPTER budget shall be in accordance with the CHAPTER Charter.

ARTICLE XI

Liquidation

In the event of liquidation of the CHAPTER, its property including the cash proceeds thereof, shall be used first to pay any lawful debt of the CHAPTER as determined by the Executive Committee. All remaining property shall be surrendered to the ASSOCIATION.

ARTICLE XII

Amendments and Interpretation

Section 1. Amendments. Every proposed amendment of these Bylaws, with the approval of the Executive Committee, shall be submitted with a mail ballot to all members entitled to vote. To be valid, ballots must be received by the CHAPTER no later than the deadline announced for the vote tally. A proposed amendment of these Bylaws shall become effective upon receiving a two-

thirds (2/3) majority vote of those ballots received and upon subsequent review and approval by the ASSOCIATION President and Board of Directors.

Section 2. Interpretation. Interpretation of the intent or language of these Bylaws shall be decided by a majority of the Executive Committee. In cases where a conflict exists with the ASSOCIATION Bylaws, the latter will prevail unless otherwise agreed upon by the ASSOCIATION President and Board of Directors.