

1 **SINO-AMERICAN PHARMACEUTICAL PROFESSIONALS ASSOCIATION BYLAWS**

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3 Approved by AC/EC on April 3, 2003. Approved by SAPA Members at the Aug 2003 Annual Conference.
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5 **ARTICLE I. SHORT TITLES AND NAME**

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

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

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11 **ARTICLE II. OBJECTIVES AND PURPOSES**

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

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- 16 • educating the public and advancing public knowledge in the progress and development in the
 - 17 pharmaceutical and biotechnological sciences, the health professions, and the related academic
 - 18 disciplines;
 - 19 • promoting the pharmaceutical and biopharmaceutical sciences in every aspects;
 - 20 • bridging and developing a cooperative relationship in the pharmaceutical area between the United States
 - 21 and China;
 - 22 • fostering career growth and development of members;
 - 23 • providing a forum for the interchange of technical or non-technical knowledge in the pharmaceutical
 - 24 area.
- 25

26 Further, SAPA serves an advocacy role for the pharmaceutical sciences, promotes the socioeconomic vitality
27 of the pharmaceutical sciences and scientists, represents interest of pharmaceutical sciences among the health
28 professions, and assists pharmaceutical industry and individuals in the US to develop partnerships in China,
29 and vice versa.

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31 **ARTICLE III. MEMBERSHIP**

32 **Section 1. Members.** Any individual or organization who supports the objectives of SAPA and is willing
33 to contribute to the achievement of these objectives, and who has an interest in pharmaceutical and
34 biopharmaceutical areas in the broad meanings, is eligible for membership.

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

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

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- 43 • voting and being voted;
 - 44 • participating in and supporting SAPA activities;
 - 45 • discussion and suggestions about the events to be held by SAPA;
 - 46 • facilitating exchange of knowledge in the public domain.
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48 The Executive Council may amend membership benefits and services as it deems necessary or desirable in
49 furtherance of SAPA purposes.
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51 **ARTICLE IV. BOARD OF DIRECTORS**

52 **Section 1. Composition.** The Board of Directors (hereinafter “the BD”) shall consist of SAPA
53 President, Immediate-Past President, and elected BD members who are not concurrent members of the
54 elected Executive Council. Elected BD members shall be members with long-term leadership in and service
55 to SAPA, and shall have representation from regional chapters.

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

- 58 • resolve any issues regarding the Bylaws and SAPA policies/procedures, and have the ultimate
59 authority on the interpretation of the Bylaws;
- 60 • oversee the President and the Executive Committee's management of SAPA to ensure that they
61 fully and faithfully comply with the Bylaws and be obligated to taking necessary preventive and
62 corrective measures in the event of a serious or potential serious deviation.
- 63 • be responsible for long-term strategic planning and major structural changes of SAPA, including
64 but not limited to organizational development, long-term financial planning, and promulgation of
65 policies and procedures regarding, and approval of, establishment and dissolution of regional
66 chapters;
- 67 • be charged with the authority to select from nominees final candidates for President-elect and the
68 Executive Council members, approve election results, and approve appointments of heads of
69 SAPA standing departments nominated by President.

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71 **Section 3. Chair of the Board of Directors.** Chair of the BD shall be elected by all BD members from
72 a slate of two (2) candidates, including Immediate-Past President and a non-presidential BD member.

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

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79 **ARTICLE V. EXECUTIVE COUNCIL**

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

- 81 • SAPA presidential officials, including President, Immediate-Past President and President-Elect,
- 82 • the runner-up of SAPA presidential candidates,
- 83 • SAPA Vice Presidents (Chair of SAPA regional chapters),
- 84 • heads of SAPA standing departments, and
- 85 • other elected members.

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

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

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95 **Section 4. Term of Offices.** All EC members including the presidential officials shall serve for a term of
96 one (1) year and serve until their successors have been duly elected and installed. SAPA Vice Presidents
97 shall serve for a term of one (1) year as prescribed by individual chapters. Heads of SAPA standing
98 departments shall be generated through nomination by SAPA President and approval by the BD, and shall

99 serve more than one (1) year, and may be re-nominated. Other EC members may be re-elected without term
100 limits.

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102 **ARTICLE VI. STANDING DEPARTMENTS, TASK FORCES AND ADVISORY COMMITTEE**

103 **Section 1. Standing Departments.** A standing department is defined as a function critical to SAPA and
104 involving long-term management. Standing departments shall be subject to change as deemed necessary by
105 the BD, and generally shall include Treasury, Membership, Website and Newsletter Publishing. Heads of
106 SAPA standing departments shall lead and coordinate the corresponding functions in SAPA regional
107 chapters with the support of Vice Presidents.

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109 **Section 2. Task Forces.** Task Forces may be formed to head specific projects expected to be completed
110 within an elected term. SAPA President shall appoint elected EC members to lead individual Task Forces.
111 The Task Forces for global activities shall lead and coordinate the corresponding functions in SAPA regional
112 chapters with the support of Vice Presidents.

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114 **Section 3. Advisory Committee.** Advisory Committee (hereinafter “the AC”) shall include regular
115 SAPA Advisors consisting of all past presidents and individuals nominated by the AC and EC and approved
116 by the BD, and honorary SAPA advisors who are selectively invited with prior approval by the EC and the
117 BD. Members of the AC shall serve as consultants to the President, the EC and the BD, and may be invited
118 to serve as members in the EC or BD’s task forces.

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120 **ARTICLE VII. ELECTIONS**

121 **Section 1. SAPA President-Elect and elected EC Members** are elected annually via ballot by the entire
122 voting SAPA membership according to a schedule and procedures established by the EC. The candidates
123 shall be nominated by SAPA members. Two (2) final candidates for the President-elect and final candidates
124 for EC members shall be selected by the BD. The number allotment of EC members for regional chapters
125 shall be proportional to the membership percentage in corresponding chapters. EC members for each
126 regional chapter shall be elected from a separate slate of candidates.

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128 **Section 2. SAPA Vice Presidents (Chairs of SAPA regional chapters)** shall be elected annually by SAPA
129 members in corresponding SAPA regional chapters.

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131 **Section 3. BD Members.** Elected BD Members shall be elected annually by the EC at the beginning of
132 each term. The candidates shall be nominated by SAPA President, Immediate Past President, President-
133 elect, Vice Presidents and members of the exiting BD.

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135 **ARTICLE VIII. REGIONAL CHAPTERS AND OTHER AFFILIATIONS**

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

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

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145 **ARTICLE IX. FINANCES**

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

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151 **ARTICLE X. PARLIAMENTARY AUTHORITY AND PRECEDENCE**
152 **Section 1. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of
153 Order shall govern SAPA in all cases to which they are applicable. All activities carried out by SAPA and
154 active individual members shall not be against the laws of the United States and China.
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156 **Section 2. Precedence.** In any case of conflict between these Bylaws and any parliamentary authority or
157 other rules or procedures, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the BD
158 whose decisions shall be binding on all interested parties. All activities and information exchanged in SAPA
159 shall be within the public domain.