

Constitution of Controlled Release Society, Inc.

[Revised 1999]

Name: The name of this Society shall be the Controlled Release Society, Inc., and may be referred to by the abbreviation CRS.

Purpose: The Controlled Release Society is an international, interdisciplinary, not-for-profit organization whose purpose shall be the advancement of the science and technology of the controlled release of chemical and biological substances. To accomplish this purpose, the Society shall hold regular meetings and shall continually encourage the exchange of information in the field of controlled release through education, research, and the dissemination of information useful to the individual and beneficial to mankind. The Society is organized and shall be operated on a not-for-profit basis exclusively for advancing the science and technology of controlled release.

By-Laws of Controlled Release Society, Inc.

[Revised 2006]

Article I MEMBERSHIP

Section 1. Eligibility. Any person or institution interested in the field of controlled release shall be eligible for membership.

Section 2. There shall be four classes of membership.

- a. Member: A person of professional standing who pays annual dues as prescribed by the Board of Directors.
- b. Student Member: A student who is interested in the purpose of the Society and who pays dues as prescribed by the Board of Directors.
- c. Honorary Member: A recipient of the Founders Award as well as a person who has rendered significant service to the cause of controlled release science and technology.
- d. Institutional Member: An organization for-profit or not-for-profit who pays current dues as prescribed by the Board of Directors.

Section 3. Admission to Membership. Admission to the categories of membership specified in Article I, Section 2 of the By-Laws shall be granted to any person or institution provided such person or institution complies with criteria set forth in Article I, Sections 2 and 4.

Section 4. Dues.

The dues for membership in the Society shall be established by the Executive Committee, upon recommendation of the Board of Directors. Honorary members shall be exempt from dues. All members shall receive a copy of the annual proceedings, newsletter, and related material.

Dues shall be payable annually in advance at the start of the fiscal year. The fiscal year of the Society begins on January 1 and ends on December 31. Those who have not paid their dues by January 1 shall be notified that they are in arrears and that their names will be dropped from the rolls. Members shall be reinstated upon payment of dues. Members are eligible to vote if they have

paid their dues by February 28.

Article II MEETINGS OF THE MEMBERSHIP

Section 1. Annual Business Meeting. There shall be an annual meeting of members to be held as designated by the Executive Committee. Notice of the time and place of the annual business meeting shall be given to all members not less than sixty (60) days prior to such meeting. When practical, the meeting place shall be selected so as to encourage the attendance of members.

Section 2. Quorum. Those members present and entitled to vote at a meeting of the Society after proper notice of the meeting shall constitute a quorum.

Section 3. Special Meetings. Meetings of members may be called at any time by the President of the Society, or a majority of the Board of Directors, or a majority of the Executive Committee, or ten percent (10%) of the members in good standing who are eligible to vote.

Section 4. Parliamentary Authority. The rules outlined in Robert's "Parliamentary Law" and "Rules of Order" shall govern Society procedures in all instances where they are applicable and do not conflict with these By-Laws.

Section 5. Voting. At all meetings of the members, all decisions shall be determined by a majority of the members present in person.

Article III BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

Section 1. Board of Directors. The Society shall have the following elected officers which will constitute the Board of Directors of the CRS: President, President-Elect, Vice President, Scientific Secretary, Treasurer, 2 Members-at-Large, and immediate Past President. The Board of Directors, for purposes of compliance with the Not-for-Profit Corporation Law of the State of Ohio, shall serve as the Board of Trustees of the Corporation.

Section 2. Executive Committee. The role of the Executive Committee is to carry on the business of the Society between meetings of the full Board of Directors. The membership of the Executive Committee shall include the President, Scientific Secretary, and Treasurer, and other members of the Board of Directors as chosen by the President. The Executive Committee is required to report all of its deliberations and actions to the full Board of Directors in a timely manner. The Executive Committee is not permitted to amend the articles or By-Laws, dissolve the corporation, dismiss or elect new board members, except as authorized in Article III, Section 12, hire or fire the executive director, enter into contracts or sue another entity, change a board approved budget, or adopt or eliminate major programs.

Section 3. Board of Scientific Advisors. The Board of Scientific Advisors shall serve as an advisory group to the Board of Directors in matters pertaining to science and science policy associated with the controlled release of chemical and biological substances and will comprise (15) elected members of the Society, plus *ex officio* the Presidents of all established and affiliated Local Chapters of the Society, plus *ex officio* the chairpersons of the Standing Committees of the Society (as identified in Section 4 below).

Section 4. Other Committees. The Board of Directors, upon recommendation of the President and/or Executive Committee, shall appoint the following Standing Committees: Nominating Committee, Planning and Finance Committee, Membership and Development Committee, Marketing Committee, Meetings Committee, Publications Committee, and Awards Coordinating Committee.

In addition, the President may appoint *ad-hoc* committees as required, and may approve and encourage the formation of local and affiliated chapters of the Society. *Ad-hoc* committees are assigned specific tasks to be completed in a specified period of time.

Section 5. Term of Office.

- a. The President, President-Elect, Vice-President, and immediate Past President shall each hold office for one (1) year. The President-Elect shall automatically succeed to the office of President and the Vice-President shall automatically succeed to the office of President-Elect. The Scientific Secretary, Treasurer, and Members-at-Large shall each serve for a period of three (3) years. One of the Members-at-Large shall be elected at the time elections first occur following adoption of the 1999 amendments of these By-Laws, and the second of the Members-at-Large shall be elected at the time of the next-succeeding elections, so that the three (3) year terms of office of the Members-at-Large shall not run concurrently.
- b. Board of Scientific Advisors. Elected members of the Board of Scientific Advisors shall serve for a period of three (3) years. Effective upon adoption of the 1999 amendments of these By-Laws, those 15 persons who previously served as the Board of Governors shall automatically succeed as members of the Board of Scientific Advisors, to serve in such position for the balance of the term for which each was originally elected to serve on the Board of Governors. Presidents of established and affiliated Local Chapters of CRS and chairpersons of the Society's Standing Committees shall serve for their period of office.
- c. Standing Committees. Members of the Society's Standing Committees shall serve for three (3) year terms, which may be renewed for additional three (3) year periods upon recommendation of the President and/or Executive Committee.

Section 6. Duties of the Board of Directors. The Board of Directors shall be responsible for the management of the affairs and business of the Society and adopt such rules and regulations for the conduct of its meetings and the management of the Society as it deems proper, provided such rules and regulations are not inconsistent with these By-Laws and the laws of the State of Ohio or the United States.

Section 7. Board of Directors Meetings. Regular meetings of the Board of Directors shall be held not less than annually, at the time of the annual meeting of the membership and at such other times and places as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time or be called by the President or Secretary upon the written request of a majority of the members of the Board of Directors.

Section 8. Notice of Board of Directors Meetings. Notice of Board of Directors Meetings shall be given to each committee member in person, or by mailing to him/her at his/her last known post office address or internet address, provided that the member has a current internet address, at least two (2) days before the date therein designated for such meeting, including that day of mailing, a written or printed notice thereof specifying the time and place of such meeting, and the business to

be brought to the meeting. No business other than that specified in such notice shall be transacted at any special meeting, except that any business of the Society may be transacted by the Board of Directors without prior notice if every Board member is present. Meetings of the Board of Directors may be conducted by means of telephonic communication provided that all Directors participating in such a meeting can hear one another.

Section 9. Standing Committees.

Nominating Committee. This committee nominates candidates for all elected positions of the Society. The committee will usually be chaired by the immediate Past President of the CRS.

Planning and Finance Committee. This committee is responsible for budget and finance, strategic planning, audit and accounting, investments, and administration. The committee will usually be chaired by the CRS Treasurer.

Membership and Development Committee. This committee is responsible for annual membership, annual fund raising, globalization, and core competencies.

Marketing Committee. This committee is responsible for annual meeting and exhibitor registrations, publication sales, advertising and co-sponsorships, and the CRS internet website.

Meetings Committee. This committee is responsible for the annual symposium and the annual symposium for the forthcoming year, and for all CRS-sponsored or co-sponsored workshops. This committee will usually be chaired by the CRS Scientific Secretary.

Publications Committee. This committee is responsible for the CRS Journal, newsletter, and symposium proceedings. The CRS Scientific Secretary is de facto a member of this committee.

Awards Coordinating Committee. This committee is responsible for recommending to the Board of Directors the recipients of all CRS awards.

Section 10. Quorum. At any meeting of the Board of Directors, four or more members shall constitute a quorum for the transaction of business.

Section 11. Voting. At all meetings of the Board of Directors each member shall have one vote.

Section 12. Vacancies.

If the office of President of the Society becomes vacant, the President-Elect shall immediately assume the office of President for the balance of the unexpired term and shall be deemed to have resigned the office of President-Elect. The Vice-President shall thereupon assume the office of the President-Elect for the balance of the unexpired term and shall be deemed to have resigned the office of Vice-President. The Board of Directors shall appoint a Vice-President who shall serve for the balance of the unexpired term. The President and President-Elect who assumed those offices early shall remain in office to serve the terms to which they would have automatically succeeded under Article III, Section 5(a). The person appointed Vice-President shall not automatically succeed to the office of President-Elect.

If the office of President-Elect of the Society becomes vacant, the Vice-President shall immediately assume the office of President-Elect and shall be deemed to have resigned the office of Vice-

President. Thereupon, the Board of Directors shall appoint a Vice-President who shall serve for the balance of the unexpired term. The President-Elect who assumed that office early shall remain in that office to serve the term to which he/she would have automatically succeeded under Article III, Section 5(a). The person appointed Vice-President shall not automatically succeed to the office of President-Elect.

If the office of Vice-President, Secretary, Treasurer, or Member-at-Large becomes vacant, the Board of Directors shall appoint a corresponding replacement officer who shall serve until the position can be filled in the normal way at the next election of the Society. The person appointed to fill the vacant position of Vice-President, Secretary, Treasurer, or Member-at-Large shall not automatically succeed to that office.

Article IV OFFICERS' POWERS AND DUTIES

Section 1. The duties of the officers are as follows:

a. The PRESIDENT shall preside over the meetings of the Society, of the Board of Directors, and of the Executive Committee; appoint all necessary committees, subject to the approval of the Board of Directors; and perform such duties as may be necessary.

He/she shall present, at each annual meeting of the members and Board of Directors, a report on the condition of the business of the Society.

He/she shall cause to be called regular and special meetings of the members and Board of Directors in accordance with these By-Laws.

He/she shall appoint and remove, employ and discharge, and establish the compensation of all assistants, agents, employees, and clerks of the Society other than the duly appointed officers, subject to the approval of the Board of Directors.

He/she shall ensure that the books, reports, statements, and certificates required by the statutes are properly kept, made, and filed according to law.

He/she shall sign or give formal written authorization to the Treasurer to process all certificates, notes, drafts, or bills of exchange, warrants to other orders for the payment of money duly owed by the Society.

He/she shall enforce these By-Laws and perform all the duties which are required by law and incident to the position and office.

He/she shall be responsible for coordinating the activities of the chairperson of the annual meeting in his/her year as President.

b. The PRESIDENT-ELECT shall serve as advisor to the President and shall preside in his/her absence, performing the functions of the President when so acting. He/she will also perform other duties and responsibilities as assigned by the President.

c. The VICE-PRESIDENT shall advise the President and preside in the absence of the President-

Elect and President, performing the functions of those two officers when so needed. He/she will also perform other duties and responsibilities as assigned by the President.

d. The SCIENTIFIC SECRETARY shall be the representative of the Board of Directors for all CRS programs. Typically, this will involve coordination between the various international communities in the areas of workshops, annual scientific meetings, and other programs and meetings of the Society.

He/she shall keep the minutes of the meetings of the Board of Directors, of the Executive Committee, and of the membership in appropriate books.

He/she shall give and serve all notes of the Society.

He/she shall be the custodian of all records of the Society Office.

He/she shall have all communication addressed to him/her officially by the President or an officer or member of the Society accessible for presentation to the Board of Directors and Executive Committee at its meetings.

He/she shall usually serve as Chairperson of the Meetings Committee.

He/she shall usually serve de facto as a member of the Publications Committee.

He/she shall attend to all correspondence and perform all duties incident to the office of Secretary.

e. The TREASURER shall have the care and custody of and be responsible for all the funds and securities of the Society. He/she shall deposit all funds in the name of the Society in bank or banks, trust company or trust companies, vaults approved by the President and the Executive Committee. The Treasurer shall serve with bond.

He/she shall sign, make, and endorse in the name of the Society, all checks, drafts, warrants and orders for the payment of money, and payout and dispose of same and receipt therefor as authorized by the President or the Board of Directors.

He/she shall keep correct books of account of all the business and transactions of the Society. He/she shall render a statement of the condition of the finances of the Society at each regular meeting of the Executive Committee and Board of Directors and at such other times as shall be required of him/her and make a full financial report at the annual meeting of the members.

He/she shall usually serve as Chairperson of the Planning and Finance Committee.

He/she shall do and perform all other duties pertaining to the office of Treasurer.

f. The MEMBERS-AT-LARGE shall serve as advisors to the President and shall participate in Board of Directors meetings as representatives of the CRS membership. Members-at-Large will also perform other duties and responsibilities as assigned by the President.

Article V ELECTIONS

Section 1. Candidates for the Board of Directors and elected members of the Board of Scientific Advisors. Potential Society officer(s) and potential elected members of the Board of Scientific Advisors will be identified by the Nominating Committee. Candidates must be approved by the Board of Directors prior to being distributed to the total Society for vote.

Candidates for the Board of Directors and elected members of the Board of Scientific Advisors may also be nominated by petition signed by at least 30 members of the Society and submitted to the Scientific Secretary by January 1st of the election year.

Section 2. Elections. Election of officer(s) and members of the Board of Scientific Advisors will be held prior to the annual meeting of the Society by secret ballot and may be conducted by any lawful means, including electronic mail.

In case of a tie vote, the President will cast the deciding vote.

Article VI PUBLICATIONS

The Society shall issue or sponsor such publications as in the judgment of the Board of Directors will best serve the objectives and purpose of the Society. This will include publishing the proceedings of each annual symposium.

Article VII INDEMNIFICATION OF EXECUTIVE COMMITTEE, BOARD OF GOVERNORS, BOARD OF ADVISORS, AND OFFICERS

Section 1. Each member of the Board of Directors and each officer of the Society (and his/her heirs, executors, and administrators) who is made a party to any litigation, action, suit, or proceeding (whether civil, criminal, or administrative) by reason of his/her being or having been a member of the Board of Directors or an officer of the Society, shall be entitled to be indemnified by the Society against reasonable expenses actually incurred by him/her in connection with the defense of such litigation, except in relation to the following matters:

Those as to which he/she shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his/her duties as such member of the Board of Directors or as officer, or

Those which have resulted in a judgement in favor of the Society and against him/her, or which are settled by any payment by him/her to the Society.

Except in cases where above clause (a) or clause (b) applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of judgements, if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (1) the vote of a majority of the Board of Directors of the Society in office if such majority are not involved in any such litigation, or (2) the vote of the majority of the Board of Directors of the Society, excluding for purposes hereof the Directors involved in such litigation, or (3) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his/her heirs, executors and administrators may be

entitled.

Article VIII AMENDMENTS

These By-Laws may be amended by three-fourths vote of the members present at any Annual Business Meeting or by a majority vote of the members by mail or proxy, provided the notice of the proposed amendment has been given in writing to the Secretary and transmitted by him/her to the members 30 days before the vote. Amendments may be proposed by any CRS member in good standing.

Article IX MERGER, CONSOLIDATION, OR DISSOLUTION

1. The merger, consolidation, or dissolution of the Society shall be in conformity with the appropriate provisions of Chapter 1702 of the State of Ohio (U.S.A.) Revised Code.

2. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society used exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for scientific education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Summit County, Ohio, U.S.A., exclusively for such purposes or such organization or organizations, as Court shall determine, which are organized and operated exclusively for such purposes.