

The Bylaws

Drug, Chemical & Associated Technologies Association

Article I. General

Section 1. Name. The name of the organization is the Drug, Chemical & Associated Technologies Association, Inc., (DCAT) a not-for-profit corporation incorporated in the State of New York and also registered as a not-for-profit corporation in the State of New Jersey.

Section 2. Location. The Principal Office is in the State of New Jersey or elsewhere determined by the Board of Directors.

Section 3. Purpose. DCAT is an association that facilitates business development opportunities for its members through various services, programs, and activities.

Section 4. Restrictions. All policies and activities of DCAT are consistent with:

- a. All applicable federal, state, and local antitrust, trade regulation, or other requirements.
- b. Applicable tax exemption requirements, including the requirements that DCAT not be organized for profit and that no part of its net earnings ensures any private individual's benefit.
- c. The DCAT Code of Ethics.

ARTICLE II. MEMBERSHIP

Section 1. Membership Eligibility. Any corporation, firm, or individual engaged in the development, manufacture, sale, or purchase of pharmaceutical products, their components, and other related services and technologies will be eligible for election to the membership. DCAT may reject any applicant for membership based upon the applicant's compliance with the above-listed restrictions, any policy approved by the Board of Directors, or the determination of the Board of Directors.

Section 2. Representation. Each member company will designate one senior-level decision maker on the business side of the Company. This individual is the company's official representative to DCAT ("Delegate") for all matters related to governance, representation, compliance and accountability.

Section 3. Removal. Any member company that fails to pay applicable dues in the time frame prescribed will be removed from the membership. The Board of Directors, through majority vote, may remove a member company for other reasons if the member company is provided with advance written notice, including the reason for the proposed removal. An opportunity will be provided to the member company to contest the proposed removal in writing or in person before the Board of Directors. The final decision of the board will be binding.

Section 4. Resignation. A member company may resign by filing a written resignation. However, resignation does not relieve a member from other obligations accrued and unpaid as of the date of resignation.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. A meeting of the membership is held at least once yearly. Meetings of the membership are open to employees of a member company and held at times and places determined by the Board of Directors.

Section 2. Notice of Meetings. Notice of membership meetings must be provided to member company delegates and notice posted on the organization's website in a conspicuous manner within ten days prior to the meeting.

Section 3. Quorum. One-tenth of the total number of member companies will constitute a quorum.

Section 4. Voting. Voting at a meeting of the membership may be in person or by proxy, with each Delegate having a single vote. A majority of those voting in person or by proxy where a quorum is present carries the action. Member companies may vote without a meeting for elections or on any other matter presented by the Board of Directors and the voting may occur by postal or other delivery or by electronic means where a quorum participates.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors has the authority and responsibility for the governance of DCAT. Its members serve as thought leaders who develop and guide the organization's strategic plan, establish and implement policy and provide guidance to the staff.

Section 2. Composition of the Board. The Board of Directors consists of four officers:

- a. President of the Board
 - b. First Vice President: DCAT Week and the Annual Dinner
 - c. Second Vice President: Finance
 - d. Third Vice President: Volunteer Resources
- and
- e. Six Directors
 - f. First Immediate Past Presidents
 - g. The Executive Director serves as an ex-officio, non-voting member of the Board of Directors

Section 3. Terms. All terms of the Board of Directors coincide with the DCAT fiscal year.

- a. Officers of the Board: Upon approval of the membership, each board officer will serve for four years, beginning with the third vice presidency and ascending each subsequent year through the presidency and then as a past president.
- b. Directors of the Board: Upon approval of membership, each director will serve a one-year term. These Directors will serve no more than three consecutive terms, either full or partial.

Section 4. Nominations. Each year the executive director will prepare a call for nominations for member representatives to submit their applications and other supporting information to the Leadership Development Committee for consideration as a board officer or a director. The Leadership Development Committee will then submit a slate of candidates to the membership for their approval by the majority of votes received.

Section 5. Meetings. The president calls all meetings of the Board of Directors. A majority of the Board of Directors form a quorum, and a majority of the votes are required to carry a matter where a quorum is present. Proxy voting is not permitted. Voting may occur by postal or other delivery or by electronic means where all the board members vote unanimously in favor of a matter. Meetings may be held electronically if each member of the board can hear the others.

Section 6. Vacancies. Vacancies on the Board of Directors are filled by a determination of the Leadership Development Committee.

Section 7. Removal. A member of the board may be removed by a majority vote of the board, with the member proposed to be removed not voting, if the member is provided with advance written notice including the reason for the proposed removal. An opportunity will be provided to the member to contest the proposed removal in writing, or in person, before the Board of Directors. The final decision of the board will be binding.

Section 8. Separation. A member of the Board of Directors who is separated from a member company, but within 30 days becomes employed by another member company, will retain their current position on the board. However, board members separated for more than 90 days will automatically be removed from their position. Should they become employed by another member company, they may seek reinstatement to that same position, but only if available and deemed appropriate by the Board of Directors.

ARTICLE V. DUTIES OF BOARD OFFICERS & BOARD MEMBERS

Section 1. President. The president is the chief elected officer and chairperson of the Board of Directors. The president presides over all meetings of the membership, Board of Directors, and Executive Committee.

Section 2. First Vice President. The first vice president oversees DCAT Week and acts as chairperson for the DCAT Annual Dinner event. In case of the president's absence or disability, the first vice president will perform the duties and have the powers of the president, unless otherwise determined by the Board of Directors.

Section 3. Second Vice President. The second vice president is the finance officer and oversees the annual budget and reserve funds.

Section 4. Third Vice President. The third vice president oversees the volunteer resources and acts as a liaison between the Board of Directors, committees, and volunteers.

Section 5. Board Director. Board directors assist the organization in achieving its goals and assure that programs and services are responsive to the needs of the membership.

Section 6. Executive Director. The executive director is the chief employed officer and manages DCAT at the discretion of the president and officers and has authority over the organization's paid staff.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. The Executive Committee includes the president, first vice president, second vice president, third vice president, and the immediate past president. It may act in place of the Board of Directors when authority is designated by the board or in emergency matters where executive committee action is temporary and subject to consent by the board.

Section 2. Standing Committees. The Standing Committees include, but are not limited to, Alliance for Industry Women Committee, Education Committee, Industry Leadership Council, Membership Advantage Committee, Research and Benchmarking Committee, Science and Scholarship Committee, Supply Management Committee, and the Value Chain Insights Editorial Committee.

Section 3. Administrative Committees. Administrative Committees include, but are not limited to, the Leadership Development Committee, the Audit Committee, and the Human Resources Committee. The committees consist of members from the Board of Directors, or volunteers, or both as prescribed by organizational policy.

Section 4. Human Resources Committee. The Executive Committee acts as the Human Resources Committee. It is charged with the oversight of compensation and benefits, organizational development/change management needs, recruiting, succession planning, and best practices for staff.

ARTICLE VII. FINANCE AND TRANSPARENCY

Section 1. Fiscal Year. The organization's fiscal year will begin on the first day of November and end the last day of October.

Section 2. Use of Funds. Funds collected for dues or other revenues will be used only to accomplish the purposes of the organization. No part of the funds will be used to the advantage of any person or entity or distributed to the membership.

Section 3. Annual Audit. The organization's accounts will be audited annually by certified public accountants who will present their findings to the Audit Committee and the Board of Directors.

Section 4. Financial Records. In its headquarters, DCAT will keep complete records of current financial accounts and those for the past seven years. Any member or their agent may inspect all DCAT financial records for any proper purpose at any reasonable time agreed upon between parties.

ARTICLE VIII. MISCELLANEOUS

Section 1. Amendments to the Bylaws. Amendments to these bylaws are made by a two-thirds vote of the Board of Directors provided they are given 60 days notice of the proposed changes, rationale, and an opportunity to comment. At any meeting of the Board of Directors, where a quorum is present, the board may, by majority vote, suspend an Article or related Section(s) of the bylaws in order to better define, clarify, restructure and/or generally strengthen the organizational guidelines. Suspension of an Article and/or related Section(s) cannot be suspended for more than 12 months. Changes to the bylaws may be posted on the organization's website or otherwise provided to members upon request.

Section 2. Indemnification. Members of the Board of Directors, committee chairs, committee and project volunteers, and employees will be indemnified by the organization against any and all claims and liabilities to which these individuals may become subject to, by reason of any action alleged to have been taken, omitted, or neglected by them in their volunteer capacity.

The organization will reimburse these individuals for any liability judicially determined, or any settlement paid before any legal determination of liability with the organization's consent and approval. These individuals will also be reimbursed for all legal expenses reasonably incurred in connection with any such claim or liability. Or, in lieu of reimbursing such individuals for legal expenses, the organization reserves the right to supply these individuals with competent legal representation at full cost and expense of the organization or its insurance carriers.

The indemnification provision is specifically provided only if a claim against such person is made in his or her official capacity as a volunteer of DCAT in the positions mentioned above; however, no such person will be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her willful misconduct, gross negligence or violation of the DCAT Code of Ethics or federal and state antitrust laws.

Section 3. Compensation. Members of the Board of Directors, standing committee chairs, committee and project volunteers will not receive any financial compensation for their service to the organization but may be reimbursed for reasonable expenses.

Section 4. Code of Ethics. Any representative of a member company who assumes a leadership role through election by the membership or appointment by the president must agree to and sign a copy of the current DCAT Code of Ethics. Failing or refusing to do so in the time prescribed will automatically disqualify the member from that role.

ARTICLE IX. DISPOSITION OF ASSETS

In the event of the dissolution or final liquidation of DCAT, its remaining net assets will be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code, as deemed appropriate by the Board of Directors.

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