

AMERICAN ASSOCIATION OF PHARMACEUTICAL SCIENTISTS

OPERATING CONDITIONS OF THE SECTION

These Operating Conditions are effective the ____ day of _____, 200__ (the “Effective Date”) and agreed to by the American Association of Pharmaceutical Scientists (“AAPS”), a District of Columbia nonprofit corporation, and the _____ Section, a component of AAPS.

1. NATURE OF RELATIONSHIP

1.1 Section. The Section is a component and part of the AAPS corporate entity which functions to further the tax-exempt purposes of AAPS. The Section has been granted limited autonomy solely for such tax-exempt purposes and is subject to these Operating Conditions (including Attachments), the mission and requirements of the AAPS Articles of Incorporation and Bylaws, and the policies and procedures adopted by the AAPS Executive Council. The Section is subject to the same legal restrictions as AAPS with regard to permissible purposes and activities, lobbying activities, a prohibition against engaging in any political activity, and other matters as outlined in the guidelines established by AAPS. The Section shall adopt specific program goals, objectives, and unique procedures for its internal operations (set forth in Attachment A), which must be consistent with AAPS guidelines, approved by the AAPS Executive Council, and maintained as current at all times in the AAPS materials and files (including on the Extranet) by the Section leadership.

1.2 Intellectual Property. The Section acknowledges that all AAPS names, logos (including section logos), copyrights, trademarks, books, records, publications, mailing lists, membership lists, and related material are the sole property of AAPS, and all use of such intellectual property by the Section shall be subject to approval by AAPS and to guidelines established by AAPS. All right, title, and interest, including but not limited to copyrights and all rights subsumed thereunder, in and to materials or property that may be prepared or developed by the Section or its volunteers pursuant to these Operating Conditions are owned by and assigned to AAPS; provided, however, that the Section may copy, revise, distribute, modify, and otherwise use materials created by the Section for Section purposes, in accordance with accepted AAPS policies and procedures.

1.3. Confidential Property. The Section acknowledges that it may be exposed to certain information, materials, and property related to AAPS that may be considered confidential or proprietary, including but not limited to financial information, trade secrets, written material, membership lists, and mailing lists. The Section and its officers agree not to use or disclose, or to cause to be used or disclosed, at any time during or after the effective term of these Operating Conditions, any confidential or proprietary information, materials, or property of the other, except as may be specifically authorized by AAPS. This material will be marked as such.

1.4. Financial Support. AAPS provides funds to support the Section’s programming and organizational functions in accordance with the approved annual budget. The Section may request additional funding from the AAPS office through their staff liaison. Upon submission, requests may be approved or denied by the AAPS Executive Council. The Section will annually report all financial information to AAPS pursuant to the terms of Section 4.1.

2. MEMBERSHIP

All members of the Section must be members of AAPS.

3. OBLIGATIONS OF AAPS

The AAPS staff in Arlington, Virginia shall to the extent practical assist the Section in administering and planning its activities, helping with mailings, sending relevant publications to Section officers, and providing other assistance as agreed.

4. OBLIGATIONS OF THE SECTION

The Section's obligations include the following:

4.1 Record Keeping and Reporting. The Section shall maintain financial records as required by the guidelines adopted by the AAPS Executive Council and shall submit to AAPS on an annual basis a financial report as well as a summary of activities the Section has undertaken during the year. This summary of activities should include information on awards and nominations (including Fellows), as well as a schedule of upcoming meetings, conferences, and seminars, as well as copies of newsletters, minutes, press releases, and other materials describing Section activities. All such activities and publications, including any uses of the AAPS name, logo, or copyrights, are subject to prior review and approval in accordance with accepted AAPS policies and procedures. The financial and activity reports are due at the annual meeting. It is understood that these financial record keeping and reporting obligations are mandated by applicable tax laws and regulations of the Internal Revenue Service and must be complied with by the Section without fail.

4.2 Activities and Affiliations. The Section shall organize at least one educational and one professional programming event each year. The Section shall use its best efforts to ensure that such programs are of the highest quality with respect to program content, materials, and logistical preparation. Each Section is expected to have at least two primary affiliated Focus Groups.

In addition, Sections are expected to perform at least one membership outreach activity each year. Outreach activities include, but are not limited to journal development, initiating, fostering and maintaining Focus Groups, and mentoring students.

4.3 Contractual Authority. The Section must adhere to the policies and procedures adopted by the AAPS Executive Council in connection with the engagement of consultants. All engagements and/or contractual arrangements, including but not limited to contracts to engage consultants or to hold or reserve facility or hotel space, must be directed through the staff liaison to AAPS for advance written approval of the AAPS Executive Council. AAPS is not responsible for the acts or omissions of any parties engaged by the Section or for the contractual obligations of the Section.

The representatives of AAPS and the Section agree to these Operating Conditions, which are reconfirmed annually by the Chair of the Section.

Executive Director, AAPS

Date

Chair, _____ Section

Date

Attachment A

Procedure Guide of the _____ Section

(Attach existing procedure guide of individual Section)