

BY-LAWS OF THE PENNSYLVANIA PHARMACISTS ASSOCIATION

ARTICLE 1

Office

Section 1. The Office of the Corporation shall be in the City of Harrisburg, Commonwealth of Pennsylvania.

Section 2. The Corporation may have a temporary office or offices at such other place or places as the Board of Directors shall determine to be necessary or convenient for the transaction of the business of the Corporation.

ARTICLE II

Dues

Section 1. Dues for the various membership categories shall be determined by the Board of Directors.

Section 2. Nonpayment of dues shall result in denial of all rights, privileges and services of membership, including the right to vote or hold office.

ARTICLE III

Organization and Duties of the Board of Directors

Section 1. Organization

- (a) The Board of Directors shall consist of the following:
 - The President
 - The President Elect
 - The Vice-President
 - The Immediate Past President
 - Pharmacy Technician
 - Regional Directors, one from each region as determined by the Board of Directors
 - Practice Directors, as determined by the Board of Directors.
- (b) The President shall be the presiding officer.
- (c) The Chief Executive Officer shall serve as the Secretary of the Board of Directors. They shall not be a voting member of the Board of Directors.

Section 2. Duties.

Unless specifically designated as a duty of the Corporation's membership, the Corporation shall conduct business through the actions of its Board of Directors.

- (a) The Board of Directors shall meet a minimum of four times a year. Any meeting may be suspended or cancelled by a vote of three-quarters of the members present at the meeting prior to the one in question.

- (b) The President or the Chief Executive Officer, at the direction of the President, may call for a meeting of the Board of Directors to be conducted remotely so long as the technology used allows all Board of Directors members to hear all other members in attendance at the meeting. A meeting conducted in this manner shall be considered a duly constituted meeting for purposes of conducting business.
- (c) All actions of the Board of Directors shall be by majority vote of a quorum of the Board of Directors. Quorum is defined as a number one greater than half of the duly elected members of the Board of Directors.
- (d) In lieu of a meeting, the Board of Directors can act by voting electronically so long as all Board of Directors are provided the resolution in good faith and are provided sufficient information regarding the proposed action to be taken.
- (e) The Board of Directors may delegate to one or some of its members, or to the Chief Executive Officer or Corporation's attorney, the performance of specifically designated administrative functions.

ARTICLE IV

Meetings

Section 1. Annual meetings of the members shall be held at a time and place determined by the Board of Directors.

Section 2. Special meetings of the members of the Corporation may be called by the Board of Directors by giving to each member entitled to vote at least fifteen days written notice of the time and place of the meeting and the business to be transacted at the special meeting.

ARTICLE V

Applications and Election to Membership

Section 1.

- (a) All applicants for membership shall complete a form which shall be accompanied by a fee sufficient to cover the dues.
- (b) The association will review and process membership forms for compliance with the Constitution and Bylaws.
- (c) The Board of Directors may rescind membership at any time for failure to exhibit good moral character as defined by the profession of pharmacy in widely accepted documents.

ARTICLE VI

Duties of Officers

Section 1.

- (a) The President shall preside at all meetings of the members of the Corporation and shall perform the customary and parliamentary duties established by usage; establish all standing committees; and may establish other committees which, in their judgment, are necessary and proper for the exercise of the corporate function; to carry out or cause to be carried out the policies and mandates of the Board of Directors. The President shall be a member ex-officio of all committees and establish direction for all committees.
- (b) In all secret balloting and on all questions upon which a roll call vote is taken, the President may vote; in other cases, the President shall not vote unless the votes for and against a question be equal in number.
- (c) The President shall present or cause to be presented at the annual meeting of the members of the Corporation, an address upon any subject they elect and shall make recommendations as may seem to him/her proper to promote the best interests and to better carry out the objectives of the Corporation.

Section 2.

In the absence of the President or in the event they will be temporarily unable to fulfill the duties of President, the duties of the President shall devolve upon the President Elect or the Vice President, in order named.

Section 3.

- (a) The Chief Executive Officer shall:
 - i. keep a record of all the proceedings of the Corporation;
 - ii. keep a correct list of all members and verify the credentials of members at all closed meetings;
 - iii. be the custodian of all papers and reports presented at the meetings of the Corporation, and in conjunction with the Board of Directors, superintend the publication of the proceedings;
 - iv. conduct the usual correspondence of the Corporation and notify the members of the time and place of annual and special meetings of the Corporation;
 - v. officially notify officers of their election and committee members of their appointment;
 - vi. collect all dues of the members of the Corporation and deposit them to the credit of the Corporation in a banking institution or institutions designated by the Board of Directors;
 - vii. prepare a report and present it at the annual meeting of the members;
 - viii. serve as an ex-officio member of the Board of Directors and act as secretary for all standing committees;
 - ix. be compensated for services in such sum as the Board of Directors may decide.

- (b) The Chief Executive Officer shall receive all funds of the Corporation not otherwise provided for in the By-laws or by the Board of Directors and shall be the custodian of all monies and securities belonging to the Corporation, and shall hold the same subject to the direction and disposition of the Board of Directors, and executed by a reliable corporate surety in a form acceptable to the Board of Directors.
- (c) The Executive Officer of the Corporation shall be subject to the limitations set forth in the Constitution of the Corporation and in these By-laws, and shall be further subject to the actions of the Board of Directors.

Section 4. The Chief Executive Officer shall submit a report at the annual meeting of the Corporation.

ARTICLE VII

Regions and Regional Directors

Section 1

Board of Directors shall establish the regions of the state and the area covered by each region for the purpose of representation on the Board of Directors and other association matters.

Section 2.

Each Region shall be entitled to elect a Regional Director who is an active member. In order to be eligible for election to the Regional Director position, the member must reside or work in the region. If the member works remotely, the member must reside in the region.

Terms of office shall be two years commencing with the start of the association's calendar year. Regions rotate terms and elections as follows:

- a. Southwest, Northeast, Central – two-year term starting the position in the even-numbered year
- b. Northwest, Southeast – two-year term starting the position in the odd-number year
- c. If Board of Directors establishes any new regions, it shall determine the rotation cycle for their terms.

A Director shall be eligible for a second term; but following the second term may not be eligible for continuing on the Board of Directors for at least a one-year period, except in the capacity of an officer of the Corporation.

Section 3.

The duties of the Regional Directors shall include, but not be limited to:

- a. Serve as a member of the Board of Directors, attending and participating in its meetings.
- b. Serve as a communication liaison between the Corporation members in their Region and the Board of Directors including sharing information on programs, activities, positions, concerns, and other matters.
- c. Build membership in the region and support for the Corporation.

- d. Appoint members to any additional positions to help fulfill the mission of the region.
- e. Communicate with the designated representatives of any affiliated organizations in their region for the purposes of sharing information between the organization and the Board of Directors.

Section 4.

Election of the Regional Director will be performed by ballot which shall be prepared by the Chief Executive Officer.

ARTICLE VIII

Standing Committees

Section 1.

The Board of Directors shall approve standing committee, task force, and ad hoc committee members needed for the purposes of fulfilling the objectives of the Association. The Nominations Committee shall be a standing Committee of the Association and shall consist of the four (4) living immediate Past Presidents and the current President with the most recent Past President serving as Chair.

Section 2.

- (a) Ad Hoc Committees and task forces are formed to assess specific questions and problems. These committees exist until their mission is accomplished or for a period not to exceed two years, whichever is less.
- (b) With the exception of the Nominating Committee, the chairs of committees shall be jointly appointed by the President and the President-Elect and subject to the approval of the Board of Directors.

ARTICLE IX

Publications

Section 1. The Corporation may publish or cause to be published a Journal.

Section 2. All matters pertaining to the publication of a journal shall be determined by the Board of Directors.

ARTICLE X

Affiliated Organizations

Section 1. There may be organized such affiliated organizations as determined by the Board of Directors.

Section 2. County or multi-county organizations may elect to be affiliated with the Corporation and then sign a memorandum of agreement on such affiliation.

- a. The county/counties covered by the affiliated organization shall be those stated

- in the memorandum of agreement.
- b. All members of the affiliated organizations must also be Corporation members.
- c. The organization shall be self-governing and may establish its own bylaws, rules, policies, and procedures, which must not be in conflict with those of the Corporation and must be submitted to the Board of Directors for approval.

ARTICLE XI

Rules of Order

Section 1. All points of order and parliamentary procedure shall be governed by "Robert's Rules of Order, Newly Revised," current edition.

ARTICLE XII

Election of Officers

Section 1. The officers of the Corporation shall be elected by a ballot of the membership, except as provided in Article V of the Constitution, or in the event of a tie in the ballot.

Section 2.

- (a) Active Corporation members shall be notified prior to the start of the calendar year to submit recommendations to the Nominating Committee, in writing, as to suitable candidates for all eligible elections. The Nominating Committee and Corporation staff will determine what information is required in the recommendation.
- (b) The Nominating Committee will determine the ballot for all eligible elections among the recommendations received.
- (c) Active Members will have information available and time sufficient to make an informed decision between candidates and cast their ballot.
- (d) After the election deadline, the Nominating Committee will certify the results and notify the Chief Executive Officer.
- (e) No officer of the Corporation shall tally the ballots.
- (f) Any disputed ballots shall be disposed of by a majority of the members of the Nominating Committee conducting the tally.
- (g) Candidates for each office shall be notified of the results shortly after the election results are certified by the Nominating Committee and the Chief Executive Officer is notified.
- (h) In the event of a tie in the mail ballot, the Board of Directors shall break the tie at its next session.

Section 3. An agreement of confidentiality shall be required of all members holding an elected or appointed position.

ARTICLE XIII

Vacancies

Section 1. Any vacancy in the membership of the Board of Directors will be filled by vote of the Board of Directors at their next meeting. Every effort shall be made to attempt to fill the seat with a member from the appropriate region or practice setting. If this is not possible, the Board may elect someone from another practice setting or region, except in instances related to student and pharmacy technician positions, which must be filled by individuals who are currently in those roles.

Section 2. The President and President Elect shall fill a vacancy in the chair of a committee by appointment from the current members of that committee.

Section 3. The death, resignation, removal from office or refusal to serve in an elected office shall be deemed a vacancy.

ARTICLE XIV

Fiscal Year

Section 1. The fiscal year of the Corporation shall begin on the first day of July and shall end on the last day of June.

ARTICLE XV

Practice Setting Network and Practice Directors

Section 1. A Practice Setting Network may be created or recognized, modified, or retired by the Board of Directors. The Board of Directors may set minimum criteria for the establishment of a Practice Setting Network.

Section 2. A Practice Setting Network may establish forums and discussion groups around their own issues and concerns related to their practice area.

Section 3. Any member of the Pennsylvania Pharmacists Association in good standing is eligible for membership in one primary practice setting network based on the one that most closely matches their actual pharmacy practice.

- a. A member of the Corporation may belong to one or more secondary practice settings networks. The Board of Directors may determine that there are additional fees for this.

Section 4. Each Practice Setting Network shall be entitled to elect a Practice Director. Terms of office for each practice director shall be two years commencing with the start of the association's calendar year. Practice Setting Networks rotate terms and elections such that half (if possible) begin their term on even numbered years, while the other half (if possible) begin their term on odd numbered years.

- a. The Board of Directors in determining new practice setting networks shall determine the rotation cycle for terms.
- b. The leadership of the Student Pharmacists will only serve a one-year term and are not eligible for a second term.

A Director shall be eligible for a second term; but following the second term may not be eligible for continuing on the Board of Directors for at least a one-year period, except in the capacity of an officer of the Corporation.

Section 5. The duties of the Practice Director are as follows:

- a. Serve as a member of the Board of Directors.
- b. Lead the practice forum or appoint another member to serve.
- c. Ensure that any appropriate records are retained.

Section 6. Practice Setting Networks may have the opportunity to meet as a group during the Corporation's conferences.

ARTICLE XVI

Personal Liability of Officers and Directors.

Section 1. A Director or Officer of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect for non-profit corporations, and as now stated at 15 Pa. C.S.A § 5712(c) (Officers) and 15 Pa. C.S.A. §5713 (Directors), which are incorporated by reference into these By-Laws as if set out in full. This provision shall include any successor laws or amendments to the aforementioned statutory sections.

Section 2. A Director of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action unless: 1) the Director has breached or failed to perform the duties of his office under the laws of the Commonwealth of Pennsylvania (see 15 Pa. C.S.A. §5712(a) (pertaining to standard of care and justifiable reliance) and §5715 (pertaining to Exercise of powers generally), as well as any successor laws or amendments), and 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a Director from: a) the responsibility or liability of a Director pursuant to any criminal statute; or b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Modification or Repeal: The provisions of this Section may be modified or repealed in accordance with the procedures for amending the Constitution & Bylaws provided, however, that any such modification or repeal shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

Indemnification General Rule: Subject to the provisions of the following three Sections below, the Corporation shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and their heirs, executors, and administrators) who was or is a party, witness, or other participant, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or

investigative (including, without limitations, actions by or in the right of the Corporation), by reason of the fact that he is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise, and may, to the fullest extent permitted under the law of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and their heirs, executors, and administrators) who was or is a party, witness, or other participant, or is threatened to be made a party, witness, or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, actions by or in the name of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding.

Standard of Conduct: Provided there is compliance with the standards of conduct stated in the Personal Liability of Officers and Directors section, above, Indemnification shall be provided only if it is further determined that: a) the person seeking indemnification acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; and b) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Procedures: Indemnification under the Personal Liability of Officers and Directors section, above (unless ordered by a court), shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Standard of Conduct, above. All such determinations shall be made by the Board of Directors (excluding any Director which has a personal interest in the outcome of the determination).

Advance Payment of Expenses: Subject to such terms, conditions, and limitations, if any, as the Board of Directors may, in its discretion, determine to be appropriate, the Corporation shall (in the case of a Director or Officer) and may (in the case of an employee or agent) advance all reasonable expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit, or proceeding, upon acknowledgement and agreement on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit, or proceeding that they is not entitled to be indemnified by the Corporation under the provisions of this Article. Notwithstanding the provisions of the preceding sentence, the Corporation shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Directors (excluding any Director which has a personal interest in the outcome of the determination) that the making of an advance or further advance would be inappropriate in the

circumstances because there is reason to believe that the person seeking the advance did not meet the applicable standard of conduct set forth in Standard of Conduct, above.

ARTICLE XVII

Election of Directors to the Board of the Pennsylvania Pharmacists Care Network (PPCN), Incorporated

Section 1. So long as the Corporation continues to be the sole and/or majority shareholder of the Pennsylvania Pharmacists Care Network, Inc. (PPCN), the Board of Directors shall be charged with the authority and responsibility to elect the Directors to serve on the Board of the PPCN. The Board of Directors will receive a slate of nominations from the PPCN Nominating Committee as defined in the PPCN Bylaws. The Board of Directors may, but shall not be bound to, elect the Board members from such slate. Notwithstanding the foregoing, two (2) members of the Board of Directors of the PPCN shall be the Chief Executive Officer of the Corporation and the Executive Manager of the PPCN, who will be non-voting ex-officio members.

Section 2. Directors to the Board of the PPCN shall be elected on the last business meeting in each year. Special elections, however, may be scheduled by the Board of Directors of the Corporation upon Notice to the Board at least ten (10) days prior to the special election.

Section 3. All Directors to serve on the PPCN shall be elected by a majority vote of those members of the Board of Directors present and voting at any meeting during which such Directors are elected.

Section 4. Should the Pennsylvania Pharmacists Care Network, Inc. become inactive while the corporation remains in existence with the Corporation continuing as the sole or majority shareholder, the provisions of Section 1 through 4 of this Article shall be stayed during the period of such inactive status of the corporation.

ARTICLE XVIII

Name

Section 1. The name of the Corporation shall be PENNSYLVANIA PHARMACEUTICAL ASSOCIATION, and shall be known and operate as the PENNSYLVANIA PHARMACISTS ASSOCIATION.

ARTICLE XXIV

Amendments

Section 1. Any proposition to amend these By-laws shall be submitted to the Chair of the Constitution and By-Laws Committee. The proposed amendment shall be published at least 45 days prior to the next General Business Session. The proposed amendment upon receiving an affirmative vote of two-thirds of the votes cast, shall become a part of these By-laws.

Section 2. These By-laws or any part thereof may not be suspended.