



**American Association of Indian Pharmaceutical Scientists
(AAiPS)
The Constitution and By-laws**

Article I

Section 1 The name of the organization shall be the American Association of Indian Pharmaceutical Scientists (AAiPS), hereinafter referred to as the Association.

Article II

Section 1 The Association shall be an organization of individuals of Indian origin or with interest in Indian subcontinent who are pharmaceutical and healthcare professionals who have interest in pharmaceutical activities in North America

Section 2 North America represents United States of America and Canada.

Article III

Clause 1 The objectives of the organization shall be:
To provide a forum and resources for its members to meet and exchange ideas on different disciplines of the pharmaceutical sciences and in areas of healthcare relevant to the pharmaceutical sciences.

Clause 2 Promoting the understanding of the different disciplines of the pharmaceutical sciences in developing countries with special emphasis on India and the Indian subcontinent.

Clause 3 Exploring and fostering career growth and the development of members.

Clause 4 Offer recognition of individual or group achievement in different disciplines of the pharmaceutical sciences and in areas of healthcare.

Article IV: Membership

The Association shall have the following category of members:

Section 1 **Life Member:** Any individual in good standing who supports the objectives of the Association and is willing to contribute to the achievement of those objectives is eligible to become a Life Member. Life Member shall pay a onetime membership dues.

Section 2 **Annual Member:** Any individual in good standing who supports the objectives of the Association and is willing to contribute to the achievement of those objectives is eligible to become a regular member. An annual member shall pay the membership due on a calendar year basis.

Section 3 **Student Member:** Any individual who is a Bonafide student of any academic institution is eligible to become a Student Member. A student member will pay the student membership due on a yearly basis

- Section 4 Membership Dues: Membership dues shall be determined by the Board of Directors.
- Section 5 Termination of Membership: Any member may voluntarily terminate membership by a written notice to the Association. The Association may terminate the membership of any member for failure to pay dues. The Association may terminate the membership of any member who indulges in unprofessional activities detrimental to the Association. Such termination shall be determined by the Board of directors of the Association, who shall accordingly inform the members.
- Section 6 Reinstatement of Membership: A terminated membership can be re-instated upon assurance of payment of dues in a timely manner or an assessment by the Board that the members unprofessional activities detrimental to the Association will cease.
- Section 7 Membership Benefits and Services: Membership benefits and services shall be those determined from time to time by the Board. The board may add, delete or adjust membership benefits and services, as it deems necessary for the furtherance of the Association.

Article V

Organization and Administration

The Officers: The Association shall have a **Board of Directors**, which shall have the final authority in the management of the Association.

- Clause 1 The board of directors shall provide the general policy guidelines as necessary. The Board shall review all proposals to amend the constitution and the By-laws of the Association and shall have the final authority to interpret the Constitution and the By-laws. The Board of Directors shall have the authority to approve the annual budget.
- Clause 2 The Board of Directors shall meet once in a quarter.
- Section 2 The administration of the Association shall be vested by the **Board of Directors** of the Association. The Board shall consist of Three (3) to Five (5) Directors. The board of directors shall elect one of their members as the Chairperson on a rotational basis. The elected Chairperson will serve for two (2) years.
The board will elect/nominate one of board members as Treasurer for a period of 3 years.
- Clause 1 The duties of the officers/directors shall be as specified in the By-laws.
- Clause 2 All the members of the board of directors (otherwise known as “the directors” or “the board”) shall have held positions as past or current officers of a similar organizations dealing with various disciplines of the pharmaceutical sciences and in areas of healthcare.
- Clause 3 Except as otherwise provided in the certificate of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Clause 4 Whenever a vacancy exists on the board of directors, whether by expiration of term of office, resignation, or otherwise, a candidate to fill the vacancy shall be nominated by the chairperson and/or the board of directors. The nomination shall be considered and approved by a majority vote by the Board. Such an election for replacement of one or more directors may be held prior to the expiration of said directors' terms of office, such that the entire board of directors may consider and vote upon the replacement director(s).

Clause 5 Any director may be removed, with or without cause, by the vote of two-thirds of the board at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

Article VI Committees and Subcommittees.

Clause 1 The Chairperson may appoint any Committee or Subcommittee as deemed necessary., e.g. Secretary, Chair Program/sponsorship committee. The Secretary function will report to the Chairperson.

The objective, the tenure and power of such Committees or Subcommittees, shall be clearly defined in writing by the Chairperson at the time of appointment with the approval of the Board.

Clause 2 All Committees and Subcommittees created by the Association shall report to the Chairperson.

Article VII Interpretation of the Constitution

Clause 1 All proceedings under this Constitution, including those of the Board, shall be governed by the provisions of this Constitution and the By-laws.

Clause 2 In the event there are disputes in the interpretation of the Constitution or the By-laws. The judgment of two-thirds of the majority of the Board shall govern.

Article VIII Amendment of the Constitution and the By-laws.

Section 1 The power to amend, alter, or repeal this Constitution or the By-laws shall be vested in the Board of Director's. Such action may be taken by voting in a meeting of the Board of Director's or through mail/email.

Section 2 The proposal to amend the Constitution or Byelaws shall be submitted to the Chairperson in writing and duly seconded by members of the Board of Directors of the Association. The proposals upon approval by the Chairperson with a simple majority vote shall be presented to the Board.

Section 3 The Approval of two-thirds of the board of directors in good standing shall be required to amend the Constitution and the By-laws. No written response to a certified mail will be

considered a positive response to the proposed amendments and changes. If more than one third of the board responds negatively in writing, then the proposed changes will not be adopted.

Article IX Dissolution

- Section 1 Motion to consider Dissolution: A two-thirds majority of the Board in good standing by petition may request the Chairperson for a motion to consider dissolution of the Association. The Chairperson shall circulate the motion to all life members within thirty days of receipt of the said petition. Any motion for dissolution must be approved by two-thirds of the board members in good standing. Alternately, a motion to dissolve may be passed in a General Body Meeting of the life members, provided the members who favored dissolution constitute two thirds of the quorum of the members in attendance. The motion to dissolve for this activity must be at least two thirds of the Board of Directors in good standing.
- Section 2 Upon passage of the motion to dissolve, the existing officers shall remain in office until the dissolution is complete.
The Board of Directors shall cause all debts of the Association to be discharged to ensure compliance with all legal requirements. Any remaining assets of the Association shall be liquidated and donated to any of the worthy causes outlined in the objectives of the Association.

AAiPS The By-laws of the Constitution

Article I Meetings

- Section 1 Any meeting of the Membership of the Association at time, day and place as determined by the chairperson.
- Section 2 **Special Meeting:** Special meetings of the Board may be called at any time by the majority of the Directors or by the Chairperson for any specific purpose.
- Section 3 **Board of Directors General Body Meeting Notification:** Meeting announcement shall be sent by e-mail, mail well in advance of the meeting. Each notice shall state the place, day, time and a brief topic of the meeting.
- Section 4 Quorum: The physical presence in person of two-thirds of the board shall constitute a quorum for transaction of business other than election of board of directors; amendment of the Constitution and the By-laws; and dissolution of the Association.

Article II Officers and Duties

- Section 1 **Chairperson:** The Chairperson shall be the Chief Executive Officer of the Association and shall have overall supervision of the affairs of the Association. He/She shall preside on all meetings of members or board of directors; he/she shall have the power to appoint all standing and temporary action-oriented committees in accordance with Articles V and VI of the Constitution.
- Section 2 **Treasurer:** The Treasurer shall have custody of all funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements. All transactions must be approved by the board.
- The Treasurer shall get books and accounts audited/certified on a periodic basis based upon the request of the Board of Directors, and upon completion of his/her term submit to an examination of books and accounts to the new treasurer as requested by the Board of Directors.
- Section 3 **Secretary:** The objective and duties of a secretary shall be clearly defined in writing by the Chairperson at the time of appointment with the approval of the Board. The secretary will be responsible for all administrative tasks, from managing and organizing meetings, to taking minutes and archive minutes of meetings.
- Section 4 **Removal of Office Bearers:** Any Office Bearer may be removed from his/her office by a simple majority of votes by the board.
- Section 5 The Officers shall not be entitled to any stated compensation for their services as such. However, out of pocket expenses such as printing and mailing, incurred for the Association shall be reimbursed subject to approval by the board.
- Section 6 The Chairperson shall maintain a permanent file containing important documents, adopted resolutions, notes, and instructions. agreements and disagreements on any issue, information. etc. of permanent nature and shall pass it on to the next Chairperson for continuity of knowledge and action.

Article III Election and Term of Office

- Section 1 The Officers of the Association, i.e. the Board members which includes Chairperson, other board members, and the Treasurer shall be elected/nominated by the entire Board of directors.
- Section 2 The Chairperson shall serve for a period of Two years other than the Treasurer. The Treasurer shall serve for a period of three years. The Treasurer is eligible for re-election by the board for an additional period of three years.

- Section 3 In the event of a board vacancy due to resignation, removal from office, disability. or death. The chairperson, with approval of the Board of directors, may appoint a successor to hold office for the unexpired portion of the term of office.

Article IV Qualification of Officers

- Section 1 Any person who has been a Life member in good standing for at least six months prior to election/nomination, is eligible to become a director of the Association.
- Section 2 No officer other than the Treasurer shall be elected for more than one consecutive term. However, after a lapse of two terms an officer/director may be re-elected.

Article V Meetings of the Board of Directors

- Section 1 The Board of Directors shall meet at least once every Quarter.
- Section 2 The Board of directors may hold additional meetings by telephone or other electronic devices such as Zoom or Teams.
- section 3 Notice of meetings shall be given to all members of the board of directors at least three days prior to the time of such meetings.
- Section 4 Simple majority of the Board shall constitute a quorum of meetings of the directors. If a member of the Board is unable to attend a meeting, he/she may appoint a representative.

Article VI Finance

- Section 1 The Fiscal year of the Association shall commence on January 1 and end on December 31 of the same year. Any life member becoming a life member any time during the year shall pay full membership dues.
- Section 2 All funds of the Association shall be kept on deposit in a bank approved by the Executive Committee.
- section 3 All negotiable instruments drawn by the Association shall be signed by the Treasurer or by the Chairperson
- Section 4 Funds shall be raised from membership dues/donations.

Article VII
Indemnification and Liability

- Section 1 Any person made a party to any action, suit, or legal proceeding by reason of the fact that he or she, his or her is or was a member of the Board of Directors, shall be indemnified by the Association against any reasonable expenses including the attorney's fees actually and necessarily incurred in connection with the defense of such action suit or legal proceeding. Any person party to such a suit or proceeding shall further be indemnified by the Association for any judgment or liabilities resulting therefrom.
- Section 2 The members of the Association or of the Board of Directors shall not be liable for the Association's obligations.

Article VIII
Official Emblem

- Section 1 The official emblem of the Association or any changes in it shall be approved by the Board of Directors.

Article IX
Rules of Order

- Section 1 Traditional parliamentary rules of order as followed in the United States of America shall govern the proceedings of all meetings of the Association except as provided in the Constitution and the By-law-s. Moreover, the proceedings of the Association shall be governed by and according to the latest provisions of Robert's Manual of Parliamentary Rule.

- Note: Please note that the Constitution and By-Laws supersede the previously approved constitution and By-laws in order to simplify the administration, structure, and organizational aspects of the Association as of July 2025.