



# THE COLLEGE ON PROBLEMS OF DRUG DEPENDENCE, INC.

## BYLAWS OF THE COLLEGE ON PROBLEMS OF DRUG DEPENDENCE, INC. Version 2/25/20

### ARTICLE I

#### General

Section 1. **Name.** The name of this corporation is The College on Problems of Drug Dependence, Inc.

Section 2. **Authority.** This corporation is a nonprofit corporation domesticated under the Pennsylvania Nonprofit Corporation Law of 1988.

Section 3. **Location.** This corporation shall have an office in Philadelphia, Pennsylvania. The corporation shall also have offices at such other places either within or without Pennsylvania as the Board of Directors may from time to time determine.

Section 4. **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December.

Section 5. **Purposes.** The purposes and objectives for which this corporation has been established are as set forth in the Articles of Incorporation.

Section 6. **Seal.** The seal of the corporation shall be circular in form and shall bear the name of the corporation, the name of the Commonwealth of Pennsylvania, and the year of its incorporation.

Section 7. **Reimbursement of Expenses.** Members of the Board of Directors of the corporation shall not receive any compensation for their services on behalf of the corporation, but may be reimbursed for actual out-of-pocket expenses reasonably incurred in connection with meetings or other activities of the corporation.

Section 8. **Non-Discrimination.** In its activities, the corporation shall adhere to the principle of equal opportunity and shall not discriminate on the basis of race, color, religion, sex, sexual orientation, national or ethnic origin, age or handicap.

## ARTICLE II

### Members

Section 1. **Members.** The corporation shall have the following categories of membership: Fellows; Regular Members; Associate Members; Members-in-Training; Emeritus Members; and Corporate Members.

Section 2. **Fellows.**

- A. Charter Fellows.** All persons who as of June 1, 1991 are serving or who have previously served as members of the Executive Committee or Board of Directors of CPDD shall become Charter Fellows. Also, all persons who have received as of June 1, 1991 the Eddy Award of CPDD shall become Charter Fellows.
- B. Fellows.** Eddy Award recipients shall become Fellows at the time of their receipt of the Eddy Award. Additionally, the Membership Committee may nominate as Fellows professionals identified as having given extraordinary, distinguished service to the College and/or some aspect of the field of drug abuse research, or related activities, who then may be elected Fellows of the CPDD by the Board of Directors. Board of Director (BOD) members automatically become Fellows at their completion of BOD service.

Section 3. **Regular Members.** Highly credentialed scientists and other professionals working in the field of substance abuse may be considered for Regular Membership. Selection shall be made by the Membership Committee based on the merit of their scientific accomplishments or other accomplishments, including educational efforts, public service, or similar kinds of societal contributions. A slate of proposed members shall be presented at least annually to the Board of Directors for final approval by majority vote<sup>1</sup>. In addition, all new members of the Board of Directors shall become Regular Members of the CPDD at the time of the beginning of their service on the Board of Directors, if they are not already Regular Members or Fellows.

Section 4. **Associate Members.** Accomplished scientists and other professionals working in the field of substance abuse who have not fulfilled the requirements for Regular Membership may be considered for Associate Membership. Selection will be made by the Membership Committee based on interest and involvement in the field. A slate of proposed Associate Members shall be presented at least annually to the Board of Directors for final approval by majority vote.

<sup>1</sup>Unless otherwise specified in these Bylaws or by Law, all actions noted in these Bylaws to be decided by vote shall be determined by the majority (or other specified proportion) of votes cast.

**Section 5. Members-in-Training.** Any post-baccalaureate full-time or part-time student matriculated in an advanced degree program or anyone participating in a post-doctoral training program (but not yet meeting criteria for Associate Membership) in any field related to research on problems of drug dependence may be considered for this membership category. Selection shall be made by the Membership Committee based on interest in the field and demonstrated progress towards meeting Associate Member criteria. Membership shall be re-certified annually and may extend for one full year after the calendar year in which the terminal degree is awarded or the post-doctoral training program is completed.

**Section 6. Emeritus Status.** Upon retirement, any Associate Member, Regular Member or Fellow of the CPDD may apply for Emeritus status. The member requesting such status should address a letter to the Project Manager, indicating the reason for the request. The Project Manager will forward the letter with his/her recommendation to the Membership Committee. If the Chair of the Membership Committee approves the request, no further action is necessary. Otherwise, the request will be submitted to the full Membership Committee. If the Committee does not approve, the request will be submitted to the Board of Directors, who will decide the request based on majority vote. If Emeritus status is approved, the member will remain in the same membership category and maintain the same privileges and duties (see Section 9.) as before Emeritus status was awarded. Members with Emeritus status will not be assessed annual dues.

**Section 7. Meetings.** A meeting of the members of the CPDD will be held annually in association with the Annual Scientific Meeting and at such times and places as the Board may determine. The Project Manager shall send notice of the time and place of such meetings to each member of the CPDD at least four weeks prior to the meeting. Notice shall be given pursuant to Article XI.

**Section 8. Dues.** Members in all membership categories shall be required to pay annual dues, which shall be set by the Board of Directors. Retired or disabled members may petition the President to be excused from paying dues. In addition, in exceptional circumstances any member may petition the President to be excused from paying dues. Winners of the Eddy Award shall not be assessed annual dues from the time of winning the award forward. Members with Emeritus status will not be assessed annual dues.

#### **Section 9. Privileges and Duties.**

- A. Fellows.** Fellows shall: 1) elect two Fellows annually to serve as members of the Nominating Committee; 2) be eligible to vote in the annual election of Officers and Board of Directors and on all issues brought to full CPDD membership vote at the annual meeting of the members; 3) be eligible to submit and to sponsor papers for consideration for presentation at the Annual Scientific Meeting.

- B. Regular Members.** Regular members shall: 1) participate in election of two Regular Members annually to serve as members of the Nominating Committee; 2) be eligible to vote in the annual election of Officers and Board of Directors and on all issues brought to full CPDD membership vote at the annual meeting of the members; 3) be eligible to submit and to sponsor papers for consideration for presentation at the Annual Scientific Meeting.
- C. Associate Members.** Associate Members shall: 1) participate in the election of two Regular Members annually to serve as members of the Nominating Committee; 2) be eligible to vote in the annual election of Officers and Board of Directors and on all issues brought to full CPDD membership vote at the annual meeting of the members; 3) be eligible to submit papers for consideration for presentation at the Annual Scientific Meeting. Associate Members shall be eligible to vote on all issues brought to full CPDD membership vote at the annual meeting of the members.
- D. Members-in-Training.** Members-in-Training shall be eligible to submit papers as first author for consideration for presentation at the Annual Scientific Meeting. Members-in-Training shall not be eligible to vote at the annual meeting of the members.

Section 10. **Membership Not Assignable.** Membership in the corporation or any other interest therein shall not be assignable, nor shall membership or any other interest in the corporation pass by operation of law or otherwise to anyone other than the member.

Section 11. **Mail and Electronic Ballot.** In lieu of obtaining the vote of members at a regular or special meeting, the Board of Directors may submit any matter to the voting members for approval by mail ballot or by electronic balloting via a secure electronic means. An official ballot shall be mailed to each voting member. Any member who does not wish to participate in electronic balloting will be permitted to vote by mail ballot, upon request. Ballots postmarked later than the announced deadline will not be counted. Alternatively, a notice of balloting will be sent to each member, as per Article XI, including the deadline for balloting and instructions on how to cast an electronic vote. Electronic votes cast later than the announced deadline will not be counted. Except as otherwise required by law, the Articles of Incorporation of CPDD or these Bylaws, the affirmative vote of a majority of the members voting by mail ballot or electronically shall be the act of the members.

## ARTICLE III

### Corporate Members

A business entity with an interest in the activities of the College may become a Corporate Member by submission of an application which is approved by a majority vote of the Board of Directors. Corporate Members will have no voting privileges, and may not serve on the Board of Directors. The duties, privileges, and responsibilities of Corporate Members are as determined from time to time by the Board of Directors.

## ARTICLE IV

### Board of Directors

Section 1. **Number and Qualification.** There shall be a Board of Directors composed of 17-22 members, as determined by the Board by resolution. Ordinarily, the Board shall be composed of: (a) sixteen (16) members elected by the Membership as provided in Section 3, below; (b) an Project Manager as provided in Article VII, below (to serve as an ex officio, non-voting member); and (c) at times any or all of the other officers, if their regular elected terms as Board members will have expired prior to their actual service in their elected offices.

Section 2. **Term.** Each elected Director shall serve for a single four (4)-year term. Such term shall begin and end following the Annual Scientific Meeting unless the Director is earlier removed under Section 10, below. Elected Board members may not serve consecutive full four-year terms and can be reelected only after an intervening three-year period following his/her last service on the Board as either an elected member or as an officer (serving in office after his/her regular elected term has expired). However, Board members completing their terms are eligible for a 6-year period for election as an officer of the College, as specified in Article V, Section 2. Terms of elected Board members will be staggered such that four new Board members are elected annually.

Section 3. **Election and Nomination.** Sixteen (16) members of the Board shall be elected by Fellows, Regular, and Associate Members of the College. They shall be selected from among various disciplines concerned with problems associated with the use of dependence-producing drugs.

A Nominating Committee shall submit a list of not more than three candidates for each position to be vacant for elected Board membership. These lists, along with qualifications of both the nominees and Board members completing regular elected terms, shall be submitted to all Fellows, Regular, and Associate Members of the College

who shall fill each position by plurality vote. This vote shall be taken by the end of February by mail or electronic ballot (as specified in Article II, Section 11). Each elected candidate shall become a member of the Board for a four-year term. Suggestions of candidates may be submitted to the Nominating Committee by any member of the College. Names and qualifications of retiring members shall be sent to members of the College, along with a request for nominations for Board members, sixty (60) days in advance of the deadline for nominations, a date which shall be set by the Nominating Committee.

**Section 4. Powers and Duties.** The Board of Directors shall have plenary control over the management, business and affairs of the corporation.

**Section 5. Meetings of Directors.** The Board of Directors shall meet annually, at such time and place as the Board of Directors shall determine, usually in conjunction with the Annual Scientific Meeting held in June. Special meetings of the Board of Directors may be called by the President or shall be called by the Project Manager upon petition by any five Directors addressed to the Project Manager. The time and place of a special meeting shall be determined by the President or the petitioning Directors, whomever shall have called the meeting.

Notice of all directors' meetings shall be given by the Project Manager not less than ten (10) days before the date of the meeting. Notice shall be given pursuant to Article XI.

An agenda containing the matters scheduled for a vote at any directors' meetings shall accompany the notice. Whoever shall call the meeting shall prepare the agenda.

**Section 6. Quorum, Adjournment, Voting, Waiver of Notice.** Attendance by a director at a meeting shall constitute a waiver of notice except where a director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened.

At any meeting of the Board of Directors, a quorum of the Board must be present to transact business. A majority of the Board of Directors shall constitute a quorum. Less than a quorum shall have power to adjourn from time to time, until a quorum shall be present. Unless otherwise provided in these Bylaws or by law, action shall be taken by a majority of the votes cast. Each Director shall be entitled to one vote at all meetings of the Directors on matters presented to the Board for a vote.

The transactions of any meeting, however called or wherever held, shall be as valid as though carried on at a meeting duly notified, provided a quorum is present and either before or after the meeting each of the directors not present in person, waives notice thereof. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. Any action, which under these Bylaws or law may be

taken at a meeting of the Board of Directors may be taken without a meeting if authorized in writing, signed by all of the directors and filed with the Project Manager.

Section 7. **Telephone Meeting.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person.

Section 8. **Committees.** In addition to the committees specified in Articles VI and VIII, the President-Elect shall appoint members of the committees from time to time created by the Board, and such committees shall have the terms and powers as the Directors shall determine. The President can also create committees, either by himself/herself or in conjunction with the approval of the Board of Directors; provided that committees created solely by the President shall be advisory only unless the Board confers other powers. Except as otherwise specified by these Bylaws, committees shall not have any management authority with respect to the business and affairs of the corporation.

Section 9. **Resignation.** A Director may resign from the Board by a resignation in writing delivered to the Project Manager and President. Resignation shall be effective when specified by the resigning Director in the writing, or immediately if not specified.

Section 10. **Vacancies; Removal.** A vacancy on the Board shall be filled at the time of the next annual election of Members of the Board of Directors by a vote of a majority of the Fellows, Regular, and Associate Members of the College participating in the election, pursuant to the procedures set forth in Article IV, Section 3. A vacancy filled hereunder only shall be for the unexpired term of the member. However, the person filling the vacancy is eligible for election for one full four-year term immediately thereafter. Any Director may be removed with or without cause, at any time, by an absolute two-thirds vote of the members of the Board of Directors.

Section 11. **Audit.** An annual review of the books and accounts with periodic audits, at a maximum interval of 3 years, will be conducted. The review and audit report will be sent to the Board. The audit will be conducted in accordance with 501c(3) best practices for such organizations.

Section 12. **Mail and Electronic Ballot.** In lieu of obtaining the vote of Board members at a regular or special meeting, the Executive Committee may submit any matter to the voting Board members for approval by mail ballot or by electronic balloting via a secure electronic means. An official ballot shall be mailed to each voting Board member if by mail. Ballots postmarked later than the announced deadline will not be counted. Alternatively, a notice of balloting will be sent to each Board member, as per Article XI, including the deadline for balloting and instructions on how to cast an electronic vote. Any member who does not wish to participate in electronic balloting will

be permitted to vote by mail ballot, upon request. Electronic votes cast later than the announced deadline will not be counted. The affirmative vote of two-thirds of the Board members shall be the act of the Board of Directors.

## ARTICLE V

### Officers

Section 1. **Officers.** The corporation shall have the following officers who shall be voting members of the Board: President (who shall also serve as Chair of the Board and of the Executive Committee); President-Elect (who shall automatically become President upon expiration of the term or vacancy in the office of President); Past-President; Treasurer; and such other officers as the Board of Directors may from time to time determine. The corporation shall also have a Project Manager who shall be an ex officio, non-voting member of the Board and who shall function as the Corporate Secretary under Pennsylvania law. The selection and duties of the Project Manager are specified in Article VII.

Section 2. **Election and Nomination.** Except with respect to the President-Elect who shall automatically become President upon the expiration of the term or vacancy in the office of President, and except further with respect to the President who shall become Past-President on expiration of his/her term as President, and except further with respect to the Project Manager whose selection is specified in Article VII, below, officers shall be elected by a majority vote of the Fellows, Regular, and Associate Members of the College from among the members of the Board of Directors and those who have completed their service on the Board of Directors (either as an elected member or an officer serving in office after his/her regular elected term has expired) within six years of the initiation of the new term of office for the election being held, with the exception that the outgoing Past-President shall not be eligible to be elected President-Elect during this period. This vote shall be taken before the end of February by mail or electronic ballot (as specified in Article II, Section 11). A Nominating Committee shall submit a slate of not more than two candidates for each office to be elected (President-Elect and Treasurer). The slate will be submitted by mail ballot to the Fellows, Regular, and Associate Members of the College who will elect each officer by majority vote. In the event that more than two candidates are nominated for a single office and no candidate receives a majority on the first vote, the two candidates with the largest number of votes will be resubmitted to the Fellows, Regular, and Associate Members of the College for a run-off election.

Section 3. **Term.** Except for the Treasurer and Project Manager, officers shall serve for one year. The Treasurer shall serve for a 3-year term and may be re-elected for a second consecutive 3-year term. Such terms shall begin and end following the Annual Scientific Meeting unless the officer is earlier removed under Section 6, below.

#### Section 4. **Duties of the Officers.**

**A. Duties of the President.** The President shall be the principal elected officer of the corporation and shall, in general, supervise the business affairs of the corporation,



subject to the direction and control of the Board of Directors. He/she shall, in general, perform all duties customarily incident to the office of President. Also, specifically, the President shall sign the hotel contract for the Annual Scientific Meeting. Without limiting the foregoing, the President shall set the agenda and preside at all meetings of the Board of Directors and of the Executive Committee as Chair of said bodies, and shall have such other duties as set forth in these Bylaws and as the Board of Directors by resolution shall from time to time determine.

**B. Duties of the President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. He/she shall, in general, perform all duties customarily incident to the office of the President-Elect. Without limiting the foregoing, the President-Elect shall appoint all member of committees and shall have such other duties as set forth in these Bylaws and as the Board of Directors by resolution shall from time to time determine. The President-Elect shall automatically become President at the end of the prior President's term. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the term and then for the term for which elected.

**C. Duties of the Secretary.** The Project Manager shall serve as Secretary. The Secretary shall perform the duties normally expected of a secretary of a Pennsylvania nonprofit corporation. Without limiting the foregoing, the Secretary shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall serve as custodian of corporate records; shall keep minutes of meetings of the Board of Directors and committees; shall maintain a record of the mailing address and other contact information for each member of the corporation; shall have the duties set forth in Article VII, Section 3 of these Bylaws; and shall perform such other duties as the Board of Directors by resolution shall from time to time determine.

**D. Duties of the Treasurer.** The Treasurer shall have the following duties:

- (i) Oversight responsibility for the custody and safekeeping of all funds of the corporation and overseeing their collection, receipt and disbursement
- (ii) Ensure that designated individuals maintain accurate accounts of the transactions of the corporation in records belonging to the corporation.
- (iii) Disburse the funds of the corporation in such a manner as the Project

Manager or the Board of Directors may require.

- (iv) Countersigns or initials all notes, endorsements, guarantees and acceptances made on behalf of the corporation when directed by the Board of Directors. The Executive Office has the responsibility and the authority to execute contracts for the organization. However, the hotel contract for the Annual Scientific Meeting will be signed by the President

and co-signed by the Treasurer. The Treasurer will approve such contracts as are recommended by the Executive Office, unless the contract is deemed to be fiscally unsound or placing CPDD at an unacceptable financial risk.

- (v) In cooperation with the Executive Office, renders to the Board of Directors, at least annually, or whenever they may require, an account of transactions and of the financial condition of the corporation, and such other financial reports as may be necessary or appropriate.
- (vi) Prepares the annual budget in consultation with the Executive Office, and presents the budget to the Board for approval.
- (vii) Serves as Chair of the Finance Committee and keeps the minutes of that Committee.
- (viii) Works with the Finance Committee and the Executive Office to develop fiscal policies for recommendation to the Board to ensure the financial integrity and sustainability of the corporation. This includes development of long-term financial strategies.
- (ix) Is the liaison with the corporation's investment manager in handling the corporation's investments and reserves, with oversight from the Finance Committee and the Board of Directors.
- (x) Oversees the filing of the IRS Form 990 by the Executive Office and ensures that related tax documents are properly submitted in a timely manner, with oversight of the accountant and approval of the Project Manager.

**E. Duties of Other Officers.** Other officers elected by the Board of Directors shall perform such duties as may be assigned to them from time to time by the Board.

Section 5. **Number of Offices Held.** No person may hold two or more offices in the corporation at the same time.

Section 6. **Vacancies; Removal.** A vacancy in any office (other than the President) may be filled at any time by the Executive Committee for the remainder of the unexpired term or, in the case of a vacancy in the office of Treasurer, for the remainder of the election year. If a vacancy is in the office of Treasurer, the vacancy shall be filled for the remainder of the unexpired term at the next annual election of Officers by vote of a majority of the Fellows, Regular and Associate Members of the

College. A person filling a vacancy in an office, as specified above, is eligible for re-election to a full one-year term immediately thereafter, or, in the case of Treasurer, re-election to two 3-year terms. Any officer may be removed from office, with or without cause, at any time by the affirmative vote of an absolute two-thirds of the Board of Directors.

## ARTICLE VI

### Executive Committee

Section 1. **Composition.** The Executive Committee shall consist of at least five members. The Chair of the Executive Committee will be the current President of the College on Problems of Drug Dependence who chairs the Board of Directors meetings. In addition, the Executive Committee will include the President-Elect and immediate Past-President. The Treasurer will also serve on the Executive Committee. The members of the Executive Committee must be the officers of the corporation. The Project Manager shall be an ex officio, nonvoting member of the Executive Committee.

Section 2. **Term.** Each member of the Executive Committee shall serve on the committee for such term as they serve the corporation as an officer.

Section 3. **Functions and Meetings.** The Executive Committee shall be charged with the oversight of the direct day-to-day operation of all activities of the corporation. The Executive Committee shall meet at least four times annually and at such other times as are necessary to respond to the needs of the professional activities of the corporation. The Chair shall call all meetings of the Executive Committee.

Section 4. **Quorum, Adjournment, Voting, Waiver of Notice.** Attendance by a member at a meeting shall constitute a waiver of notice except where a member of the Executive Committee attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened.

At any meeting of the Executive Committee, a majority of the committee shall constitute a quorum for the transaction of business. The presence or absence of the Project Manager shall not count for purposes of constituting a quorum. Less than a quorum shall have power to adjourn from time to time, until a quorum shall be present. Unless otherwise provided in these Bylaws or by law, action shall be taken by a majority of the votes cast.

Notice of all Executive Committee meetings shall be given by the Project Manager not less than ten (10) days before the date of the meeting. Notice shall be given pursuant to Article XI.

The transactions of any meeting, however called or wherever held, shall be as valid as though carried on at a meeting duly notified, provided a quorum is present and either before or after the meeting each of the members of the Executive Committee not present in person, waives notice thereof. All such waivers shall be filed with the corporate records and made part of the minutes of the meeting. Any action, which under these Bylaws or law, may be taken at a meeting of the Executive Committee may be

taken without a meeting if authorized in writing, signed by all of the members of the

Executive Committee and filed with the Project Manager.

Section 5. **Telephone Meeting.** Any one or more directors may participate in a meeting of the Executive Committee by means of a conference telephone or similar telecommunications device that allows all the persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person.

Section 6. **Chair of the Executive Committee.** The President, as the Chair shall convene meetings of the Executive Committee. The Chair shall serve as a member of the Executive Committee (as Past-President) for a one-year term immediately following completion of his/her term as President, with the current President assuming the position of Chair.

Section 7. **Committees.** The Executive Committee may create such committees as it may in its discretion from time to time determine, and such committees shall have such terms and powers as the Executive Committee may determine. The President shall appoint the members of the committees from time to time created by the Executive Committee under this section.

Section 8. **Resignation.** A member of the Executive Committee may resign by a resignation in writing delivered to the Project Manager and President at least thirty (30) days prior to the effective day thereof; provided, that if the member also resigns as a director of the corporation or as an officer, the resignation from the Executive Committee will become effective the same time as the other resignation.

Section 9. **Vacancies and Removal.** A vacancy on the Executive Committee shall be filled as specified in Article V, Section 6 (Vacancies; Removal).

Section 10. **Project Manager as Secretary.** If the Project Manager is serving as Secretary, the Secretary shall be a nonvoting member of the Executive Committee and the presence of the Secretary shall not be counted for purposes of constituting a quorum.

## ARTICLE VII

### Executive Office

The Executive Committee shall be responsible for establishment of an Executive Office. This can be an academic site (or other non-commercial site) or a commercial entity, such as an Organization Management Company. The site for the Executive Office will be selected by an absolute 2/3 majority vote of the Board of Directors. If an Organization Management Company site is selected, that management company shall provide such services and have such duties and responsibilities as specified in a contractual agreement.

The management company shall assign a Project Manager to CPDD who will provide such services as usually assigned to an Executive Officer and are further specified in the contractual agreement with the management company.

## ARTICLE VIII

### Committees of the Corporation

Section 1. **Standing Committees.** All new members of standing committees shall be appointed annually by the President-Elect following the meeting of the Board of Directors held in conjunction with the Annual Scientific Meeting. New appointments shall take effect following the Annual Scientific Meeting.

- A. Nominating.** The Nominating Committee shall consist of seven (7) members as follows: the President-Elect and two (2) members of the Board of Directors (appointed by the President); two (2) Fellows (elected by the Fellows); two (2) Regular Members (elected by the Regular Members and Associate Members).

The Committee shall set the time schedule for annual election of members of the Board of Directors, solicit nominations from the members of the College, prepare slates of candidates for the vacant positions and distribute the lists to the Fellows, Regular and Associate Members of the College. In addition, the committee shall propose to the Fellows, Regular and Associate Members of the College nominee(s) for the position of President-Elect and Treasurer.

No member of the Nominating Committee may be a candidate for elected office or Board membership in the year(s) that person serves as a member of the Nominating Committee.

- B. Membership.** This committee shall be responsible for the following: review of all applications for membership in the Fellows, Regular Member, Associate Member and In-Training Member categories; selection of Student and In-Training Members; and, making recommendations for acceptance to

the Board of Directors of Regular Members and Associate Members. This committee shall also be responsible for addressing the recruitment of new members and retention of current members.

- C. Budget and Finance.** One member of the committee shall be the Treasurer, who shall serve as committee Chair; the President shall be an ex officio, voting member and the Project Manager shall be an ex officio, non-voting member. The President-Elect shall appoint additional members to the committee to maintain the committee at not less than three (3) members. The duties of the committee shall be as follows: to propose an annual budget for the corporation for approval at a meeting of the Board of Directors; to conduct an annual review of the books and

accounts of the corporation with periodic audits as indicated in Article IV, Section 11; to prepare a financial report reviewing expenditures of the corporation for presentation and approval at the meeting of the Board of Directors held in conjunction with the Annual Scientific Meeting; to advise the corporation regarding appropriate methods for producing income for the corporation; to assure that all financial undertakings of the corporation are consistent with its status as a tax-exempt institution.

- D. Awards.** This committee shall be responsible for administration of the Eddy Award, Morrison Award, Cochin Award, and such other awards as are established by the corporation.
- E. Rules.** This committee shall be responsible for reviewing the Bylaws and preparing changes as necessary.
- F. Program Committee.** This committee shall be responsible for preparation of the program for the Annual Scientific Meeting. The duties shall include solicitation of papers, acceptances and screening of manuscripts, arranging and scheduling scientific sessions, and preparation of papers for publication.

The CPDD requires investigators to affirm that original studies reported in the scientific programs of the CPDD have been carried out in accordance with the Declaration of Helsinki and/or with the Guide for the Care and Use of Laboratory Animals as adopted and promulgated by the National Institutes of Health.

- G. Code of Conduct Committee.** The Code of Conduct Committee shall be responsible for processing received complaints based on the Code of Conduct Policy, initiating investigation, and taking appropriate action to protect the safety and well-being of its members and other meeting attendees. Actions may include removing individuals from a meeting/event without warning, prohibiting a person from attending future CPDD meetings,

and/or rescinding membership. CPDD may also contact law enforcement authorities if it appears that laws were broken.

- H. Public Policy Committee.** The overall mission of the Public Policy Committee is to develop a unified message and seeks opportunities to maximize the visibility and influence of the CPDD in relevant and important community-based initiatives, policy-related discussions and other appropriate forums. The committee keeps the CPDD membership informed about important policy-related issues that pertain to research funding and opportunities for action and hosts the CPDD Policy Forum at the CPDD Annual Meeting.

**Section 2. Ad Hoc Committees.** The President and/or the Board of Directors may create such ad hoc committees as they may in their discretion from time to time

determine, and such committees shall have such terms and powers as the Board of Directors may determine. The President or President-Elect shall appoint the members of such ad hoc committees created by the Board under this section.

Section 3. **Committee Membership.** Other than the Executive Committee, committees can be made up of both members of the Board of Directors and persons who are not members of the Board of Directors.

Section 4. **Limitation on Committee Authority.** No committee shall have any power or authority as to the following:

- A. The filling of vacancies in the Board of Directors;
- B. The adoption, amendment or repeal of these Bylaws;
- C. The amendment or repeal of any resolution of the Board of Directors; or
- D. Action on other matters committed by resolution of the Board of Directors or by Pennsylvania law to the full Board of Directors or to another committee of the Board.

Section 5. **Fiduciary Duty of Directors.** The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his/her fiduciary duty to the corporation.

## ARTICLE IX

### Interested Directors or Officers

No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership,

association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if:

- A. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

- B.** The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

## **ARTICLE X**

### **Personal Liability of Directors and Indemnification of Directors, Officers and Other Persons**

#### **Section 1. Limitation of Personal Liability of Directors.**

- A.** A Director of this corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- (i) The Director has breached or failed to perform the duties of his or her office under Section 5715 of the Pennsylvania Consolidated Statutes;
  - (ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; and
  - (iii) The Director is liable for action taken under Section 8332.2 of Title 42 of the Pennsylvania Consolidated Statutes.
- B.** This Section shall not, except as otherwise provided in Section 8332.2 of Title 42 of the Pennsylvania Consolidated Statutes, limit a Director's liability for monetary damages to the extent prohibited by Section 5713 of Title 15 of the Pennsylvania Consolidated Statutes.

**Section 2. Mandatory Indemnification of Directors and Officers.** The corporation shall, to the fullest extent permitted by applicable law, indemnify its Directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the corporation or other entity) by reason of the fact that such Director or officer is or was a Director or officer of the corporation or is or was serving at the request of the corporation as a trustee, director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other



enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section 4 hereof of this Article. A Director or officer of the corporation entitled to indemnification under this Section 2 is hereafter called a "person covered by Section 2 hereof".

**Section 3. Expenses.** Expenses incurred by a person covered by Section 2 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation, except as otherwise provided in Section 4 of this Article.

**Section 4. Exceptions.** No indemnification under Section 2 hereof or advancement or reimbursement of expenses under Section 3 hereof shall be provided to a person covered by Section 2 hereof: (a) if a final unappealable judgment or award establishes that such Director or officer engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and Directors' liability insurance maintained by the corporation or other enterprise; or (c) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the corporation, which written consent shall not be unreasonably withheld. The Board of Directors of the corporation is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of

Indemnification under Section 2 or advancement or reimbursement of expenses under Section 3, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the corporation.

**Section 5. Continuation of Rights.** The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X, shall continue as to a person who has ceased to be a Director or officer of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 6. General Provisions.**

**A.** The term "to the fullest extent permitted by applicable law", as used in this Article X, shall mean the maximum extent permitted by public policy, common law

- or statute. Any person covered by Section 2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (i) on the basis of the applicable law on the date this Article X was adopted, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect at the time indemnification is sought.
- B.** The right of a person covered by Section 2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 3 hereof: (i) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the corporation and such person, and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article X with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.
- C.** If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation together with all supporting information reasonably requested by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorneys' fees and costs) of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.
- D.** The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the Directors or otherwise, both as to action in such Director's or officer's official capacity and as to action in another capacity while holding that

- E.** Nothing contained in this Article X shall be construed to limit the rights and powers the corporation possesses under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time) or otherwise,

including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the corporation may otherwise have under applicable law.

- F.** The provisions of this Article X may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 2 hereof by a written agreement signed by the corporation and such person.

- G.** The corporation shall have the right to appoint the attorney for a person covered by Section 2 hereof, provided such appointment is not unreasonable under the circumstances.

**Section 7. Optional Indemnification.** The corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article X.

## ARTICLE XI

### Notice

Whenever under the provisions of these Bylaws, the Articles of Incorporation of the CPDD or statute, notice is required to be given to a director, committee member, officer or member, such notice shall be given in writing, by first-class, certified or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the CPDD. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Unless otherwise specified, notice may also be given by telefacsimile, electronic mail (E-mail) (provided the intended recipient has supplied an E-mail address and consent to receipt of notice by electronic mail) or telephone, and will be deemed given when received.

**ARTICLE XII****Amendments**

These Bylaws may be altered or amended at any annual or special meeting of the members of the Board of Directors by an absolute two-thirds majority of the members, provided that notice of such amendment has been given in the notice of the meeting.

**ARTICLE XIII****Dissolution**

Subject to the requirements of law and of the Articles of Incorporation, the corporation may at any time dissolve and wind up its affairs by the affirmative votes of an absolute two-thirds of the Board of Directors and two-thirds of the Fellows and Regular Members.

Adopted: June 16, 1980  
 Amended: June 12, 1983  
 Amended: June 2, 1984  
 Amended: June 9, 1985  
 Amended: December 8, 1985  
 Amended: June 13, 1987  
 Amended: June 15, 1991  
 Amended: June 20, 1992  
  
 Amended: June 12, 1993  
 Amended: December 12, 1993  
 Amended: June 18, 1994  
 Amended: December 11, 1994  
 Amended: June 10, 1995  
 Amended: December 9, 1995  
 Amended: June 22, 1996  
 Amended: December 7, 1996  
 Amended: June 14, 1997  
 Amended: June 13 and 16, 1998  
 Amended: June 12, 1999  
 Amended: June 17, 2000  
 Amended: June 19, 2001  
 Amended: January 13, 2002  
 Amended: June 14, 2003  
 Amended: June 12, 2004  
 Amended: Jan. 24, 2006

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Amended: June 17, 2006  
Amended: June 16, 2007  
Amended: June 14, 2008  
Amended: June 20, 2009  
Amended: Jan. 20, 2010  
Amended: June 9, 2012  
Amended: June 13, 2015  
Amended: January 26, 2018  
Amended: February 5, 2019  
Amended: February 25, 2020