



GEORGIA PHARMACY ASSOCIATION, INC. BYLAWS ACADEMY OF EMPLOYEE PHARMACISTS

ARTICLE I – NAME

The name of the academy is the Georgia Pharmacy Association's (GPhA) Academy of Employee Pharmacists (AEP). This organization is an unincorporated subsidiary of the Georgia Pharmacy Association.

ARTICLE II PURPOSE

The mission of the Academy of Employee Pharmacists is to advance the professional life of employee pharmacists in order to deliver the most effective health care to the community; to sponsor and encourage the development of educational courses and programs for the advancement of its members; to maintain liaison with other organizations sharing mutual objectives; and to protect the public health and interests of the profession.

ARTICLE III- MEMBERSHIP

Section 1 - Active Member

Any active member of the Georgia Pharmacy Association may be an active member of AEP. Only active members will be permitted to vote and hold office.

Section 2 - Associate Member

Any associate member of the Georgia Pharmacy Association who does not qualify for active membership may be a member of AEP. Associate members will not be permitted to vote and hold office.

Section 3 - Honorary Member

Persons who have performed eminent service in the profession of pharmacy and are not currently active or associate members may qualify as an honorary member. Honorary members will not be permitted to vote or hold office.

Section 4 - Application Process

All applicants for membership must complete an application approved by the Georgia Pharmacy Association. All members must agree to abide by the bylaws of this academy as well as the bylaws of the Georgia Pharmacy Association.

Section 5 - Termination of Academy for Cause

The Academy may be terminated, for cause, by a three-fourths (75%) vote of the entire GPhA Board. Cause, for this purpose, shall mean an act or omission that in the judgment of the Board is incompatible with the mission or purposes of the Association, or that is detrimental to its reputation, goodwill, or financial interests.

ARTICLE IV- BOARD OF DIRECTORS

Section 1 - Authority and Responsibility

The affairs of the Academy shall be governed by and managed under the authority of the Board of Directors (the "Board"). The Academy shall not have unilateral authority to enter into partnerships or affiliations that create potential liability for GPhA or commit GPhA resources other than as budgeted on an annual basis. Further, to avoid conflicts with other GPhA relationships, no contractual relationship may be entered into without authorization of the CEO.

Section 2 - Composition

The Board of Directors of this Academy shall be comprised of the Chair, the Vice Chair, the Secretary, and up to seven (7) at-large members who shall be active members of the Academy in good standing. The Board shall be comprised of not more than 10 voting members; one of which shall be a non-chain employee pharmacist and two of which shall be chain employee pharmacists. The at-large members shall be elected at the annual meeting of the Academy and shall be selected from the slate of nominations submitted by the nominating committee or received from the floor. Members shall be elected by a majority of Academy members present and voting at the annual meeting of the Academy.

Section 3 - Nominating Committee

The Chair shall appoint a nominating committee consisting of three members of the Board of Directors not less than sixty (60) days prior to the annual meeting. The nominating committee shall have access to the roster of members of the Academy and shall provide nominations for a slate of candidates for the Board of Directors of this Academy. The nominating committee shall file its report with the Chair prior to the annual meeting.

Section 4 - Election

In addition to the report from the nominating committee, the Chair at the annual meeting shall also call for and accept nominations from the floor; provided the sponsor shall have been assured that the candidate(s) nominated are willing to serve if elected. The Chair shall cause a secret ballot to be taken. The Chair shall appoint a Tellers Committee. The candidate(s) who receives the majority of votes cast at the annual meeting for each office shall be declared the winner.

Section 5 Duties and Meetings

The Board of Directors of the Academy shall meet at least twice per year and shall be responsible for making policy decisions and implementing policies, subject to the review and ratification of the GPhA Board of Directors. At least one of the board's meetings each year must be in person. At other times, telephonic or videoconference meetings of the Board of Directors are permissible provided that each board member and officer can hear one another's deliberations. The Board of Directors of the Academy shall annually submit a report to the GPhA Board of Directors regarding the activities of the Academy for the previous year. The officers of the Academy shall meet as needed.

Section 6 – Qualification and Terms of Office

An individual holding any directorship or office in the Academy shall be an active member of the Academy and a member of the Georgia Pharmacy Association in good standing. Directors shall serve a term of two years or until the installation of their successor. No individual may serve as a Board member for more than two (2) consecutive two (2) year terms, or four (4) consecutive years, and any individual who has served two consecutive two (2) year terms, or four (4) consecutive years, shall remain ineligible until at least one (1) year has elapsed from his or her last date of service.

Section 7 - Quorum, Voting and Proxies

A majority of the members of the Board in office and eligible to vote shall constitute a quorum. If a quorum is present either through physical or virtual participation a majority vote of those present and eligible to vote shall prevail as an act of the Board, except for items otherwise specified in these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the established quorum for that meeting. There shall be no voting by proxy.

Section 8 - Attendance Requirement

Reflecting the importance of attendance and participation, the Board shall establish in its governing policies an attendance requirement. Failure to attend the number or percentage of regular Board meetings so stipulated at the time of a Board member's election shall result in automatic removal from the Board. Exceptions to this requirement may be made, on an

individual basis and due to extenuating circumstances, by action of the Board.

Section 9- Meeting Through Telecommunications

The Board may permit any or all Board members to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Board members participating may simultaneously hear each other's communications during the meeting. Though a Board member participating in a meeting by this means is deemed to be present for voting purposes, participating in a scheduled in-person meeting in this manner shall, for purposes of fulfilling the attendance requirement in Section 2 above, be deemed an absence.

Section 10 - Action Without a Meeting

With the exception of actions pertaining to the discipline or removal of a Board member or employee, any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if all voting Board members unanimously consent to such action, as evidenced by signing and delivering to the Association one or more consents in writing or by electronic transmission describing the action taken. Such action by unanimous consent shall have the same force and effect as an affirmative vote of the Board at a duly constituted meeting at which the entire Board was present. Unless stated otherwise in the consent, actions that are the subject of a unanimous consent are adopted and effective on the date that the last of all Board members then in office has signed the consent and delivered the same to the Association for inclusion in the minutes for filing with the corporate records reflecting the action taken. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 11 - Resignation

Any Board member may resign at any time by giving written notice to the President/Board Chair. Acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 12 - Vacancies

If a vacancy occurs in a Board member position, the vacancy shall be filled by the affirmative vote of a majority of the remaining Board members, and the appointee shall serve until earlier of the expiration of the vacated term or the next annual General Membership Meeting whereupon such vacancy shall be filled for by the affirmative vote of a majority of the Active Members.

Section 13 – Compensation

Members of the Board of Directors of the Academy shall serve without compensation.

ARTICLE V – OFFICERS

Section 1 – Officers

The officers of this Academy shall consist of a Chair, Vice-Chair, and Secretary. The Secretary shall be the Chief Executive Officer (CEO) of the Georgia Pharmacy Association serving as an

ex-officio, nonvoting officer and member of the Board and Executive Committee. No individual shall hold office in the Academy unless said individual is an active member in good standing.

Section 2 - Nominating Process for Officers

The Chair shall appoint a nominating committee consisting of three members of the Board of Directors not less than sixty (60) days prior to the annual meeting. The nominating committee shall have access to the roster of members of the Academy and shall nominate a slate of candidates for each of the open officer positions of this Academy. The nominating committee shall file its report with the Chair prior to the annual meeting.

Section 3 – Election

In addition to the nominating committee's recommended slate of officers, the Chair at the annual meeting shall call for and accept nominations from the floor provided the sponsor shall have been assured that the officer candidate(s) nominated are willing to serve if elected. The Chair shall cause a secret ballot to be taken. The Chair shall appoint a Tellers Committee. The candidate who has received the majority of votes cast at the annual meeting for each office shall be declared the winner.

Section 4 – Ratification

The Chair and Vice Chair shall be elected each year at the annual meeting and shall serve, subject to the ratification of the GPhA Board of Directors of the Georgia Pharmacy Association unless removed as herein provided, for one year or until their successors shall have been elected and ratified.

Section 5 - Terms of Office

Each officer shall serve a one-year term of office. The Chair and Vice Chair are eligible to serve no more than two consecutive years in the same office

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - Duties of the Board Chair

The Academy Board Chair shall serve as the presiding officer at meetings of the membership and of the Board. As the Academy's chief governance officer, the Board Chair shall be responsible for assuring that the Board fulfills its governance duties, these Bylaws and the Board's governing policies then in-effect, shall be the primary spokesperson for the membership and the Board, and shall perform such other duties as may be prescribed by the Board.

Section 2 - Duties of the Vice Chair

The Vice-Chair shall perform the duties of the Board Chair in the event of his/her absence, disability or refusal to act, and shall perform such other duties as may be assigned to the President-Elect by the Board.

Section 3 – Secretary

The Secretary shall keep, or cause to be kept, the official record of correspondence and minutes of meetings of this Academy. The CEO of the Georgia Pharmacy Association shall be the Secretary of the Academy

Section 4 - Removal of Officers

An officer may be removed from elected office by affirmative vote of the majority of the entire Board whenever, in the Board's judgment, the interests of the Academy would be best served by such removal. In addition, the Board of Directors of the Georgia Pharmacy Association may remove any officer for delinquency, inefficiency, neglect of duty, or for any other cause in the same manner prescribed for expulsion or suspension of members from the Academy, consistent with the bylaws of the Georgia Pharmacy Association.

ARTICLE VII – MEETINGS, QUORUM, VOTING AND PROXIES

Section 1- Quorum and Voting Requirements

Each Voting Member is entitled to one vote on each matter voted on by the Voting Membership. A quorum is composed of those attending the meeting, provided that, unless twenty percent (20%) or more of the voting power of all Voting Members is present at an annual or regular meeting, the only matters which may be voted on at such meeting are those matters described in the notice of such meeting. Except where a greater vote is expressly required by these Bylaws, if a quorum is present, the affirmative vote of a majority of the votes cast as to a particular matter is the act of the members of the Association with respect to the matter.

Once a member is represented for any purpose other than solely to object to holding a meeting or transacting business at the meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or is required by law or these Bylaws to be, set for that adjourned meeting.

If a quorum for transaction of business shall not be present at a meeting of members, the Voting Members entitled to vote, who are present at such meeting, shall have the power to adjourn the meeting from time to time, until the requisite number of Voting Members shall be present. No notice other than announcements at the meeting before adjournment shall be required of the new date, time or place of the adjourned meeting, unless a new record date for such adjourned meeting is or is required by law or these Bylaws to be fixed. At such adjourned meeting (for which no new record date is, or is required to be, set) at which a quorum shall be present in person, any business may be transacted that might have been transacted at the meeting originally called.

Voting by proxy shall not be allowed.

ARTICLE VIII– GENERAL PROVISIONS REGARDING NOTICES

Section 1 - Notices.

Notice of any annual or regular meeting shall be given to each member by telephone, electronic mail, facsimile, or mail at least seven calendar days prior to the meeting. Notice of any special member wide meeting or meeting of the Board shall be given either personally, by mail, electronic mail, facsimile, or telephone at least two (2) calendar days prior to the meeting.

ARTICLE IX – RULES OF ORDER

Subject to these Bylaws, all meetings of the membership shall be governed by the then latest edition of Robert's Rules of Order. The ordinary rules of parliamentary procedure shall be enforced by the presiding officer. A majority vote of the Voting Members present shall decide the question. At meetings of the Board, Robert's Rules of Order may be invoked by the President/Board Chair, or by majority vote of the Board members present.

ARTICLE X– AMENDMENT OF BYLAWS

The Board may adopt non-material revisions to correct grammar or punctuation in these Bylaws, or to conform to relevant statutes, by affirmative vote of at least two-thirds of the Board. All other proposals to suspend or amend these bylaws shall be subject to the following procedures:

- i) These Bylaws shall not be suspended without (1) the unanimous consent of Academy members present at a meeting, the date of which has been provided to all Academy members at least ten days in advance of the date of the meeting subject to GPhA Board of Directors Ratification; or (2) upon a quorum vote of the GPhA Board of Directors.;
- ii) Except for non-material revisions, every proposition by the Board to alter or amend these Bylaws shall be sent via US Postal Mail and/or via electronic mail to all Academy membership at least 30 days prior to the annual meeting and shall be read and voted upon at the annual meeting of the Academy. The amendment shall be ratified by (1) the affirmative vote of two-thirds of the active members present and voting; and (2) upon a quorum vote of the Georgia Pharmacy Association's Board of Directors. Amendments and changes to these Bylaws are subject to ratification by the Georgia Pharmacy Association's Board of Directors.
- iii) These Bylaws can be amended upon a quorum vote of the GPhA Board of Directors.