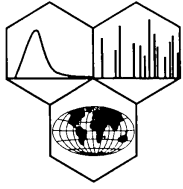


INTERNATIONAL
ASSOCIATION OF

THERAPEUTIC DRUG
MONITORING AND
CLINICAL TOXICOLOGY

BY-LAWS

- Incorporation approved in the State of Ohio, December 30, 1994
- Original By-Laws approved at Vienna Congress, September 7, 1995
- By-Law Revision, approved by ballot, June 24, 1998
- By-Law Revision, approved at Annual General Meeting, Washington DC July 28, 2008



BYLAWS

International Association of Therapeutic Drug Monitoring & Clinical Toxicology

SECTION 1: Name

The name of the corporation shall be the International Association of Therapeutic Drug Monitoring and Clinical Toxicology (the "Association").

SECTION 2: Office

The principal office of the Association shall be located at 6371 Riverside Drive, Dublin, Ohio 43017, or such other place as the Council may designate from time to time.

SECTION 3: Purpose and Powers

3.1. **Purpose** The purpose of the Association is to foster and promote:

- 1) Education and research in Therapeutic Drug Monitoring (TDM) and Clinical Toxicology.
- 2) Improving the standards of practice and clinical interpretation of pharmaceutical analyses, and to facilitate the delivery of clinical pharmacokinetics for enhanced patient care.
- 3) Encouraging cooperation with and between members of all professions concerned with TDM and Clinical Toxicology.
- 4) Organizing and conducting an international meeting at least once every three years.

3.2 **Powers** The Association shall have all such powers as are provided by law, its Articles of Incorporation, and these Bylaws, including without limitation the power to hire and discharge employees and consultants; to acquire, own, and dispose of property, including contributions made to it; and the power to do any and all lawful acts necessary or desirable for carrying out the Association's purposes. The Association is not organized for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership or corporation. The Association shall not engage in any activities that are inconsistent with its qualification as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 4: Membership

4.1 **Class of Membership** There shall be three classes of membership:

- 1) **Active:** Scientists and practitioners who through publications, practices, or activities have demonstrated an interest in TDM or Clinical Toxicology are eligible to become members.
- 2) **Honorary:** The Association can at its discretion confer Honorary Membership on selected groups.
- 3) **Organizational:** The Association can at its discretion confer organization membership on selected groups. These professional societies or individual members who may benefit from the activities, educational and/or

research, may be recommended for membership either as an individual and/or organizational membership group.

4.2. **Eligibility** Any interested person shall be eligible for membership.

4.3 **Application** Application for membership shall be made in writing to the Association and shall be acted upon in accordance with procedures established by the Council.

4.4 **Rights and Privileges** Active Members shall be eligible to vote on matters described under these Bylaws and are eligible to hold office. Other members shall not be entitled to vote or to hold office. Other members may attend all meetings, to receive all information, and otherwise to participate in the affairs of the Association. Active members shall receive the newsletter of the Association without charge.

4.5 **Dues** The dues for each category of membership shall be established by the Council once each year for the following year.

4.6 **Resignation** Resignation from membership shall be made in writing to the Association.

SECTION 5: Meetings of Members

5.1 **Annual Meeting** The Association shall have an annual business meeting of the members at such time and place as shall be determined by the Council. Members of the Association shall be notified of the time and place of the meeting at least four weeks in advance. In those years when an international scientific meeting is held, the annual meeting will be held in conjunction with this scientific meeting.

5.2 **Additional Meetings** Additional meetings of the members of the Association may be called by the Council at any time. Members of the Association shall be notified of any such additional meeting at least four weeks in advance.

5.3 **Voting** At any meeting of the membership of the Association, each Active Member shall be entitled to one vote on any matter requiring a vote of the members.

5.4 **Quorum** At any meeting of the members of the Association, 20 members shall constitute a quorum. Unless otherwise required by Ohio law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Active Members voting at a meeting shall be necessary for the adoption of any matter.

5.5 **Matters Determined by Ballot Without a Meeting** In lieu of holding a meeting of the members, the Council may submit any matter to the members for determination by a ballot.

Notice of the matter to be voted upon shall be sent to every Active Member of the Association by mail and/or electronically, and Active Members shall be provided at least 30 days to return their votes on the matter to the Association. Unless otherwise required by Ohio law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a simple majority of the Active Members participating in the ballot, returned by any electronic means approved by the Executive Committee, shall be necessary for the adoption of any matter.

SECTION 6: Council of the Association

6.1 Composition of Council The affairs of the Association shall be managed by a Board of Directors [the equivalent of "Trustees" under Ohio Revised §1702.01(L)] which shall be called the Council as set forth in Section 8.4, composed of:

- 1) The President of the Association
- 2) The President Elect of the Association
- 3) The Immediate Past President
- 4) The Secretary of the Association
- 5) The Treasurer of the Association
- 6) The Directors (3) of Education
- 7) Four Councillors

Positions appointed by the members of Council:

- 8) The Editorial Liaison
- 9) The Editor of the Newsletter

6.2 Powers of Council The Council shall have the power of management and supervision of the property and affairs of the Association. The Council management includes, but is not limited to:

- 1) Supervision of property;
- 2) Appropriation of funds;
- 3) Selection of and negotiating members' discounts with the official journal of the Association;
- 4) Hiring and terminating organizations and/or staff for selected management roles;
- 5) Establishing the dues;
- 6) Establishing schedule and location of the membership meetings; and
- 7) All other authority relating to the management of the Association that customarily resides in a corporation's Board of Directors.

6.3 Eligibility To be eligible for election as a Councillor, an individual shall be an Active Member and shall not have to be an officer of the Association. Upon election as an officer, an individual who is a Councillor shall cease to be a Councillor.

6.4 Nomination and Election of Council At least 60 days prior to any election, the Nominating Committee established under Section 11.1 (1) of these Bylaws shall nominate at least two individuals to be placed on the ballot for each Councillor to be elected. Any Active Member may nominate qualified nominees by submitting, in writing to the Secretary of the Association, the name, proposed office, and written consent to serve of such nominee. Such additional nominations shall be seconded in writing by two Active Members before being included on the ballot. The ballot shall be sent electronically to all Active Members no less than 30 days prior to any election. Members may vote online using the Association's website, and the ballot must be received by the Secretary of the Association no later than the date stipulated in the ballot documents. The election shall be conducted in the manner specified in Section 5.5. Each Active Member shall have one vote for each Councillor position to be filled, but there will be no cumulative

voting. The individuals receiving the largest number of votes shall be elected as councillors of the Association, each for a term as specified in Section 8.4.

6.5 Chairperson The President of the Association shall serve as the Chairperson of the Council. The President Elect will chair the meeting in the absence of the President.

6.6 Removal Any member of the Council may be removed, with or without cause, by a two-thirds vote of the members of the Council or of the Active Members of the Association.

6.7 Resignation Any member of the Council may resign from the Council by notifying the Secretary in writing.

6.8 Vacancies Any vacancy occurring in the Council may be filled by a majority vote of the members of the Council then in office, for the remainder of the unexpired term of the vacancy.

6.9 Compensation Members of the Council shall receive no compensation for their services but may be reimbursed for their expenses incurred in carrying out their duties if approved by the Council and if such reimbursement does not affect the qualification of the Association under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

6.10 Succession Any member of the Council shall be eligible for election as an officer or re-election to the Council as soon as membership on the Council has expired.

SECTION 7: Meetings of the Council

7.1 Notice Regular or special meetings of the Council may be held, within or without the State of Ohio, upon notice to each member of the Council of not less than 14 days, either personally or by mail, fax, telephone, email, or telegram, subject to waiver of notice as provided in Ohio law. Unless otherwise specified in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice or waiver of notice of such meeting, but such may be provided. The time and place of the meeting shall be specified in the notice of the meeting.

7.2 Meetings The Council shall hold at least one meeting each year by conference call, computer network or location designated by the President.

7.3 Quorum At any meeting of the Council, either regular or special, a majority of the Council members shall constitute a quorum. Unless otherwise required by Ohio law, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Council members present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter. The members of the Council shall act only as a Council and the individual Council members shall have no powers as such.

7.4 Action by Ballot Without a Council Meeting Any action required or permitted to be taken at a meeting of the Council may be taken by ballot. The affirmative vote of all members of Council shall be necessary for the adoption of any matter voted upon by ballot by the Council, except that the affirmative vote of the majority of all members of the council shall be necessary for any election voted upon by ballot by the Council. The

method of voting shall be any electronic means approved by the Executive Committee.

7.5 Telephone Meetings Unless otherwise provided in these Bylaws, the Council may meet by conference telephone or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other. Notice of any such telephone meeting shall be given to all members of the Council in the way specified in Section 7.1 of these Bylaws, and the provisions governing a quorum and voting established in Section 7.3 shall also apply to telephone meetings.

7.6 Executive Committee The Council shall establish an Executive Committee, which shall exercise the authority of the Council and the management of the Association between meetings of the Council. The Executive Committee shall consist of the President, the President Elect, the Secretary, and the Treasurer of the Association, the Immediate Past President, and any other member of the Council appointed by the President or by a majority of the entire Council.

SECTION 8: Officers

8.1 Officers of the Association The officers of the Association shall consist of a President, a President Elect, a Secretary, a Treasurer, and three (3) Directors of Education.

8.2 Eligibility To be eligible for election as an officer, an individual shall be an Active Member of the Association. A Councillor is eligible for election as an officer but, upon such election, shall cease to be a Councillor.

8.3 Nomination and Election The Nominating Committee established under Section 11.1 1) of these Bylaws shall submit in writing to the Secretary of the Association at least two nominations for each open officer position to be filled. The procedure for nominations by the membership and for voting for officer positions shall be the same as the procedure specified in Section 6.4 for Councillors. The individual who has been nominated for an officer position and who has received the largest number of votes for that position shall be elected.

8.4 Term of Office The term of office for each officer of the Society shall commence at the end of the international scientific meeting of the Association and shall last for the following periods of time:

- 1) The President's term shall begin at the end of the biennial business meeting after service as President Elect and continues through the next scientific meeting of the Association.
- 2) The President Elect's term shall begin at the end of the biennial business meeting that follows the election as President Elect and continues through the scientific meeting that follows taking office as President Elect, and shall thereafter automatically become the President of the Association.
- 3) The Secretary's and Treasurer's terms shall begin at the end of the biennial business meeting that follows the election and continue through the next scientific meeting that follows taking office, and shall be eligible for election to another office or one re-election for a second similar term.
- 4) The Directors of Education and Councillors terms shall begin at the end of the biennial business meeting that follows the election and continue through the next

scientific meeting that follows taking office, and shall be eligible for election to another office or one re-election for a second similar term.

- 5) The Editorial Liaison and Editor of the Newsletter terms shall begin at the end of the biennial business meeting that follows the election and continue until the end of the next scientific meeting. There will be no limit on the number of terms of office these people are eligible to seek election to.
- 6) The Council will appoint members to fill vacated positions between annual meetings. Elections will be held at the annual meetings or by mail ballot to select members to fill unexpired terms. Notwithstanding the above, the President Elect shall fill any vacancy in the office of President. If the President Elect is unable or unwilling to serve during the unexpired term, the Council will appoint a member to the office in the manner described above.

SECTION 9: Duties of Officers

9.1 Duties of Officers The officers of the Association shall have the following duties:

- 1) The President shall act as the chief executive officer and chief operating officer of the Association and shall preside at all meetings of the Association.
- 2) The President Elect shall serve in the absence or inability of the President to act.
- 3) The Secretary shall have custody of the records of the Association, keep the minutes of the meetings of the Association and of the Council, supervise elections, send notification of all meetings of the Association and of the Council, and shall be responsible for membership affairs.
- 4) The Treasurer shall keep the Association accounts, prepare annual budgets and fiscal reports, control all funds, and perform all other duties customarily undertaken by the treasurer of a corporation.
- 5) Three Directors of Education shall be responsible for supervision and coordination of educational activities.
- 6) The officers of the Association may delegate appropriate responsibilities to the Administrative Secretary appointed under Section 10.1.

9.2 Duties of Editors

- 1) The Editorial Liaison shall review position publications, newsletters or other literature written by the Association.
- 2) The Editor of the Newsletter will edit and distribute the Association's Newsletter at least once yearly to all members.

9.3 Removal of Officers Any officer may be removed, with or without cause, at any time by a vote of two-thirds of the Council members then in office or two-thirds of the Active Members of the Association, whenever in their judgment the best interests of the Association will be served thereby.

9.4 Resignation Any officer of the Association may resign by notifying the Secretary in writing.

9.5 Vacancies Any vacancy occurring in an office of the Association shall be filled in the manner set forth in Section 8.4 (6).

9.6 Bonding The Council may, by resolution, require any officer, employee, or agent of the Association to give bond to the Association, with sufficient sureties, conditioned on the

faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required from time to time by the Council. The premiums for all such bonds shall be paid by the Association.

SECTION 10: Administrative Secretary

10.1 Appointment The Council may appoint an Administrative Secretary and/or a company to assist the officers of the Association in the administration of the affairs of the Association.

10.2 Duties of the Administrative Secretary The Administrative Secretary shall have the duties and authority that are specified by the Council. The officers and Council may delegate to the Administrative Secretary the responsibility for any action for which an officer of the Council has authority unless such authority is non-delegable under these Bylaws.

SECTION 11: Committees

11.1 Standing Committees The Association shall have the following Standing Committees:

- 1) **The Nominating Committee** The Nominating Committee shall consist of five Active Members of the Association, of whom no more than two may be current members of the Council. The Nominating Committee shall submit in writing to the Secretary no fewer than two nominations for each elective office of the Association to be filled in any annual election. Additional nominations can be made in writing to the committee by an Active Member provided at least two Active Members second the nomination in writing.
- 2) **The Publications Committee** The Publications Committee shall determine the editorial policy for the Association and shall recommend to the Council individuals to serve as the Editor and on the Editorial Board of the Newsletter or any other publications of the Association. This committee will consist of the Editor of the Newsletter (who will chair the committee), the Editorial Liaison, the Directors of Education and one of the four Councillors selected by vote of the Council.
- 3) **The Meetings Committee** The Meetings Committee shall be responsible for the overall organization and planning for future annual meetings. The President Elect of the Association shall serve as Chairperson. There will be four additional members including at least one member of the Council of the Association and the Chair of the Scientific Meeting Planning Committee. Remaining members will be selected by the Council.
- 4) **The Scientific Meeting Planning Committee** The Scientific Meeting Planning Committee shall be responsible for the program and all other aspects of the international scientific meeting. The Council shall appoint the Chairperson when it selects a site for the next scientific meeting. This Chairperson in consultation with the members of the Association will appoint all other members of the Scientific Meeting Planning Committee.
- 5) **The Conferences and Workshops Committee** The Conferences and Workshops Committee shall make plans and recommendations to the Council for sponsorship or participation in conferences and workshops other than the

international scientific meeting. This committee will be chaired by one of the three Directors of Education and will have at least three other members elected by the Council.

6) Committee on Sections, Chapters and Committees

The Sections and Chapters Committee shall encourage the establishment of sections and chapters of the Association and shall review and recommend to the Council under the guidelines described in Section 12 appropriate action on any application for a section or chapter. This committee will also make recommendations to the Council concerning what committee should be added, altered or replaced. This committee will be chaired by the President Elect and will include two other members appointed by the Council.

11.2 Other Committees The Council may eliminate or establish such committees as may be deemed appropriate for the objectives of the Association. All committees shall report on their activities to the Council.

11.3 Appointment of Committee Members Except where provided otherwise above, the President of the Association shall nominate all members of Standing and Other Committees of the Association, except that the President Elect shall serve as Chairperson of the Meetings Committee. Any member of the Association, in any of the categories of membership, shall be eligible to serve on any committee of the Association. The Council will approve or disapprove committee nominations by a simple majority vote at the First Council meeting held in conjunction with the scientific meeting. Membership will continue through the next scientific meeting.

SECTION 12: Sections and Chapters

12.1 Establishment The Council may establish criteria, requirements, and procedures for the formation, operation, and termination of regional sections and chapters of the Association. A section shall include one or more countries and a chapter shall include one or more areas within a country but each should include at least 30 active or honorary members of the Association.

12.2 Applications Any individual or group may submit an application to the Council for approval for the establishment of a section or chapter. The Committee on Sections, Chapters and Committees will collect, review and submit a recommendation to the Council for consideration to bring before the membership for vote.

12.3 Council Approval A section or chapter shall be established upon the approval of an application by the Council. Such selection or chapter shall continue in existence until the section or chapter dissolves itself or until the Council takes action to withdraw its approval of the section or chapter.

12.4 Purposes and Procedures The purposes and procedures shall be consistent with the principles established in these Bylaws.

SECTION 13: Contracts, Loans, Checks, and Deposits

13.1 Contracts The Council may authorize any officer, employee, or agent to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Any contract shall be executed by the designated officer, employee, or agent.

13.2 Loans No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Council. Such authority may be general or confined to specific instances. Any loan shall be executed by the President.

13.3 Checks and Drafts All checks, drafts or other orders for the payment of money, issued in the name of the Association, shall be signed by such officer, employee, or agent of the Association and in such manner as shall be determined from time to time by the Council.

13.4 Deposits All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Council shall select. The funds of the Association shall reside in a financial institution in the United States of America.

SECTION 14: General Procedures

14.1 Waiver of Notice Whenever any notice is required to be given to any Councillor or other person under the provisions of Ohio law, the Articles of incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

14.2 Auditors A certified public accountant may be employed by the Council to audit the books of the Association for each fiscal year and at such other time or times and for such other periods as the Council may deem advisable, and to furnish reports on such audits and make available an annual report of audits completed.

14.3 Prohibition Against Sharing in Association Earnings No Councillor, officer, employee, or agent of, or person connected with, the Association or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Association, except that the Council may employ and pay any person reasonable compensation for services rendered to or for the Association in effecting any of its purposes.

14.4 Exempt Activities Notwithstanding any other provision of these Bylaws, no Councillor, officer, employee, agent, or other representative of the Association shall take any action or carry on any activity by or on behalf of the Association not consistent with the exempt status of organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

14.5 Fiscal Year The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

14.6 Indemnification The Association shall indemnify, to the full extent permitted by the laws of the State of Ohio, any Council member, officer, employee, or agent of the Association against expenses actually and necessarily incurred in connection

with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Councillor, officer, employee, or agent, except that the Association shall not indemnify such individuals for wilful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Councillor, officer, employee, or agent may be entitled under any agreement, vote of the Council, or employee, or agent may be entitled under any agreement, vote of the Council, or otherwise.

14.7 Insurance The Association may purchase for such directors and officers liability insurance as the Council may from time to time deem advisable.

SECTION 15: Amendments

15.1 Bylaws These Bylaws may be amended at any annual or special meeting of members upon a majority vote of those active members voting, except that no such action shall be taken that would adversely affect the qualification of the Association under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

15.2 Articles of Incorporation The Articles of Incorporation may be amended at any annual or special meeting of members upon a two-thirds vote (including written and proxy votes) of those active members entitled to vote at a meeting of the members, except that no such action shall be taken that would adversely affect the qualification of the Association under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

15.3 Proposals Proposed amendments to the Bylaws or the Articles of Incorporation may be sent in writing to the Council at any time by any active member. Any amendment endorsed in writing by 50 active members shall be submitted for a vote of the entire active membership at the next annual meeting of the members. Both written and proxy votes will be allowed.

SECTION 16: Duration and Dissolution

16.1 Duration The Association shall continue as a corporation until a proposal for dissolution shall be passed by the Council and the members of the Association. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to the Articles of Incorporation and shall comply with the provisions of Section 15.2 of these Bylaws.

16.2 Dissolution Upon the dissolution of the corporation, the Council shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for purposes related to the purposes in Section 3.1 of these Bylaws to such organization or organizations organized and operated exclusively for education or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Council shall determine.