

Bylaws of the Pediatric Pharmacy Advocacy Group

Introduction

The Organization has determined that certain provisions of the Bylaws need to be amended to reflect changes to the management structure of the Organization for the purpose of advancing the purposes of the Organization in a more efficient and businesslike manner.

The organization was originally formed as the Pharmacy Directors of Pediatric Hospital in 1985. The name was change to Pediatric Pharmacy Administrative Group in 1987. In 1992, the name changed to Pediatric Pharmacy Advocacy Group.

Article I Name, Jurisdiction, and Purpose

Section 1. Name and Jurisdiction. The name of the corporation shall be the Pediatric Pharmacy Advocacy Group, hereinafter referred to as the Organization. The organization shall be a not-for-profit corporation in the State of Tennessee.

Section 2. Purpose. The purpose of the organization is to promote optimal medication therapy to the pediatric patient.

Section 3. Name Change. The Organization may at its pleasure by a vote of the Membership body in accordance with the Articles of Incorporation and the Tennessee Nonprofit Corporation Act change its name.

Article II Membership

Section 1. Classes and Definitions. Membership in the Organization shall consist of six classes: (1) Regular members, (2) Associate members, (3) Corporate members, (4) Resident/Fellow members, (5) Student members and (6) Technician members. Each class is defined as follows:

- (A) A Regular Individual member shall be an individual who is a pharmacist committed to the goals of this Organization and is actively involved in or has substantial experience in pediatric pharmacy practice.
 - a. Lifetime Honorary Member shall be an regular individual member who has made numerous invaluable contributions and displayed a sustained commitment to the organization and its mission. The Board of Directors shall consider and vote upon such Individual Members for the distinction of Lifetime Honorary Membership after nomination for consideration by other Individual Member(s).
- (B) An Associate member shall be an individual who is is a non-pharmacist committed to the goals of this Organization or a pharmacist not actively involved in pediatric pharmacy practice.
- (C) A Corporate member shall be a partnership, Limited Liability Company, Organization or other entity that supports the mission of this Organization and is involved in providing pediatric medication therapy.
- (D) A Resident/Fellow member shall be an individual who is enrolled in a pharmacy residency or fellowship program and committed to the goals of this Organization.
- (E) A Student member shall be an individual who is enrolled in an accredited school/college of pharmacy and committed to the goals of this Organization.

(F) A Technician member shall be an individual who is a non-pharmacist employed as support staff in a pediatric setting and committed to the goals of this Organization.

Section 2. Applications. All applications for membership in the Organization shall be submitted to the Executive Director on forms provided by the Organization.

Section 3. Membership Meetings.

(A) The annual business meeting of the Organization shall be held at such place and on such dates as determined by the Board of Directors.

(B) Special membership meetings of the Organization may be called upon written request of a majority of the Board of Directors, on such date and at such place as the Board may designate.

(C) The notice of any special membership meeting shall be by mail/email and shall state the purpose, time, and place of the meeting, and shall be issued at least thirty (30) days in advance of such meeting, but no more than sixty (60) days in advance of such meeting.

Section 4. General.

(A) Only the Regular members of the Organization shall be entitled to vote and hold elective office.

(B) Members shall abide by and support the Bylaws and any policies and procedures of the Organization.

Article III Dues

Section 1. Membership Dues. The annual dues for each class of membership defined in Article II, Section 1 of these Bylaws shall be determined annually by the Board of Directors at any regular meeting of the Board, but not less than sixty (60) days in advance of the first day of the fiscal year for which annual dues are being established.

Section 2. Dues Payable—Manner and Time.

(A) Membership dues shall be payable in advance.

(B) Upon payment of dues required in Section I of this Article, each qualified applicant for membership shall be deemed a member in good standing.

(C) No rebate of dues paid shall be made to any member in the event of termination of membership.

(D) Any member delinquent in payment of dues by more than forty-five (45) days may be dropped from membership.

Article IV Fiscal Year

The fiscal year of the Organization shall begin on January 1 of each year and end on December 31.

Article V Board of Directors

Section 1. Authority and Responsibility.

(A) The authority for the administration of the affairs of the Organization shall be vested in the Board of Directors.

(B) The Board of Directors shall establish the amount of dues to be paid by all classes of membership, as prescribed in Article III, Section 1 of these Bylaws.

(C) The Board of Directors shall authorize an annual audit of the books and accounts of the Organization by a certified public accountant at the close of each fiscal year.

(D) The Board of Directors shall employ and discharge the Executive Director.

(E) All Directors shall serve without compensation. The Board of Directors may approve the reimbursement of Directors' expenses incurred completing his/her duties and responsibilities.

Section 2. Composition. The Board of Directors shall consist of the following:

(A) The elected Officers of the Organization,

(B) The Immediate Past President of the Organization,

(C) Six (6) additional Directors elected from Regular members,

Section 3. Terms of Office

(A) Directors other than elected officers and the Immediate Past President shall be elected to serve three-year terms, beginning upon their installation at the Annual Meeting. A Director shall not serve more than two (2) full consecutive terms of office.

Section 4. Election to Office—Vacancies.

(A) To be eligible for election as a Director, a nominee must have been a member of the Organization for at least two (2) consecutive years immediately preceding such election.

(B) The Regular members shall elect the Directors of the Organization.

(C) The Board of Directors shall fill a vacancy among Directors by appointment for the unexpired term.

(D) Unexcused absence of any Board member from three (3) consecutive meetings of the Board of Directors during the fiscal year shall immediately create a vacancy in the office of such Director to be filled at the beginning of the new fiscal year.

Section 5. Meetings.

(A) The Board of Directors shall meet each year in conjunction with the Annual Conference.

(B) Other regular meetings of the Board of Directors shall be conducted throughout the year, at times and places determined by the Board. A minimum of thirty (30) days notice of a regular meeting shall be given to each Director.

(C) Special meetings of the Board of Directors may be called by the President on such date and such place as the President may designate, or shall be called by the President upon written request of one-third of the Directors.

(1) Any call for a special meeting of the Board of Directors that requires their physical presence shall state the purpose, time, and place of the meeting, and shall be issued by mail/email at least ten (10) days in advance of such meeting, except that any call for the purpose of amending these Bylaws shall be issued according to Article XII of these Bylaws.

(2) Special board meetings may be convened and held via teleconference or email on timely, specific issues. Notice of such telephone meetings shall be provided to all board members by any method reasonably calculated to provide timely notice as appropriate for the circumstances and may include notice by telephone, facsimile, or electronic mail (email). Notice may be provided on the same day of the meeting.

Section 6. Voting.

(A) Voting Rights. Voting rights of a member of the Board of Director may not be delegated to another nor exercised by proxy.

(B) Board Votes Without a Meeting. Board members Board members may vote without a meeting on timely, specific issues via email, facsimile or other written document.

Article VI Officers

Section 1. Designation. The four (5) elected Officers of the Organization shall be the Immediate-Past President, President, the President-elect, the Secretary, and the Treasurer. The

President-elect shall automatically assume the office of President upon the expiration of the President's term.

Section 2. Terms of Office. The Immediate Past-President, President, the President-elect, the Secretary, and the Treasurer shall serve for one-year terms beginning upon their installation at the Annual meeting following their election.

Section 3. Election to Office. To be eligible for election as President-elect, Secretary, or Treasurer, a nominee must have been a member of the Organization for at least two (2) successive years immediately preceding such election, and must have served as a Director of the Organization.

Section 4. Succession to Office. Vacancies. In the event the President is unable to complete his or her term of office, the President-elect shall assume the position of President for the unexpired term. In the event any other officer is unable to complete his term of office, the Board of Directors shall appoint a person to fill the unexpired term of that officer.

Section 5. Duties of Officers.

(A) Duties of the President:

- (1) The president shall be the chief elected officer and shall preside at all meetings of the membership and Board of Directors. The President shall represent the Organization as its official spokesperson and act in its name, subject to its declared policies.
- (2) The president is authorized to establish committees and to appoint committee chairs as needed to meet the Organization's goals and objectives, subject to the approval of the Board of Directors.
- (3) The President shall make a report of his or her administration at the annual meeting and shall make any recommendations deemed necessary.

(B) Duties of the President-elect:

- (1) To perform the duties of the President when requested to do so by the President.
- (2) To preside over meetings and discharge other duties of the President in the absence of or due to the unavailability of the President.
- (3) To prepare in writing such reports as may be called for by the President or the Board of Directors.
- (4) To appoint all committee chairs prior to the beginning of the term as President.

(C) Duties of the Secretary:

- (1) To serve as chairperson ex-officio of any Bylaws Task Force.
- (2) To perform a review and update of the Organization's policies and procedures manual.
- (3) To attest to documents as required and perform such other duties as may be duly assigned.

(D) Duties of the Treasurer:

- (1) To review at least quarterly the books and records of the Organization and report to the Board of Directors.
- (2) To chair the Finance Committee and oversee the development of an annual operating budget.
- (3) To report immediately to the Board of Directors any discrepancies in the Organization's accounts and to make recommendations for improvements in procedure.

Section 6. Executive Committee.

(A) The Executive Committee shall have the authority to act on behalf of the Board of Directors according to the policies and instructions of the Board of Directors. The Executive Committee shall report such actions in full at the next Board of Directors meeting.

(B) The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and the Immediate Past President. The Executive Director shall be Secretary ex-officio, without vote.

(C) A call for a special meeting of the Executive Committee that requires a physical presence shall state the purpose, time, and place of the meeting, and shall be issued by mail/email at least five (5) days in advance of such meeting.

Article VII Duties of the Executive Director

Duties of the Executive Director shall be to carry out the policies and programs of the association in accordance with the articles of incorporation, the bylaws and the policies of the Board of Directors.

Article VIII Nominations

Section 1. Nominating Committee.

(A) There shall be a Nominating Committee consisting of five (5) Regular members including the chair. The Immediate Past President shall serve as chair. In the event of the unavailability of the Immediate Past President to serve, the chair of the Nominating Committee shall be appointed by the President from the Regular members.. The President-elect shall be an ex-officio, non-voting member of the Nominating Committee.

(B) The President shall appoint the four (4) Regular members of the Nominating Committee. Each member of the Nominating Committee shall serve a one-year (1) term.

Section 2. Nominating Committee Procedure.

(A) Not later than ninety (90) days before the Annual Meeting of the Organization, the Nominating Committee shall request from Regular members, names for consideration for the offices of President-elect, Secretary, and Treasurer and for expiring positions on the Board of Directors. Such names must be submitted in writing and received by the Executive Director not later than sixty (60) days before the annual meeting, accompanied by a brief summary of each candidate's qualifications.

(B) The Nominating Committee shall, not later than forty-five (45) days before the annual meeting, consider and submit qualified candidates to the Board of Directors and the Regular members.

(C) Additional candidates for Directors may be placed in nomination by any Regular member by filing a written petition signed by a minimum of five (5) Regular members. This petition shall be filed with the Executive Director and received by the Organization no later than thirty (30) days before the annual meeting of the Organization.

(D) The Nominating Committee and the Executive Director shall certify any candidates qualifying for nomination by petition, and shall prepare the official ballot for the election of President-elect, Secretary, and Treasurer and for other positions on the Board of Directors.

Article IX Elections & Voting

Section 1. Election of Officers and Board Members

(A) The Election of Officers and Board members shall be by mail or electronic ballot. The Executive Director shall mail the official ballots to all Regular members not later than 25 days before the Annual Meeting.

Section 2. Proxy. Voting rights of a Regular member may not be delegated to another member nor exercised by proxy.

Section 3. Voting Majority. Unless otherwise specifically provided by these bylaws, any questions shall be decided by a simple majority of the votes cast.

Article X Committees

Section 1. Definitions. Committees, which are essential to the management and ongoing operations of the Organization shall be classified as standing committees. A committee established to address short-term issues requiring timely action and special expertise shall be classified as a task force.

Section 2. Authority. Except as otherwise authorized in these Bylaws, any action by a committee shall be subject to the approval of the Board of Directors.

Article XI Publications

Section 1. The Journal of Pediatric Pharmacology and Therapeutics is the official scientific publication of the Organization. The Board of Directors shall designate and develop management policies for the official scientific publication of the Organization.

Article XII Antitrust Compliance Policy

It is the undeviating policy of this Organization to comply strictly with the letter and spirit of all federal and state antitrust laws.

Article XIII Contracts, Loans, Checks, and Deposits

Section 1. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other

depositories as the Board of Directors may select.

Article XIV Amendments

Section 1. Any Regular member may propose amendments to these Bylaws. All proposed amendments must be submitted by mail/email to the Executive Director, including the reason(s) for the proposed amendments.

Section 2. Any amendments recommended for adoption by the Board must be sent by mail/email to each Regular member at least thirty (30) days prior to the meeting at which the amendments will be considered.

Section 3. These Bylaws may be amended or repealed and new Bylaws adopted by two-thirds of the Board of Directors.

Article XVI Emergency Bylaws

The Emergency Bylaws provided in this Article shall be operative during any emergency in the conduct of the business of the Organization resulting from a catastrophic event causing a quorum of Directors to be not readily obtained as a result thereof, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the Organization or in the Tennessee Business Corporation Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During such emergency:

(a) A meeting of the Board of Directors may be called by any officer or Director of the Organization. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of Board of Directors, a quorum shall consist of the number of Directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, or from time to time modify, lines of succession in the event that during such an emergency any or all

officers or agents of the Organization shall for any reason be rendered incapable of discharging their duties.

(e) No officer, Director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

These emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the Members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Article XVII Miscellaneous

Section 1. Rules of Order. Robert's Rules of Order Newly Revised, when not in conflict with the Organization's Articles of Incorporation, shall be recognized as the authority governing all meetings of the Organization.

Section 2. Quorum. In all meetings, unless otherwise provided in these Bylaws, a majority of those entitled to vote shall constitute a quorum; voting must be in person and each person shall be entitled to only one vote; a majority of votes of those present and voting shall govern, and, in the event of a tie vote, the presiding officer or chairman shall cast a vote to break a tie.

Section 3. Dissolution. Upon dissolution or completion of the affairs of the Organization, the Board of Directors, after providing for the payment of all obligations, shall determine the disposition of the remaining assets to a not-for-profit corporation.