

BYLAWS

Minnesota Chapter of the Association of Clinical Research Professionals A Chapter of the Association of Clinical Research Professionals

ARTICLE I - NAME, MISSION, GOALS AND STRUCTURE

Section 1. Name

The name of this organization shall be the Minnesota Chapter of the Association of Clinical Research Professionals (also known as “MN ACRP”), a chapter of the Association of Clinical Research Professionals (also known as “ACRP”).

Section 2. Mission and Goals

As a chapter of the ACRP, the mission of this organization shall be to provide a readily accessible mechanism for regional program development for clinical research professionals to foster professional interaction, continuing education, problem solving, and discussion of professional issues.

The goals of this organization shall be:

- A. To increase the opportunities for member participation in ACRP activities.
- B. To create a network to gain member feedback on issues of concern to ACRP committees and the ACRP Board of Trustees.
- C. To provide a locally effective membership recruitment mechanism.
- D. To deliver improved access to ACRP resources, including certification.

Section 3. Structure

- A. The chapter must have a minimum of 10 members.
- B. The MN ACRP shall represent the state of Minnesota although membership will not be limited to Minnesota residents.
- C. The MN ACRP shall be organized as a non-profit organization incorporated in the State of Minnesota.

ARTICLE II - MEMBERSHIP

Section 1. Chapter

Members shall consist of individuals interested in the goals and objectives of the ACRP regardless of race, creed, gender, or national origin. Only members of the ACRP may be chapter members, although nonmembers may be guests at chapter meetings and programs.

Section 2. Application

Application for chapter membership shall be made on the national website (www.acrpnet.org) with payment of any appropriate dues.

ARTICLE III - GOVERNANCE

Section 1. Voting Members

All chapter members shall have voting rights in chapter elections and approval of chapter by-laws and loans. All chapter members may hold an office and chair committees.

Section 2. Officers

The elected officers of the chapter shall consist of a President, Vice President (President Elect), Secretary, Treasurer, and Immediate Past President, who shall also serve as the Executive Board of Directors of the organization. The offices of the Treasurer and Secretary may be jointly held by one individual.

The Board of Directors shall be composed of the elected officers (Executive Board) and the Chairpersons of each standing committee.

Section 3. Elections

The officers shall be elected for a one (1) year term and will assume office on the first day of January. Officers may be reelected to consecutive terms without limit. Annual elections shall occur during the fourth quarter of each year. No less than thirty (30) days prior to the annual election, the Nominations Committee shall present a slate of candidates for each elective office (at least one candidate per office) to the membership via mail, e-mail, and/or at a scheduled chapter meeting. In addition, other nominations from any member may be made by fax, e-mail or mail to the Nominations Committee, or from the floor at any scheduled chapter meeting, not less than thirty (30) days prior to the annual election.

Elections will take place by secret ballot at a scheduled chapter meeting. Members who cannot be in attendance may send a written proxy vote (to include fax, e-mail, etc) to the Nominations Committee (executed by the member or his/her duly authorized attorney). No proxy shall be valid after thirty (30) days from the date of its execution. Ballots will be tallied by the Nominations Committee and certified accurate by the Immediate Past President. The candidate receiving the largest number of votes shall be declared the winner. The voting results shall be forwarded to the National ACRP Office by the Immediate Past President within thirty (30) days of the tally.

If the Office of the President should become vacant for any reason, the Vice President shall immediately assume the Office of the President. If the Offices of the Vice President, Treasurer or Secretary should become vacant for any reason, they may be filled by a current member with the approval of the Board of Directors. If the Office of the Immediate Past President should become vacant for any reason, the office may be filled by any previous Past President with the approval of the Board of Directors.

Section 4. Duties of the Officers (Executive Board)

President:

- Shall be the chief elected officer.
 - Preside and vote at all meetings of the membership and the Board of Directors.
 - Shall have the right to call special meetings of the membership or the Board of Directors, upon at least twenty-one (21) days written notice to each member.
 - May appoint additional ad-hoc committees throughout the year as needed. The President shall be an ex-officio member of all committees.
 - Sign all documents required to be signed by the Board of Directors.
 - File the annual non-profit corporate registration with the State of Minnesota.
 - Act as a liaison between the chapter and the National ACRP Office.
 - Participate in the monthly Chapter Chairs Teleconference conducted by the National ACRP Office.
 - Prepare the annual chapter report for the National ACRP Office.
- Contribute to the chapter newsletter.

Vice-President (President Elect):

- Assumes the Office of the President the following year.
 - Assist the current President as needed.
 - Review the financial records maintained by the Treasurer.
- Vote on chapter resolutions at meetings of the Board of Directors.

Secretary:

- Maintain an archive of chapter documents.
 - Control chapter property.
 - Record and maintain minutes of all meetings of the Board of Directors and meetings of the membership where voting takes place.
- Vote on chapter resolutions at meetings of the Board of Directors.

Treasurer:

- Shall be the custodian of the chapter's funds.
 - Supervise chapter receipts and expenditures and maintain financial records.
 - Ensure reimbursement of the annual rebate funds from the National ACRP Office.
 - Render periodic statements on the finances of the chapter to the Board of Directors and the membership.
 - Prepare federal and state tax returns (if necessary) and any other financial reports as required by law.
- Vote on chapter resolutions at meetings of the Board of Directors.

Immediate Past President:

- Chair the Nominations Committee; organize year-end elections, and report the election results to the National ACRP Office.
- Vote on chapter resolutions at meetings of the Board of Directors.

ARTICLE IV - FINANCES

Section 1. Funds

Funds shall be derived from an annual rebate from the 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 members present in this organization. The income from the ACRP annual membership rebate will be used to reimburse the travel expenses of the President for attending the ACRP Annual Conference. If the President is unable to attend or has his/her travel expenses reimbursed through another source, the rebate may be used by another member of the Board of Directors with preference given to members of the Executive Board. Any portion of the rebate that is unused will be returned to the chapter treasury.

Additional funds may also be derived from, but not limited to, the following sources:

- Dues collected from each member
- Registration fees from chapter events
- Corporate grants
- Endowments, gifts and bequests
- Fees from advertising in the chapter newsletter
- Corporate sponsorship of the chapter website
- Fees from posting jobs on the chapter website

The Treasurer and one other member of the Executive Board will be named as custodians on all chapter bank accounts. Only the Treasurer will be required to sign to checks on behalf of the chapter. The Vice President will supervise the financial activities of the Treasurer to ensure the proper appropriation of chapter funds

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

The dues amount will be set by the Board of Directors. Dues will be waived for members of the Board of Directors and may also be waived for active committee members with the approval of the Board of Directors. Dues shall be payable on the first day of January each year and become delinquent sixty (60) days thereafter. Any member delinquent in his or her dues will be removed from the membership rolls.

Section 4. Loans

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

Section 5. Authority

All chapter resolutions must be approved by a majority vote of the Board of Directors. Votes may be cast by written proxy for those board members who are unable to attend a meeting. In addition, any project requiring the expenditure of funds outside of the Board-approved budget in excess of \$100 must be approved by majority vote of the Executive Board.

ARTICLE V - MEETINGS

The Board of Directors shall meet in person at least twice annually. Board meetings will be open to the membership who may actively participate in the discussion but may not vote on resolutions. The board meeting schedule will be advertised to the membership on the chapter website at least thirty (30) days prior to each meeting.

The chapter shall hold at least two educational programs per year. The educational program schedule will be advertised to the community on the chapter website at least twenty one (21) days prior to each program.

ARTICLE VI - COMMITTEES

Section 1. Committees

Standing and ad hoc committees shall function in an advisory capacity to the Board of Directors. Committees may develop and implement programs and policies authorized by the Board of Directors. Committees shall not independently contact other organizations nor secure or attempt to secure funds from outside sources without the prior approval of the Board of Directors.

Chairpersons of standing committees shall serve on the Board of Directors and shall have the right to vote on all chapter resolutions. Committee Chairpersons shall report on their activities at meetings of the Board of Directors and at such other times as directed by the President. The Chairpersons of all standing committees shall hold their position until relieved by their successors.

Section 2. Standing Committees

Each standing committee shall nominate a Chairperson during the fourth quarter of each year. Efforts should be made to nominate a Chairperson that does not hold a position as an elected officer (with the exception of the Nominations Committee). The Chairperson appointment must be approved by a majority vote of the Executive Board.

Nominations Committee:

- Chaired by the Immediate Past President and may include other members, other than the Executive Board, appointed from the membership.
- Responsible for conducting year-end elections.

Membership Committee:

- Maintain the chapter membership database.
- Collect new and renewing member applications and payments.
- Mail out membership directories and renewal letters.
- Collect registration forms and fees for chapter events.
- Organize membership recruitment campaigns and compose a summary of the effects of these campaigns for submission along with a membership roster with the annual chapter report.

Communications Committee:

- Publish chapter newsletters.
- Send out broadcast e-mail announcements on chapter activities.
- Produce submissions on chapter activities for the *ACRP Wire* and *The Monitor*.
- Maintain the chapter website.
- Assist the Secretary with the maintenance of an electronic archive of chapter documents.

Programming Committee:

- Organize chapter educational programs and networking events; arrange speakers and locations and create registration forms.
- Apply for continuing education credits for educational programs and conduct post-program speaker evaluations.

Sponsorship/Marketing Committee:

- Solicit corporate sponsorships for chapter programs and the chapter website.
- Solicit for advertising in the chapter newsletter.
- Promote the chapter to the local clinical research community.

Hospitality Committee:

- Organize food and refreshments for chapter programs.

Section 3. Ad Hoc Committees

Ad Hoc Committees may be appointed at the discretion of the President. Such committees shall remain active until they have accomplished the purposes for which they were appointed, or until inauguration of the succeeding President.

ARTICLE VII - AFFILIATION

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

ARTICLE VIII - PARLIAMENTARY PROCEDURE

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 will govern itself by consensus.

ARTICLE IX – BYLAWS AMENDMENTS

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 thereafter, the Secretary shall send notice of the proposed amendment to the Board of Directors. Such notification must be sent no less than 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 of votes cast. Members who cannot be in attendance may send a written proxy vote to the President. Any proxy shall be executed in writing by the member or his/her duly authorized attorney. No proxy shall be valid after thirty (30) days from the date of its execution.

All revisions to the bylaws must be approved by an ACRP 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 membership. A proposal for dissolution may be considered at a regular or special meeting of the 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 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 Office.