	<b>Good Manufacturing Practice Training and Education Association, Inc. By-Laws</b>	
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## **PREAMBLE**

These bylaws are for the Good Manufacturing Practice Training and Education Association, Inc., under its articles of incorporation. These bylaws were adopted by the Board of Directors and supersede all rules and bylaws heretofore existing to govern Good Manufacturing Practice Training and Education Association, Inc.

## **ARTICLE 1: NAME**

The name of this organization is Good Manufacturing Practice Training and Education Association, Inc., hereinafter referred to as GMP TEA.

## **ARTICLE 2: LEGAL STATUS**

GMP TEA is a not for profit organization, consisting of compliance trainers from Life Science companies and their affiliates and/or subsidiaries, as defined by Internal Revenue Code Section 501(c)(3), and as such is exempt from federal income taxation. GMP TEA is a non-discriminatory organization, providing equal opportunity to any individual, regardless of creed, gender, nationality, race, religion, or sexuality.


## **ARTICLE 3: MISSION**

To unite Life Science Training and Behavioral Education individuals in an effort to educate, collaborate and share best practices as we develop and prepare the workforce of the future.

## **ARTICLE 4: PURPOSE**

The purpose of the GMP TEA is to:

- 4.1. Provide and foster a formal networking structure for the sharing of compliance training intelligence among trainers.
- 4.2. Solidify core competencies including, knowledge, skills and abilities of trainers.
- 4.3. Encourage members with sharing of non-proprietary training programs, ideas and delivery techniques.

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- 4.4. Provide mentoring opportunities to experienced trainers with new members.
- 4.5. To influence regulatory agencies as they generate or propose guidance documents.

## **ARTICLE 5: MEMBERSHIP**

- 5.1. **Eligibility:** The Board of Directors shall designate various categories of membership and standards of eligibility for these categories. Specific categories, standards, and responsibilities for each class or level of membership shall be set forth.
- 5.2. **Participation and Membership:** Participation and Membership in GMP TEA shall be governed by Article 2 (LEGAL STATUS), above, with regard to non-discrimination.
- 5.3. **Membership Candidates:**
  - 5.3.1. Any trainer, who has attended at least one quarterly meeting within 24 months, shall be considered a candidate for membership in GMP TEA.
  - 5.3.2. Any person seeking membership shall submit a formal application which is to be submitted to the Vice President of the chapter for compliance with current by-laws and membership requirements.
  - 5.3.3. Consultants, Academics, Association Representatives and Vendors, may be considered, for a limited voting membership, upon approval by the Board of Directors.
- 5.4. The organization shall have three membership categories with their attendant rights and responsibilities. The three categories are active, inactive and vendor/consultant.
  - 5.4.1. Active membership:
    - 5.4.1.1. Open to all individuals currently involved in any type of regulatory compliance training at Life Science Companies, their affiliates and or subsidiaries, or a Non-Profit GMP Regulated Organization (e.g. universities, provided the member is actively involved in performing research for a pharmaceutical company).
    - 5.4.1.2. Individuals who have left their qualifying position, (e.g. released from a Member Company), shall be transferred to the Continuing Member category (even if they become a vendor/consultant within our industry).
  - 5.4.2. Active Member Responsibilities:
    - 5.4.2.1. Each Active Member retains one vote.



5.4.2.2. Active Members are responsible for exercising their vote in the election of chapter officers, proposed changes to Chapter By-laws, and other proposed changes to the chapter.

5.4.2.3. Each Active Member shall participate in GMP TEA activities (e.g. conference planning, chapter planning, host quarterly meeting, serve on a committee etc.).

5.4.2.4. If elected to a chapter office, Active Members shall exercise the duties of that office as outlined in these By-laws.

5.4.2.5. To retain Active Member status, a minimum of one chapter meetings must be attended within a 24 month period.

5.4.3. Inactive member:

5.4.3.1. Active Members who do not attend one meeting within 24 months will be changed to Inactive Member status and shall relinquish their right to vote.

5.4.3.2. Individuals remaining on the Inactive Member list for one year, shall be deleted from the organization member database, after notification from the Chapter Vice President.

5.4.3.3. Inactive Members may be reinstated as Active Members upon written request to the Chapter Vice President and qualifying above, within two years of inactive date.

5.4.4. Continuing member:

5.4.4.1. Active Members who lose their qualification as Active Member due to change in employment, may become a Continuing Member only after notification of a change in status to the Board.

5.4.4.2. Continuing Members may attend Chapter meetings and the Biennial Conference.

5.4.4.3. Continuing Members do not retain a full vote, but under specific conditions, may retain a portion of a vote.

5.4.4.4. All votes from Continuing Members in the same corporation will count as one vote.

5.5. **Membership Confirmation:** Each chapter shall have an officer to confirm the eligibility of membership candidates. The Board of Directors has the authority to deem a candidate ineligible.

5.6. **Fees and Privileges:** The Board of Directors has the authority to establish membership fees, if necessary. A schedule of fees and privileges, if established, will be published annually to the membership as an Appendix to these by-laws.



- 5.7. **Voting:** Immediately upon becoming an active member, each member is entitled to vote on any matter set before the general membership at a quarterly or biennial meeting during the business portion of the meeting.
- 5.8. **Suspension or Expulsion:** A member may be suspended or expelled from membership in the GMP TEA for conduct grossly detrimental to the purposes of the GMP TEA, upon a two-thirds majority vote of the Board of Directors.
- 5.9. **Quorum:** A quorum for a meeting of the membership shall consist of a majority of those members in good standing who are present and voting.

## **ARTICLE 6: BOARD OF DIRECTORS**

- 6.1. The incorporating Board of Directors (known as the Board) shall oversee and conduct the business and affairs of the GMP TEA. They may hold office, vote, and chair committees. A quorum shall consist of a simple majority of current Board members.
- 6.1.1. Should the number of members drop below the required minimum, the Chairman of the Board shall appoint one or more persons to complete the Board. The appointee must be approved by a majority of the Board. If not, another person shall be appointed for Board consideration. The new Board member shall have the same voting privileges as all other Board members.
- 6.1.2. Future additions to the Board must ensure that the Board remains at an odd number of members.
- 6.2. The Incorporating Board of Directors shall remain in power, without election, and retain oversight of the organization until such time that the Board members resign from the Board or the Board revises these by-laws to allow for election of Board members.
- 6.3. The Incorporating Board of Directors shall consist of the following:
- 6.3.1. Chairman of the Board/Chief Executive Officer (CEO)
  - 6.3.2. Chief Operating Officer (COO)
  - 6.3.3. Chief Financial Officer (CFO)
  - 6.3.4. Four Directors
  - 6.3.5. Advisory Directors (see Section 6.9, below).
- 6.4. **Responsibilities of the Board:**
- 6.4.1. Chairman of the Board/CEO is responsible for oversight of the entire organization.



6.4.2. The Chief Operating Officer is responsible:

6.4.2.1. For ensuring adherence to the by-laws and any organizational policies.

6.4.2.2. Day-to-day operation of the organization.

6.4.2.3. Any activity delegated by the CEO.

6.4.3. The Chief Financial Officer is responsible:

6.4.3.1. For ensuring all monies are used in an appropriate manner and all income and expenditures are reported.

6.4.3.2. Custody of all funds.

6.4.3.3. Responsible for all accounts receivable and accounts payable.

6.4.3.4. All funds of the organization shall be held and retained in an organization checking account in which the organization is named as the owner of the account.

6.4.3.5. Funds in excess of \$1000 shall not be withdrawn from such account except upon the joint signature of two Directors.

6.4.3.6. Shall sign checks and drafts of the organization in accordance with the organization's financial policy.

6.4.3.7. Responsible for coordinating the bookkeeping and accounting, and the preparation and submission of all tax documentation and filings by the organization's accountant.

6.4.3.8. Shall present a statement of the financial condition of the organization no less than quarterly to the Board of Directors and at least biennial to the entire membership of the organization.

6.4.4. The remaining Directors shall be responsible for membership, archives, communication, committees and chapters.

6.4.5. Review submissions for approval for Benchmarking activities and surveys, for best practice implementation. Secures and maintains previous Benchmarking activities, surveys and results for the association.

6.5. **Compensation:** The Directors shall receive compensation as allowed by the governing laws and if the treasury contains the funds.

6.6. **Meetings:** The Chairman of the Board shall determine the number of Board meetings to be held in any given year. The Chairman of the Board may call special meetings of the Board and set the time and place for said meetings.



- 6.7. **Notice of Meetings:** Directors shall be notified in advance of special meetings no less than 48 hours before said meeting.
- 6.8. **Removal of a Director:** The Board of Directors may propose the removal of a Director for cause. The decision for removal shall be made by a majority vote. The Director shall be entitled to 10 day's notice of the Board's intention to vote on the issue of removal. Notice shall be deemed to have been given as of the date of mailing (postmark). The Director is entitled to speak at that meeting. Failure to appear at that meeting constitutes resignation.
- 6.9. **Advisory Directors:** The Board may elect Advisory Directors. They shall be nominated on the basis of particular knowledge and experience. Advisory Directors shall be appointed by majority vote of the Board. An Advisory Director may be removed by a majority vote of the Board, without prior notice. Advisory Directors shall receive notice of Board activities and may attend meetings, but shall have no voting rights.

#### **ARTICLE 7: CHAPTERS**

- 7.1. Each potential chapter shall apply to the Board of Directors for approval to establish a chapter.
- 7.2. Upon approval to establish a chapter, the chapter must create chapter by-laws that comply and are in accordance with the by-laws established by the Incorporating Board of Directors.
- 7.3. Chapters in existence at the time of incorporation shall be grandfathered and will remain established chapters, but are non exempt from creating chapter by-laws.
- 7.4. Each chapter may maintain a membership database. An electronic report of the membership data must be forwarded to the Board of Directors on a monthly basis.
- 7.5. Each chapter must record and report minutes of their business meetings to the Board of Directors. The minutes must be electronically reported to the Board within thirty days of the close of the meeting.

#### **ARTICLE 8: ELECTION AND TERMS OF CHAPTER OFFICERS**

- 8.1. Each chapter shall elect chapter officers.
- 8.2. When the chapter is established, the size of the chapter will determine the officers that are initially elected. As the chapter increases in size, additional officers shall be elected.



- 8.3. The elected officers shall be President, Vice President, Secretary, and Treasurer.
- 8.4. Officers shall serve for a term of two years and are eligible for re-election to office for up to one additional consecutive term.
- 8.5. Any chapter member in good standing may be nominated for an office, provided said member shall have participated actively in the GMP TEA.
- 8.6. Duties of the Chapter Officers:
  - 8.6.1. The President is responsible for:
    - 8.6.1.1. Oversight of the Chapter.
    - 8.6.1.2. Coordinating meeting locations and agenda.
    - 8.6.1.3. Plan quarterly meeting dates, together with host.
    - 8.6.1.4. Ensuring flow of the chapter meetings.
    - 8.6.1.5. Ensuring membership reports and minutes are forwarded to the Board to comply with requirements.
    - 8.6.1.6. Appoint a replacement should a vacancy occur in an elected office, subject to approval by other chapter officers and the Board of Directors.
    - 8.6.1.7. May appoint persons to perform specific functions for the Chapter, and shall provide appointees with a guideline of duties and goals associated with appointment.
  - 8.6.2. Vice President is responsible for:
    - 8.6.2.1. Perform the duties of the President in the absence of the President.
    - 8.6.2.2. Assumes Presidency in the event of a Presidential resignation or a status change of membership.
    - 8.6.2.3. Maintaining the chapter member database as current, including determining qualification of members and applicant's.
    - 8.6.2.4. Submit membership reports to the Board, as required.
  - 8.6.3. Secretary is responsible for:
    - 8.6.3.1. Recording meeting minutes.
    - 8.6.3.2. Ensuring a copy of the minutes is submitted to the Board, as required.
    - 8.6.3.3. Maintaining correspondence pertaining to the activities of the chapter.
  - 8.6.4. Treasurer is responsible for:
    - 8.6.4.1. Maintaining chapter finances, if applicable.
    - 8.6.4.2. Reporting the chapter finances to the chapter members.



8.6.4.3. Forwarding a copy of the chapter finances to the Board quarterly.

## ARTICLE 9: MEETINGS

9.1 Regular meetings of the membership may be scheduled up to four times a year (quarterly), hosted by an Active Member or his/her company. Additional meetings may be scheduled as warranted.

9.2 The Biennial Conference will be held once every two years in the odd year.

9.3 Costs associated with any association meeting or event shall either be contributed by one or more host organizations, or through individual registration fee.

9.4 Quarterly Meetings:

9.4.1 Quarterly meetings shall be scheduled by the Chapter President.

9.4.2 Agenda for the meeting will be decided upon by the meeting host and the Chapter President.

9.4.3 If no member company can host, or if a member company does not have a large enough conference area, the meeting may be held at an external conference center for which each member will pay their own cost of attendance. This option shall be approved by the Board prior to acceptance and shall still be coordinated through a member company.

9.4.4 Meeting dates and agenda shall be submitted to the Board within thirty days after the meeting.

9.4.5 Quarterly meeting agendas may include, but are not limited to, items related to the purpose of this organization as identified in Article # 4, above.

9.4.6 The meeting agenda shall be varied throughout the year to avoid unnecessary replication.

9.4.7 Non-members may be invited to speak on current and relevant industry topics in which there is expressed interest by the membership and with prior approval by the Board.

9.4.8 Time shall be allotted at each meeting for a Business Meeting. The Business Meeting shall include updates on membership status, treasury, if applicable, minutes of the prior meeting, event planning and any open or new item proposed by the Chapter Membership.

9.5 Biennial Conference:

- 9.5.1 A Biennial Conference Committee shall be established on a voluntary basis.
- 9.5.2 The Chairperson, committee and subcommittees will handle the details of this conference, including site selection, contracts, agenda, presentations and other details.

**ARTICLE 10: FISCAL GOVERNANCE**

- 10.1 The fiscal year begins the first day of January in each year and ends the last day of December of that same year.
- 10.2 All financial transactions shall be carried out in accordance with the organization’s Financial Policy.
- 10.3 Procedures for banking and disbursement of funds from the general funds of the organization shall be determined by the Board of Directors. All of the funds of GMP TEA, Inc., shall be deposited to the credit of GMP TEA, Inc., in financial institution(s) or such depositories as the Treasurer may select, with Board approval. Responsibility for the investment of surplus and collateral assets is vested with the Board of Directors, unless it chooses to delegate the authority.
- 10.4 In the event of dissolution of the organization, after all debts are satisfied, all monies shall be awarded to such other organization or organizations operated exclusively for charitable, educational, or cultural purposes as shall at such time qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code.

**ARTICLE 11: RULES AND GUIDELINES**

Rules, regulations and resolutions may be proposed by any voting member. Adoption of such rules, regulations and resolutions shall be reviewed by the Board of Directors and voted upon by Active Membership. Requests for changes to the organization By-Laws must be submitted in writing to the Board. Changes to the organizational by-laws must be approved by a majority vote. The By-laws will be updated to reflect any substantive change to the structure or function of the organization.



## **ARTICLE 12: PARLIAMENTARY AUTHORITY**

**Roberts Rules of Order shall be the parliamentary authority** for all matters of procedure not specifically covered by the Bylaws or by special rules of procedure by the Directors.

## **ARTICLE 13: BENCHMARKING AND SURVEYS**

13.1 All proposals for Benchmarking activities and surveys shall be initiated by Active Members.

13.2 All Benchmarking activities and surveys shall be generated using best practices.

13.3 Submission of proposals must be sent to the Survey Committee via [gmptea@yahoo.com](mailto:gmptea@yahoo.com) for initial approval.

13.4 Final approval will be reserved for the Survey Committee based upon benefit to the organization.

13.5 Approved surveys will be circulated to the Active members by the Survey Committee.

13.6 Results from the completed Benchmarking and surveys shall be published to only Active Members of the organization.

13.7 The results of the Benchmarking and surveys become the sole property of the GMP TEA.

13.8 Reuse or distribution of benchmarking or surveys, without prior approval from the Board of Directors, shall be cause for immediate removal of membership.

13.9 All results will be retained by the organization archivist.

## **ARTICLE 14: RECORDS RETENTION**

14.1 All records for the organization shall be inventoried and kept by the archivist appointed by the Board of Directors.

14.2 Paperless technologies may be employed for storage.

14.3 All benchmarking activities, surveys, and results shall be maintained for a minimum of five years.

14.4 All money accountability (bills, receipts, credits, etc) from meetings and conferences and purchases for the organization shall be maintained for seven years.

14.5 All records mentioned herein shall be made readily available to the Board of Directors, upon request.



### **ARTICLE 15: COMMITTEES**

The Board of Directors may create committees, at its discretion, for the accomplishment of specific purposes. Such committees may have oversight by Board members. Each committee shall serve at the discretion of the Board. Any power and authority delegated to a committee may be dissolved by the delegator or upon a majority vote of the Board.

### **ARTICLE 16: DISSOLUTION**

The Board of Directors, by unanimous decision, for any reason, may conclude that GMP TEA, Inc., should be dissolved, and may so order. If so ordered, the organization shall be dissolved in accordance with federal and Pennsylvania law.

### **ARTICLE 17: AMENDMENTS TO BYLAWS**

The Board of Directors by affirmative vote of a quorum, may alter, amend, or repeal any portion of these bylaws. Every amendment shall include a date of effectiveness.

**END OF BYLAWS**

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