

Model ACRP Chapter Bylaws

BYLAWS OF
[Name of Chapter]
 A CHAPTER OF THE ASSOCIATION OF CLINICAL RESEARCH PROFESSIONALS

Article 1 Name and Affiliation	
<p>Section 1.1. Name. The name of this organization is [NAME OF CHAPTER], doing business as the Association of Clinical Research Professionals (ACRP) [NAME OF CHAPTER] Chapter (herein referred to as the “CHAPTER”).</p> <p>Section 1.2. Affiliation. The CHAPTER has been granted a charter to be a chapter of the Association of Clinical Research Professionals (herein referred to as the “ASSOCIATION” or “ACRP”), and as such is affiliated with ACRP, in the manner set forth in these Bylaws and pursuant to a Chapter Affiliation Agreement entered into between CHAPTER and ACRP.</p> <p>Section 1.3. Relationships. The Chapter is a separate legal entity from ACRP. The CHAPTER shall not hold itself out to the public as an agent of ACRP without express written consent of ACRP. The CHAPTER shall not contract in the name of ACRP without express written consent of ACRP.</p> <p>Section 1.4. Purpose. The CHAPTER shall at all times have the same purposes as those of ACRP, and as such, shall support clinical research professionals through membership, training and development, and certification preparation. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the ASSOCIATION.</p> <p>Section 1.5. Tax Status. ACRP is recognized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The CHAPTER is included in ACRP’s group tax-exemption, and agrees to provide any materials requested by ACRP in connection with such group tax-exemption, and shall operate at all times in a manner consistent with the requirements of Section 501(c)(3).</p>	<p><i>1.1. Full legal name of chapter must be spelled out on the first line. Note: Chapter must not be referred to as “ACRP.” It can, however, be referred to as ACRP “ABC” Chapter (i.e. ACRP Stone Mountain Chapter).</i></p> <p><i>If your chapter is incorporated, please take note of the specific language needed.</i></p> <p><i>1.2. Must be included.</i></p> <p><i>2.3. Must be included.</i></p> <p><i>1.4. Must be included.</i></p>
Article II Membership	
<p>Section 2.1. General.</p> <p>a) Membership in the CHAPTER is limited to individuals holding membership in good standing of the ASSOCIATION who are in compliance with the ASSOCIATION’s rules and regulations and who have paid membership dues to the ASSOCIATION, as well as any CHAPTER membership dues charged by the CHAPTER. A CHAPTER member in good standing is one who meets the requirements for membership, and whose CHAPTER dues are paid for the membership year.</p> <p>b) Revocation or suspension of membership by the ASSOCIATION shall automatically constitute revocation or suspension of membership in the CHAPTER.</p>	<p><i>2.1. All Chapter members must also be current ACRP members.</i></p>

Section 2.2. Voting Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the CHAPTER membership, and (ii) serve as an Officer of the CHAPTER. All references herein to membership voting shall be references applying to Active Members only. Each Active Member shall have the right to cast one (1) vote on each matter brought before the membership.

Section 2.3. Dues. Dues, fees, and terms of CHAPTER membership will be set by the CHAPTER Board of Directors, **not to exceed \$45**. CHAPTER membership **[is/is not]** transferable.

Section 2.4. Regular Meetings. Regular meetings of the membership shall be held at a time and place as determined by the Board of Directors.

Section 2.5. Annual Meeting. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in **(insert the appropriate month)** or at such other time as determined by the Board of Directors.

Section 2.6. Special Meeting. A special meeting of the members may be called by the Board of Directors, the Chair of the Board, or upon the request of twenty-five percent (25%) of the voting membership.

Section 2.7. Notice; Waiver. Notice of any meeting of the membership shall be transmitted to each member by electronic mail or other mode of written transmittal, not less than ten (10) and not more than sixty (60) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 2.8. Quorum; Act of the Members. The presence of a majority of the voting membership, either in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the voting members present at a meeting at which there is quorum, shall be necessary for the adoption of any matter voted on by the members, except to the extent that the Chapter's Articles, these Bylaws, or applicable state law may require a greater number.

2.9. Resignation. A member may resign from Chapter membership by submitting a written resignation to the Board of Directors; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

2.2. Determine who will be eligible to vote and who won't. For example, will student members of your chapter be able to vote?

Remember – chapter membership will automatically sync with an individual's ACRP membership once they join.

2.4. Determine who will establish membership dues, fees and terms.

2.7. Check your state law to determine who is authorized to call a special meeting of the members.

2.8. Check your state law to determine whether other notice requirements apply.

2.9. Check your state law to see if a greater quorum is required, or if a lesser quorum is authorized.

ARTICLE III Board of Directors

Section 3.1 Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the CHAPTER and in general exercise all powers of the CHAPTER. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws, the Chapter Affiliation Agreement, and applicable law.

3.2. Officer titles can vary from

Section 3.2 Officers. The following shall be the Officers of the CHAPTER: President/Chair, President-Elect/Chair-Elect, Immediate Past-President/Immediate Past-Chair, Secretary, and Treasurer. The Officers shall serve on the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).

Section 3.3. Composition and Qualifications. The Board of Directors shall be made up of the Officers specified in Section 3.2, and [x] directors. Individuals seeking to serve on the Board of Directors must be CHAPTER members in good standing as specified in these bylaws. Board members are required to maintain membership in ACRP at all times during their service on the Board of Directors.

Section 3.4. Terms. Board members shall be elected to serve terms of [1 year? 18 months? 2 years?]. Board members [may/may not] stand for re-election to the same board position. (and if so, may serve no more than [2? 3?] consecutive terms).

Section 3.5. Elections and Voting. Members of the Board of Directors are elected by the voting members voting where a quorum is present, and the candidate receiving the most votes for each vacant position shall be elected to the respective position. The Board of Directors shall determine the procedure for nomination of candidates. Mail or electronic ballots can be used for the election of the Board of Directors provided the CHAPTER has had at least one in-person meeting that year.

Section 3.6. Quorum. A simple majority of the total Board of Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors, except to the extent that the Articles of Incorporation, these Bylaws, or applicable state law may require a greater number.

Section 3.7. Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 3.8. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the CHAPTER except as prescribed otherwise in these Bylaws or other governing instruments of the CHAPTER. By signed petition, ten percent (10%) of the members in good standing may request the President/Chair to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 3.9. Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting, the notice of which meeting states that the purpose, or one of the purposes, of the meeting is to consider removal of the Officer or Director. The Officer or Director shall be entitled to notice of the proposed removal, and a due process hearing prior to any termination action being imposed.

Section 3.10. Compensation. Officers and Directors do not receive compensation for their services but may be reimbursed by the CHAPTER for reasonable expenses incurred in connection with their service on the Board of Directors.

Chapter to Chapter, model reflects key functional areas that should be addressed in bylaws. Chapter should review applicable state law to determine if specific officers are required.

3.3. ACRP membership is required to be a part of the Chapter so it's unanimous that each Board member maintain membership in ACRP while in office.

3.4. Terms of officers need to be spelled out. Applicable state law will often provide a default term for Board members of one year, but permit the Bylaws to mandate a different term length. In order to ensure that new members join the Board, it is a best practice to limit the number of consecutive terms that an individual may serve in one position.

3.5. Check applicable state law to ensure that mail or electronic ballots are permitted in connection with the election of directors by members, and whether any specific requirements apply.

*3.6. What constitutes a quorum for your Board of Directors? A simple majority of the Board? One-half? **Check state laws!***

3.7. Establish policy to fill vacant board positions.

3.8 Who can put an issue on the agenda for discussion?

*3.9. ****Important**** By what process will an officer or director be removed if needed?*

<p>Section 3.11. Duties of Officers. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the CHAPTER Board. The position descriptions are subject to change as deemed necessary by the President/Chair and/or the CHAPTER Board.</p> <ul style="list-style-type: none"> a) President/Chair. The President/Chair shall preside at the meetings of the members and of the Board. The President shall direct the CHAPTER and have charge and supervision of the affairs and business of the CHAPTER, subject to the ultimate management authority of the Board of Directors. b) President Elect/Chair-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. c) Immediate Past President/Immediate Past Chair. The Immediate Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. d) Treasurer. The Treasurer shall be responsible for the financial affairs of the CHAPTER, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination or review of the accounts as may be required by the Board. e) Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the CHAPTER and shall be responsible for providing notice for all such meetings. The Secretary shall maintain the records of the CHAPTER. 	<p><i>Check applicable state law to determine thresholds for a vote to remove a director.</i></p> <p><i>3.11. Feel free to expand/update the duties of each of the officers. Remember, you will also need to document written position descriptions for each.</i></p>
<p>ARTICLE IV Committees</p>	
<p>Section 4.1. Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. Only those committees made up solely of members of the Board of Directors shall be authorized to exercise the powers of the Board of Directors, subject to any limitations set forth in applicable state law.</p> <p>Section 4.2. Organization. Committees are established by resolution of the Board of Directors.</p> <p>Section 4.3. Committee Chairpersons. Appointment of Chairpersons to committees is the responsibility of the President, subject to the ratification and approval of the Board of Directors. The Chairperson and the President will seek interested members to participate in ad hoc committee activities. Special Committees or task forces may be organized by the President to meet particular CHAPTER needs.</p>	<p><i>4.1. Determine who will establish committees. Check state law – most state statutes require committees of the Board to be established, and members appointed, by the vote of a majority of all directors in office.</i></p> <p><i>4.3. Whose role is it to appoint people to committees?</i></p> <p><i>*Consider including/naming standing or permanent committees within bylaws.</i></p>

<p style="text-align: center;">Article V Parliamentary Procedure</p>	
<p>Meetings of the CHAPTER shall be governed by the rules contained in Robert’s Rules of Order in all cases to which they are applicable and in which they are consistent with the applicable state law and the Bylaws of the CHAPTER.</p>	
<p style="text-align: center;">ARTICLE VI Amendment of Bylaws</p>	
<p>The Bylaws may be amended by a majority vote of the members present at any meeting at which quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the ACRP Executive Director or his/her designee as being in furtherance of the purposes of ACRP and not in conflict with ACRP Bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the ACRP Executive Director or his/her designee.</p>	<p style="text-align: center;"><i>*Must be included. Crucial aspect of effective bylaws, which govern the Chapter as leaders or members seek to modify the governance of the Chapter.</i></p>
<p style="text-align: center;">Article VII Chapter Dissolution</p>	
<p>The CHAPTER may be dissolved by a vote of [two-thirds] of CHAPTER members in good standing. Upon dissolution of the CHAPTER, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the CHAPTER’S remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes similar to the purposes for which CHAPTER is organized and operated, as agreed upon by the Board of Directors. Any such dissolution shall not be effective, and winding down of the CHAPTER’s business shall not commence, until approved by the ACRP Executive Director or his/her designee.</p>	<p style="text-align: center;"><i>*Must be included. Subject to state and local law, an important element of effective bylaws.</i></p>
<p style="text-align: center;">Article VIII Withdrawal of Affiliated Chapter Status</p>	
<p>Affiliated CHAPTER status may be withdrawn by ACRP Executive Director or his/her designee as a representative of the ACRP Board of Trustees upon finding that the activities of the CHAPTER are inconsistent with the most recent version of ASSOCIATION’s CHAPTER Operating Requirements & Expectations (“CORE”) or contrary to the best interests of ASSOCIATION. Prior to withdrawal of such status, the CHAPTER shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the ASSOCIATION with a written response to such a proposal within a sixty (60) day period. After withdrawal of CHAPTER status, the ASSOCIATION may cause a new CHAPTER to be created, or, with the consent of the ACRP Executive Director or his/her designee and the consent of the body which has had CHAPTER status withdrawn, may re-confer CHAPTER status upon such body, if such body demonstrates that its activities will be consistent with the CORE and in the best interests of ASSOCIATION.</p>	<p style="text-align: center;"><i>*Must be included.</i></p>