



GEORGIA PHARMACY ASSOCIATION, INC. BYLAWS Academy of Independent Pharmacy

ARTICLE I – NAME

This organization shall be known as the Georgia Pharmacy Association (GPhA™) Academy of Independent Pharmacy. This organization is an unincorporated subsidiary of the Georgia Pharmacy Association.

ARTICLE II – PURPOSE

To advance the concept of pharmacy care. To ensure the economic viability and security of Independent Pharmacy; to provide a forum for Independent Pharmacy to exchange information and develop strategies, goals and objectives; to address the unique business and professional issues of independent pharmacies; to develop and implement marketing opportunities for members of the Academy with emphasis on the third party prescription drug program/benefit market; to provide educational programs designed to enhance the managerial skills of Independent Pharmacy Owners and Managers; and to establish and implement programs and services designed to assist Independent Pharmacy Owners and Managers.

ARTICLE III– MEMBERSHIP

Section 1 - Active Members

Any active member of the GPhA™ having an ownership interest in an independent community pharmacy and possessing a valid license issued by the Georgia State Board of Pharmacy is eligible for membership in the Academy. Members shall have all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 2 - Affiliate Members

Any associate member of the GPhA™ having an ownership interest in an independent community pharmacy located outside the boundaries of the State of Georgia and possessing a valid license issued by the State Board of Pharmacy wherein above said pharmacy resides is eligible for “affiliate” membership in the Academy. Affiliate members shall have all rights, obligations and privileges of membership except the right to vote and hold office.

Section 3 - Associate Members

Any member of the GPhA™ not eligible for active membership in the Academy is eligible for associate membership. Associate members shall have all rights, obligations, and privileges of active members, except the right to vote and hold office.

Section 4 - Wholesale Associate Members

Any licensed wholesale drug firm providing goods and services to pharmacies licensed by the State of Georgia may qualify as a Wholesale Associate of the Academy. Any such wholesale drug firm which enters into an agreement with the Academy and subsequently remits dues as prescribed by the Academy shall become a Wholesale Associate member. Wholesale Associate members shall have all rights, obligations, and privileges of active members except the right to vote and hold office.

Section 5- Application Process

All applicants for membership must complete an application approved by AIP and 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 6 - Dues

Individuals claiming membership in the Academy under any membership classification will not be recognized as a member until dues have been paid. Payment of dues shall entitle a member to all privileges as set forth in Article III of these Bylaws. Dues shall be billed and collected by the Academy. All funds shall be separately accounted for and separately deposited into accounts established by the Georgia Pharmacy Association for the use by AIP. Academy member dues shall be used solely by the AIP to advance the mission and policies of the AIP as determined by the AIP Board of Directors and in accordance with and pursuant to these By-Laws.

ARTICLE IV– BOARD OF DIRECTORS

Section 1 - Board of Directors

The Board of Directors of the Academy shall consist of not less than ten (10), nor not more than fifteen (15) members with voting privileges. The Officers of the Academy shall serve on the Board of Directors. The remaining members shall be active members in good standing of the Academy and the Georgia Pharmacy Association and shall be appointed by the AIP Board of Directors. Only voting members in good standing for at least two consecutive years shall be eligible for appointment to the AIP Board

Section 2 - Duties

The Board of Directors of the Academy shall meet at least annually and shall be responsible for making policy decisions and implementing policies. The Board of Directors of the Academy shall annually submit a report to the GPhA™ Board of Directors at the annual meeting of the Association regarding the activities of the Academy for the previous year.

The AIP Board of Directors shall establish dues for academy membership.

The AIP Board of Directors shall have authority to waive or reduce dues.

Section 3 - Terms of Office

Each director shall serve a term of three (3) years or until the installation of a successor.

Section 4 - Special Meetings of the Board

A special meeting of the Board may be called by the Board Chair or shall be called upon written request of three (3) or more Board members. Written notice of the date, time and purpose of each Special Meeting shall be sent to each Board member at least forty-eight (48) hours prior to the meeting. Special Meetings may be held via teleconference or videoconference. Actions of the Board at special meetings shall be limited to those relating to items posted in the notice for that meeting.

Section 5 - 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 (as stipulated in Article IV, Section 7 below), 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 6- Attendance Requirement

Reflecting the importance of attendance and participation, any Director who misses three (3) consecutive board meetings shall automatically be removed from the board. Exceptions to this requirement may be made on an individual basis due to extenuating circumstances, or an excused absence approved prior to the meeting, by action of the Executive Committee.

Section 7 - Meeting Through Telecommunications/Videoconferencing

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 Article IV, Section 6 above, be deemed an absence. Exceptions to this policy may be made, for an individual or for the overall board due to extenuating circumstances that do not allow the individual or board to meet in-person.

Section 8 - 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 9 - 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 10 – Vacancies

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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 Academy's annual meeting whereupon such vacancy shall be filled for by the affirmative vote of a majority of the Board of Directors.

Section 11 - Compensation

Members of the Board of Directors of the Academy shall serve without compensation. Expenses may be reimbursed for Academy related activities with Board approval.

ARTICLE V OFFICERS

Section 1 - Officers

The Officers of this Academy shall consist of the Chair, Chair-Elect, Corresponding Secretary and Immediate Past President.

Section 2 - Chair

The Chair shall serve for a term of two years. The Chair shall preside at all meetings of the Academy and shall perform all other duties customarily-associated with that office. The Chair shall serve as an ex-officio member of all committees and shall discharge any other duties prescribed by these bylaws. The Chair shall appoint all standing and special committees.

Section 3 - Chair Elect

The Chair-Elect shall be elected by the membership and serve for a term of two years. The Chair-Elect shall perform all duties of the Chair in the absence or inability of the Chair to serve, or when requested. The Chair-Elect shall perform such other duties as may be specifically delegated to him/her or as may be required under these Bylaws. The Chair-Elect shall be elevated to Chair after successfully serving his/her term.

Section 4 - Immediate Past Chair

The Immediate Past President shall serve for a term of two years, The Immediate Past Chair will act as Chair of the Nominating Committee and assure all functions of the Nominating Committee are met.

Section 5 – Corresponding Secretary

The Corresponding Secretary shall be elected by the membership of the Academy and shall serve for a term of two years. The Corresponding Secretary shall keep a record of all proceedings and a roll of names and members.

Section 6 - Qualifications and Terms of Office

Individuals holding any office in the Academy shall be an active member in good standing of the Academy and the Georgia Pharmacy Association. Each officer shall serve a term of two years.

Section 7 - Order of Succession

In the event that the Chair is unable to perform his/her duties due to death, resignation, removal or other reasons, the Chair-Elect shall assume the office of Chair. In the event of a vacancy in the office of Chair-Elect, or Immediate Past Chair for any reason, the Board of Directors may appoint an active member to serve in an interim capacity to fill such vacancy for the unexpired term until the next scheduled election for the respective office(s). Succession of officers shall be Chair-Elect automatically elevates to Chair which automatically elevates to Immediate Past Chair after successfully serving his/her term.

ARTICLE VI– EXECUTIVE COMMITTEE

Section 1 - Meetings

The Executive Committee shall meet physically at least once annually and as needed thereafter. The Chairman of the Academy shall serve as Chair. Members of the Executive Committee of the Academy shall consist of the Chairman, the Chairman-Elect, the Immediate Past Chair, the Corresponding Secretary, the Vice President of the Academy and the CEO of The Georgia Pharmacy Association. The VP of AIP and GPhA™ CEO shall serve without voting privileges.

Section 2 - DUTIES

The Executive Committee shall be responsible for implementing policies and making interim policy decisions subject to the review of the Academy's Board of Director.

Section 3 - Compensation

The elected officers of the Academy shall serve without compensation. Expenses may be reimbursed for Academy related activities with Board approval.

ARTICLE VII – VICE PRESIDENT OF THE ACADEMY OF INDEPENDENT PHARMACY

Section 1. - The Vice President of Academy of Independent Pharmacy shall perform the administrative duties of the Academy. The Vice President of AIP shall read all communications, conduct all correspondence and business matters related to the Academy. Under the authority of the CEO of GPhA, the Vice President of AIP shall sign all contracts and authorize all payments. The Vice President of AIP shall notify all Academy members of their committee assignments and furnish each member of the various committees with the names and addresses of their associates serving on the respective committee. The Vice President of AIP shall serve as an ex officio, non-voting member of the Board of Directors of AIP. In the event that a vacancy occurs in the position of the Vice President of AIP, the CEO of GPhA™ shall empanel a search committee consisting of the CEO of GPhA™, the GPhA™ President and all members of the AIP Executive Committee for the purposes of interviewing and approving candidates for the vacant position.

ARTICLE VIII – GPhA CEO

Section 1 - The CEO of the Georgia Pharmacy Association shall serve as Secretary and is an ex officio, non-voting member of the Board.

ARTICLE IX– COMMITTEES

Section 1 - Committees may be created when necessary as follows: 1) upon the direction and appointment by the Chair or; 2) by resolution approved at an annual meeting and subsequently appointed by the Chair of the Academy unless otherwise prescribed by said resolution. The activity of Committees shall be as specified by the creating motion or resolution.

ARTICLE X– NOMINATION AND ELECTION OF OFFICERS

Section 1 - Nominations Committee

The Executive Committee of AIP shall constitute the nominating committee. The Immediate Past Chair will chair the committee. In election years, the committee shall meet at least 30 days prior to the Annual Meeting of the

Academy. The committee shall submit to the membership at the Academy's Annual Meeting in election years a slate of officers consisting of at least one nominee for each of the offices of Chair-Elect, and Corresponding Secretary. Additional nominations for the offices of Chair-Elect and Corresponding Secretary may be made from the floor of the Academy's Annual Meeting.

Section 2 - Voting

A ballot shall be delivered to each active member by approved means within 25 days after the adjournment of the Annual Meeting. The ballot shall contain the names of all nominees and an election bulletin which shall include biographical sketches not to exceed 150 words and photographs of each candidate. The names of the candidates shall appear in alphabetical order. Voting must be completed by midnight of the 46th day following adjournment of the Academy's Annual meeting unless otherwise directed by the Academy's Board of Directors.

Section 3 - Tellers Committee

The Chair of the Academy shall appoint a Tellers committee consisting of at least 3 board members. The Tellers Committee shall be responsible for validating, tabulating, and certifying the ballots.

Section 4 - Assumption of Office

Officers shall be installed at an Academy meeting following the election, which may be held in conjunction with GPhA's annual convention or location otherwise as determined by the AIP Board of Directors but no longer than 75 days after the Academy's Annual meeting and shall assume their offices immediately.

Section 5 Suspension and Removal of Officers

Officers of the Academy may be suspended from office by action of the Board of Directors of the Georgia Pharmacy Association for violating the GPhA™ Bylaws, the Academy Bylaws for mis-, mal-, or non, feasant of office. Within 60 days of the suspension, the suspended officer may request a reinstatement hearing to be held before the GPhA Board and AIP Chair whose decision shall be final. Officers may be removed from office for any of the above stated reasons, but no person shall be expelled from membership in the Academy except by two-thirds vote of all members of the Academy present at an annual meeting, and only after the officer has been given opportunity to be heard in his/her own defense.

ARTICLE XI – QUOREM AND VOTING REQUIREMENTS

Section 1 – Quorum and Voting Requirements

Except as otherwise provided by the Articles of Incorporation or the Georgia Code 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 fifteen percent (15%) 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 thereat, 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.

Section 2 – Voting by Proxy

Voting by proxy shall not be allowed

ARTICLE XII – 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 XIII– 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 XIV – SUSPENSION AND 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.

ARTICLE XV– AFFILIATIONS

The AIP Board of Directors shall have sole authority to affiliate this Academy with any other organization.

ARTICLE XVI -- DISSOLUTION

In the event of dissolution of the Academy any monies remaining after all obligations have been settled, shall be returned proportionately to the academy members as determined by the Board of Directors of AIP if allowed by law.