

**BYLAWS OF ASIA-PACIFIC SOCIETY FOR  
ALCOHOL AND ADDICTION RESEARCH**

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**BYLAWS OF  
ASIA-PACIFIC SOCIETY FOR ALCOHOL AND ADDICTION RESEARCH**

**ARTICLE I**

**Name**

Section 1.1            Name of the Society.    Asia-Pacific Society for Alcohol and Addiction Research (the “Society” or “APSAAR”).

**ARTICLE II**

**Offices**

Section 2.1            Registered Office.    The Society shall have and continuously maintain a registered office at National Hospital Organization Kurihama Alcoholism Center, 5-3-1 Nobi Yokosuka, Kanagawa, Japan.

Section 2.2            Other Offices.    The Society may have such other offices as the Board of Directors may determine or as the affairs of the Society may require from time to time.

**ARTICLE III**

**Purposes**

Section 3.1            Purposes.    The charitable, educational and scientific purposes for which this Society is organized are the following:

- (i)            To promote research on alcohol, addiction and related phenomena;
- (ii)           To disseminate information, empirical data and theories about questions and issues related to problems resulting from or coincident with alcohol use and addiction;
- (iii)           To promote the training and exchange of scientists and trainees who are studying and researching problems related to alcohol and addiction;
- (iv)           To advise national governments and international agencies on problems in, and research on, alcohol, addiction and related phenomena;
- (v)           To promote the spirit of fraternity and international cooperation

among and through its members through various means, including, without restricting the generality of the foregoing, the organization of international scientific meetings, the printing, publication, distribution and dealing in newspapers, magazines, books, periodicals and printed matter of all kinds, and the organization of seminars, workshops and clinics;

- (vi) To acquire, accept, solicit and receive by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise, any kind of real or personal property and to enter into and carry out agreements, contracts and undertakings incidental thereto; and
- (vii) To do all such other things as are incidental or conducive to the attainment of the above objects.

## **ARTICLE IV**

### **Members**

Section 4.1  
of members, as follows:

Classes of Membership. The Society shall have two (2) classes

- (i) Regular Members. All applicants for Regular Membership must be scientists working on problems related to research on alcohol and addiction. Persons applying for Regular Membership shall submit a membership application form and curriculum vitae.
- (ii) Advisors. Regular members who are current or former Directors of the International Society for Biomedical Research on Alcoholism (ISBRA) representing countries in Asian or Western Pacific region or former president of APSAAR may become advisors of the Society. Any director of the Society shall not serve as an advisor during his or her term.

Section 4.2 Eligibility. Members shall be accepted by the majority vote of the Membership Committee and the majority vote of the Board of Directors and shall agree to abide by and become fully subject to the Bylaws, and any other documents or agreements governing the affairs of the Society.

Section 4.3 Termination of Membership. The Board of Directors, by affirmative vote of a majority of its members, may suspend or expel any member who shall be in default under the Society's Bylaws, rules, policies, procedures or any other documents or agreements relating to the affairs of the Society, including without limitation the failure of the

member to pay the specified annual membership fees. Membership shall terminate upon the death of a member.

Section 4.4            Resignation. Any member may resign by filing a written resignation with the President or Secretary/Treasurer, but such resignation shall not relieve the member so resigning of any obligation to the Society.

Section 4.5            Transfer of Membership. Membership in the Society is not transferable or assignable.

Section 4.6            Voting. Each voting member is entitled to one (1) vote in connection with matters submitted to the vote of the members. Both Regular Members and Advisors shall have voting rights. A member entitled to vote may vote in person or by proxy by the member. Voting by mail by members for election of directors shall also be permitted, the elected directors being those receiving the largest numbers of the votes cast, subject to the criteria in Section 5.1.

Section 4.7            Annual Meeting. The Congress of the Society, held every two (2) years and in the alternate years of ISBRA Congress, shall constitute the annual meeting of the members of the Society for the year in which it is held, and all routine business required to be conducted at the annual meeting of the members of the Society shall be conducted at such meeting. In the alternate years between of the Society, an annual meeting of members of the Society shall be held on a date and at such time and place as the Board of Directors shall determine.

Section 4.8            Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors or when requested in writing by not less than one-third (1/3) of the members entitled to vote at the meeting. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be considered in any such meeting.

Section 4.9            Place of Meetings. The Board of Directors may designate any place as the place for any annual meeting or for any regular or special meeting of the members.

Section 4.10          Election of Directors. Those directors whose position is filled by election shall be elected in accordance with the requirements of these Bylaws. Election of directors shall be by postal ballot in accordance with Article V, Section 5.2 of these Bylaws. Each member entitled to vote in such election has the right to one (1) vote for as many persons as there are directors to be elected.

Section 4.11          Quorum and Manner of Acting. Ten percent (10%) of members entitled to vote on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the votes entitled to be cast on a matter to be voted upon by the members present

shall be the act of the members. In the absence of a quorum, those present may adjourn the meeting.

## **ARTICLE V** **Directors**

Section 5.1            Number, Election and Qualifications. The property, interests, business, and affairs of the Society shall be managed by the Board of Directors, as more fully set forth in this Article V.

The Board shall consist of fifteen (15) directors representing a minimum of five (5) different countries which are active in the field of research on alcohol and addiction. Each Director shall be considered to represent the country of his or her birth or citizenship. Any member of the Society may be elected as a Director.

Section 5.2            Term and Election of Directors. The term of office of each Director shall be four (4) years, and half numbers of Directors will change every 2 years. Each Director elected shall hold office until his or her successor shall be elected. In addition to the elected Directors, the Advisors of the Society shall be ex-officio members (voting) of the Board of Directors.

Section 5.3            Duties. The Board of Directors shall manage the property, business, and affairs of the Society, review the reports of the Secretary/Treasurer, fix or delegate authority (by resolution) to fix the compensation of employees of the Society, authorize expenditures on behalf of the Society, make expenditures for the purpose of furthering the objectives of the Society and otherwise manage the assets of the Society. The Board may direct any officer or officers of the Society to conduct the ordinary business and affairs of the Society. The Board may, from time to time, employ such persons as the Board may deem necessary for the carrying on of the business and affairs of the Society, or delegate (by resolution) to the officers of the Society the duty to employ and pay the salaries of such persons.

The Board of Directors shall take such steps as they deem necessary to enable the Society to receive donations and benefits for the purpose of furthering the objectives of the Society, and the Board of Directors may seek associations with other organizations in order to further the objectives of the Society.

Section 5.4            Committees of the Board. By resolution adopted by a majority of the Board of Directors, the directors may designate two (2) or more directors to constitute a committee of the Board, any of which shall have such authority in the management of the Society as the Board of Directors shall designate. Non-directors may serve, if appointed, on any such Committee, provided that at least two (2) or more directors are also appointed to such Committee.

Section 5.5            Standing Committee of the Board. The Standing Committee of the Board of Directors is the Membership Committee that shall be responsible to evaluate and

approve the applications for Regular Membership of the Society and make recommendations to the Board of Directors with respect thereto.

Section 5.6            Local Organizing Committee. Planning each Congress of the Society shall be the responsibility of a Local Organizing Committee appointed by the President with the advice of the Board. The term of office of a member of the Local Organizing Committee shall be two (2) years, but members may be appointed for further terms of office.

Section 5.7            Committee Procedures. Any committee shall have the number and composition of directors as determined by resolution of the Board or these Bylaws and shall be appointed by resolution of the Board upon recommendation of the President. Any committee member may be removed by a majority vote of the whole Board of Directors whenever in the Board's judgment the best interests of the Society will be served thereby. A vacancy on any committee shall be filled by the Board of Directors upon recommendation of the President. The President will designate the Chair of each committee.

The majority of members entitled to vote on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum at any committee. The act of the majority of committee members present at a meeting at which a quorum is present, shall be the act of the committee. Loss of a quorum shall preclude a committee from taking formal action on any matter before it. The policies and procedures governing the conduct of business by each committee shall be subject to approval of the Board. A member of the Board of Directors may attend any meeting of a committee of the Society.

Section 5.8            Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held prior to the annual business meeting of the members of the Society. The Board of Directors shall hold regular meetings at such time or times as they may from time to time determine.

Section 5.9            Special Meetings. Special meetings of the Board of Directors may be called by the President or by the request of any two (2) directors. The purpose of a special meeting of the Board of Directors shall be stated in the notice thereof.

Section 5.10           Meetings by Conference Telephone or Similar Communications Equipment

Directors of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone, electronic mail or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other. Such participation shall be deemed to constitute presence in person at a meeting.

Section 5.11           Quorum and Manner of Acting. The majority of directors, represented in person or by proxy, shall constitute a quorum at a meeting of directors.

Except as otherwise required by law or by these Bylaws, the act of the majority of the directors and advisors present at a meeting at which a quorum is present, shall be the act of the



Board of Directors, unless a greater number is required by these Bylaws. Loss of a quorum shall preclude the Board of Directors from taking action on any matter before it.

Section 5.12            Compensation of Directors. Directors shall not receive any stated remuneration for their services, but may be reimbursed for their expenses, if any, of attendance at each meeting of the Board of Directors, as the Board of Directors may, by resolution, determine. Such reimbursement may be paid to the Directors as the voting members of the Society shall, by resolution, approve.

Section 5.13            Vacancies. Any vacancy occurring in the Board of Directors may be filled by resolution of the Board of Directors, even though the remaining members may no longer constitute a quorum of the Board of Directors, with a person in good standing on the books of the Society as a voting member. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such director's predecessor in office. Any vacancy shall be filled in accordance with the criteria and standards stated in Article V, Section 5.1 of these Bylaws.

Section 5.14            Removal of Directors. Any member of the Board of Directors elected by the membership of the Society may be removed, with cause, by a vote of a three-quarters of the members of the Society present in person or by proxy then entitled to vote at an election of directors, after an appropriate hearing at which the director shall have an opportunity to be heard.

Section 5.15            Resignation. Any director may resign at any time by giving written notice to the President of the Society. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE VI**

### **Officers**

Section 6.1            Officers and Qualifications. The officers of the Society shall be a President, two (2) Vice-Presidents, a Secretary/Treasurer, and an assistant Secretary/Treasurer. The officers of the Society shall be natural persons who are voting members of the Society.

Section 6.2            Election and Term. The officers of the Society shall be elected by the Board of Directors by a majority vote. The officers of the Society shall hold office for two (2) years. Officers shall remain in office until their successors are elected or appointed in their stead, or until such officer's death, resignation, or removal in the manner hereinafter provided. The President and the two (2) Vice-Presidents shall represent a minimum of two (2) countries which are active in the field of research on alcohol and addiction.

Section 6.3            The President. The President shall be the Chief Executive Officer of the Society. The President shall preside at all meetings of the members of the Society and of the Board of Directors. The President shall be responsible for the operational management, control and supervision of the business and affairs of the Society. The President shall perform such duties as are given to him by these Bylaws or assigned by the Board of Directors.

Section 6.4            The Vice-Presidents. The Vice-President shall assume the duties of the President if the incumbent President resigns, is removed from office, or dies and will perform such duties until a new president is elected and assumes office. The Vice-Presidents shall assist the President of the Society and in the event of his or her illness or unavoidable absence, the Vice-President shall preside in his or her place at meetings of the Society and of the Board of Directors.

Section 6.5            The Secretary/Treasurer. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors and the members of the Society and shall attend all such meetings and keep a record of their proceedings.

The Secretary/Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Society; (b) receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; (d) render to the President and the Board of Directors, an account of all of his or her transactions as Secretary/Treasurer and of the financial position of the Society; and (e) in general perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Assistant Secretary/Treasurer shall support the duties of the Secretary/Treasurer.

Section 6.6            Removal. The officers specifically designated in Section 6.1 of this Article VI may be removed by the vote of a majority of the Board of Directors whenever in the Board's judgment the best interests of the Society will be served thereby, after an appropriate hearing at which the officer shall have the opportunity to be heard.

Section 6.7            Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the Society. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.8            Vacancies. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term of office by the Board of Directors.

**ARTICLE VII**  
**Dissolution**

The Society may dissolve and wind up its affairs, but upon such dissolution, the assets of the Society shall be applied and distributed as follows:

- (i) All liabilities and obligations of the Society shall be paid and discharged, or adequate provisions shall be made thereof.
- (ii) Assets held by the Society on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
- (iii) Assets received and held by the Society, subject to limitations permitting their use only for charitable, educational, scientific or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one (1) or more tax-exempt domestic or foreign corporations, societies, or organizations engaged in tax-exempt activities similar to those of this Society.

**ARTICLE VIII**  
**Indemnification**

The Society shall indemnify and advance expenses to a director or officer of the Society in connection with any legal proceeding related to the affairs of the Society.

**ARTICLE IX**  
**Amendments**

Any and all provisions of the Bylaws may be altered, amended, repealed by the affirmative vote of a majority of the directors of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members voting at the annual meeting next following the Board of Directors' meeting or voting by postal ballot or electronic mail.

**ARTICLE X**  
**Miscellaneous Provisions**

Section 10.1 Detailed Regulations. Detailed Regulations of the Society for the enforcement of these Bylaws are separately provided.

Section 10.2      Amendments of Detailed Regulations. Any and all provisions of the Detailed Regulations may be altered, amended, repealed by the affirmative vote of a majority of the directors of the Board of Directors and sanctioned by an affirmative vote of majority of the members voting at the annual meeting next following the Board of Directors' meeting or voting by postal ballot or electronic mail.

Adopted: January 1, 2008