

SINO-AMERICAN PHARMACEUTICAL PROFESSIONALS ASSOCIATION BYLAWS

Approved by the Board of Directors in December 2021

ARTICLE I. SHORT TITLES AND NAME

This document may be cited as “the SAPA Bylaws” or “the Bylaws”.

The name of this organization shall be the Sino-American Pharmaceutical Professionals Association, and may be referred to as SAPA. Any names associated with SAPA may not be used without the consent of the Board of Directors.

ARTICLE II. OBJECTIVES AND PURPOSES

SAPA is a not-for-profit and non-political organization registered in the State of New Jersey in the United States. The primary purpose of SAPA, as a global organization, is to serve its membership, the pharmaceutical sciences as a whole, the biomedical and biotechnological communities, the health professions, and public interests by:

- Promoting the advancement of pharmaceutical science and biotechnology;
- Contributing to public health education;
- Promoting entrepreneurship, healthcare investment and business cooperation;
- Fostering the career growth of pharmaceutical professionals.

ARTICLE III. MEMBERSHIP

Section 1. Members. Any individual or organization who supports the objectives of SAPA, follows the SAPA Bylaws, abides by applicable laws, and is willing to contribute to the achievement of these objectives, and who has an interest in pharmaceutical and biopharmaceutical areas in the broad meanings, is eligible for membership.

Section 2. Admission to Membership. Any individual or organization meeting the requirements in Section 1 of this Article shall be admitted to membership in SAPA upon completion of administrative processing of any required application accompanied by the payment of the required dues.

Section 3. Membership Rights, Benefits and Services. Each member shall have the following rights, benefits and services:

- voting and being voted;
- participating in and supporting SAPA activities.

The Executive Council may amend membership benefits and services as it deems necessary or desirable in furtherance of SAPA purposes.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors (hereinafter “the BD”) shall consist of SAPA President, Immediate-Past President, and elected BD members who are not concurrent members of the elected Executive Council. The BD shall have representation from regional chapters.

Section 2. Duties and Authorities. The Board of Directors shall

- resolve any issues regarding the Bylaws and SAPA policies/procedures, and have the ultimate authority on the interpretation of the Bylaws;
- oversee the President and the Executive Committee's management of SAPA to ensure that they fully and faithfully comply with the Bylaws and be obligated to taking necessary preventive and corrective measures in the event of a serious or potential serious deviation.
- be responsible for long-term strategic planning and major structural changes of SAPA, including

but not limited to organizational development, long-term financial planning, and promulgation of policies and procedures regarding, and approval of, establishment and dissolution of regional chapters;

- be charged with the authority to select from nominees final candidates for President-elect and the Executive Council members, approve election results, and approve appointments of heads of SAPA standing departments nominated by the President. The BD may also revoke membership of any SAPA member, or remove a sitting SAPA officer. Such a decision requires a two-thirds positive majority of the BD.

Section 3. Chair of the Board of Directors. Chair of the BD shall be elected by all BD members from a slate of two (2) candidates.

Section 4. Terms of Office. The term of a BD member who is also in the capacity of a presidential official shall commence as President, and expire at the expiration of his/her term as Immediate-Past President. Other BD members are subject to elections every two years and may be re-elected without term limits.

Section 5. Quorum for BD Meetings. The presence of a simple majority of all Directors shall constitute a quorum. When a quorum is present, a majority of Directors present is necessary to make a decision except where some other number is required by law or by these Bylaws.

ARTICLE V. EXECUTIVE COUNCIL

Section 1. Composition. The Executive Council (hereinafter “the EC”) shall consist of

- SAPA presidential officials, including President, Immediate-Past President and President-elect;
- SAPA Vice Presidents (Presidents of SAPA regional chapters);
- the runner-up of SAPA presidential candidates;
- heads of SAPA standing departments, and
- other elected members.

Section 2. Duties and Authorities. The Executive Council shall be responsible for the management of SAPA affairs within the term of the year. It shall promulgate as appropriate SAPA policies and shall approve and execute all SAPA yearly programs and activities.

Section 3. SAPA President. SAPA President is the Chief Executive Officer and presides the EC. The President-elect shall assist President in all aspects and perform the duties of the President in the absence of the President and shall perform such other duties as may be assigned by the Executive Council.

Section 4. Vacancies. A vacancy for the SAPA President shall be filled by the President-elect. When there is a vacancy for the President-elect, it shall be filled by the runner-up of the SAPA presidential election. Should the runner-up also be vacant, the BD shall vote to fill the vacancy.

Section 5. Term of Offices. All EC members including the presidential officials shall serve for a term of one (1) year and serve until their successors have been duly elected and installed. SAPA Vice Presidents shall serve for a term of one (1) year as prescribed by individual chapters. Heads of SAPA standing departments shall be nominated by SAPA President and approval by the BD, and may be re-nominated. Other EC members may be re-elected without term limits.

Section 6. Standing Departments. A standing department is defined as a function critical to SAPA and involving long-term management. Standing departments shall be subject to change as deemed necessary by the BD, and generally shall include, but not limited to, Treasurer, Finance, Membership, Fundraising, Global Communications, Website/IT, and Scholarship and Awards. Heads of SAPA standing departments shall lead

and coordinate the corresponding functions in SAPA regional chapters with the support of Vice Presidents. Each standing department head shall be nominated by the Presidents' Office and approved by BD.

Section 7. Task Forces. Task Forces may be formed to head specific projects expected to be completed within an elected term. SAPA President shall appoint elected EC members to lead individual Task Forces. The Task Forces for global activities shall lead and coordinate the corresponding functions in SAPA regional chapters with the support of Vice Presidents.

ARTICLE VI. Advisory Committee. Advisory Committee (hereinafter "the AC") shall include regular SAPA Advisors consisting of individuals nominated by the AC and EC and approved by the BD, and honorary SAPA advisors who are selectively invited with prior approval by the EC and the BD. Members of the AC shall serve as consultants to the President, the EC and the BD, and may be invited to serve as members in the EC or BD's task forces. Each AC member shall serve a two-year term, and may be re-nominated without term limits.

ARTICLE VII. ELECTIONS

Section 1. SAPA President-Elect and elected EC Members are elected annually via ballot by the entire voting SAPA membership according to a schedule and procedures established by the EC. The candidates shall be nominated by SAPA members. Two (2) final candidates for the President-elect and final candidates for EC members shall be selected by the BD. The number allotment of EC members for regional chapters shall be proportional to the membership percentage in corresponding chapters. EC members for each regional chapter shall be elected from a separate slate of candidates. The results of the election shall not be ratified until they are reviewed and certified by the BD.

Section 2. SAPA Vice Presidents (Presidents of SAPA regional chapters) shall be elected annually by SAPA members in corresponding SAPA regional chapters. The results of the election shall not be ratified until they are reviewed and certified by the BD.

Section 3. BD Members. Elected BD Members shall be elected every two years via ballot by the entire voting SAPA membership according to a schedule and procedures established by the BD.

ARTICLE VIII. REGIONAL CHAPTERS AND OTHER AFFILIATIONS

Section 1. Regional Chapters. SAPA regional chapters may be established as necessary or desirable to serve particular member interests or needs. Subject to the approval of the BD, each regional chapter may establish, in compliance with SAPA Bylaws and policies/procedures, the rules and procedures including, but not limited to, those for membership, organizational structure and election of officers, program, and funding to meet its regional needs. While a part of SAPA, each chapter shall be responsible for its own activities. The BD shall have the authority to establish a new chapter or dissolve an existing one.

Section 2. Other Affiliations. Affiliations may be established with the approval by the EC and BD to meet SAPA needs and help achieve SAPA objectives.

ARTICLE IX. FINANCES

Financial regulations shall be established and followed. Funds for SAPA activities shall be obtained from public donations, membership dues and other sources approved by the EC. SAPA membership dues shall be established by the EC. SAPA adopts "yearly balanced budget" policy. The President and Treasurer shall prepare jointly an annual budget for review and approval by the EC for SAPA's fiscal year.

ARTICLE X. CODE SECTION 501(c)(3) PROVISIONS

Section 1. Limitation of activities. Except as otherwise provided herein, no substantial part of the activities of SAPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation. SAPA shall not participate in, or intervene in (including the publishing or distribution of statements), any political

campaign on behalf of, or in opposition to, any candidate for public office. Further, notwithstanding any other provision herein to the contrary, SAPA shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3); or (ii) by an organization contribution to which are deductible under Code Section 170(c)(2).

Section 2. Prohibition against private inurement. No part of the net earnings of SAPA shall inure to the benefit of, or be distributable to its officers or other private persons, except that SAPA shall be authorized and empowered to pay reasonable compensation for services rendered, and goods received, and to make payments and distributions in furtherance of the purposes of SAPA.

ARTICLE XI. PARLIAMENTARY AUTHORITY AND PRECEDENCE

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern SAPA in all cases to which they are applicable. All activities carried out by SAPA and active individual members shall not be against applicable laws.

Section 2. Precedence. In any case of conflict between these Bylaws and any parliamentary authority or other rules or procedures, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the BD whose decisions shall be binding on all interested parties. All activities and information exchanged in SAPA shall be within the public domain.

ARTICLE XII. INDEMNIFICATION

SAPA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the BD, EC, or AC, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

ARTICLE XIII. AMENDMENTS

A proposed amendment of these Bylaws shall become effective upon receiving a three-fourth affirmation votes from the BD.