



GEORGIA PHARMACY ASSOCIATION, INC. BYLAWS

Last amended June 19, 2021

ARTICLE I – NAME

The name of this nonprofit corporation is Georgia Pharmacy Association, Inc. ("GPhA" or "the Association").

ARTICLE II – PURPOSE

The Association is organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code (the "Georgia Code"). Consistent with its status as an exempt entity under Section 501(c)(6) of the Internal Revenue Code, the purpose of the Association shall be to promote and enhance the profession of pharmacy and the practice standards of its practitioners through information, education and advocacy. Further, the Association shall endeavor to heighten the public's perception of the profession of pharmacy and pharmacists, and to promote the value of pharmacy services to the health and welfare of the general public.

ARTICLE III – MEMBERSHIP

Section 1 - Active Members

Every pharmacist possessing a valid license issued by the Georgia State Board of Pharmacy; or legally practicing in the State of Georgia; or possessing a valid license issued by a recognized State Board of Pharmacy; and is residing in the State of Georgia is eligible to become an "Active Member." Active Members have all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 2 - Associate Members

Any person not eligible to be an Active Member is eligible to become an "Associate Member." Associate Members shall have all rights, obligations, and privileges of Active Members, except the right to vote and hold office.

Section 3 - Student Members

Any student enrolled in a college of pharmacy accredited by the Accreditation Council for Pharmacy Education (ACPE) shall be eligible to become a "Student Member." Student Members shall have all rights, obligations, and privileges of Active Members, except the right to vote and hold office.

Section 4 - Honorary Active Members

Any pharmacist licensed in the state of Georgia who has served the profession with distinction and is recommended to and approved by the Board of Directors may be granted "Honorary Member" status. Honorary Member status may be granted for a specific period of time or for life as designated by the Board of Directors. An Honorary Member is exempt from paying dues but has all rights, obligations, and privileges of an Active Member, including the right to vote and hold office.

Section 5 - Honorary Associate Members

Any professional and scientific person of distinction who is recommended to and approved by the Board of Directors may be granted "Honorary Associate Member" status. An Honorary Associate Member status may be granted for a specific period of time or for life as designated by the Board of Directors. An Honorary Associate Member is exempt from paying dues, and has all rights, obligations, and privileges of Active Member, except the right to vote and hold office.

Section 6 - Emeritus Members

Every pharmacist licensed in the state of Georgia; or possessing a valid license issued by a recognized State Board of Pharmacy and is residing in the State of Georgia who has reached the age of 65 and who is no longer actively engaged in the practice of pharmacy on a regular basis is eligible to be an "Emeritus Member." Emeritus Members have all rights, obligations, and privileges of an Active Member, including the right to vote and hold office.

Section 7 – Technician Members

Any person qualifying as a pharmacy technician as defined by O.C.G.A. Section 26-4-5 is eligible to become a "Special Associate Member." Special Associate Members shall have all rights, obligations, and privileges of Active Members, except the right to vote and hold office, except as provided below with respect to the Academy of Pharmacy Technicians. Each Special Associate Member shall be a member in the Academy of Pharmacy Technicians, and as such shall have the right to participate by vote upon the selection of officers of such Academy to recommend to the Board for confirmation and ratification. Each Special Associate Member shall also have such additional rights, obligations, and privileges of membership in the Academy of Pharmacy Technicians as may be determined by the Board from time to time.

Section 8 – Voting Members

The Association's "Voting Members" or "Voting Membership" shall collectively refer to all Active Members, Honorary Active Members, and Emeritus Members, in good standing.

Section 9 - Dues

Dues of the various categories of membership in the Association shall be fixed from time to time by action of the Board. Honorary Members and Honorary Associate Members will be recognized as such only upon their acceptance of such membership. Individuals claiming membership under any classification other than Honorary Members or Honorary Associate Member will be recognized as a member only upon application to the Association and agreeing to pay Association dues and assessments as provided for herein. Payment of dues shall entitle a member to all privileges as set forth in Article III of these Bylaws. Dues assessed by Academies shall be subject to the approval of the Board.

Section 10 - Resignation

Any member may resign by submission of a notice of resignation in writing or by electronic transmission to the Association's Chief Executive Officer. Such resignation shall not relieve the member of the obligation to

pay any dues or other charges due and owing at the time of such resignation, nor shall it result in a rebate of dues paid for the current annual period.

Section 11 - Automatic Termination

Membership in the Association is automatically terminated whenever the member is in default in payment of his or her dues, or ceases otherwise to meet any criteria for eligibility set forth in this Article III.

Section 12 - Termination for Cause

Membership within any classification may be terminated, for cause, by a three-fourths (75%) vote of the entire 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. Actions or behaviors that are not courteous, respectful and professional in their dealings with other members, Association staff, or others at Association-affiliated events shall also be considered as cause for removal. To effect such termination, not less than fifteen (15) days' prior written notice of the termination and the reasons therefor shall be provided to the member at issue, and the member shall be provided an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 - Authority and Responsibility

The affairs of the Association shall be governed by, and managed under the authority of, the Board of Directors (the "Board").

Section 2 - Qualification

Part 1. Only Voting Members in good standing for at least two consecutive years shall be eligible for election to the Board. No currently employed staff member, former staff member who was employed by the Association at any time during the previous two years, or Voting Member who has an immediate family member currently serving on the Board shall be eligible for membership on the Board. No more than two (2) Voting Members who are owners or employees of the same company or enterprise may serve on the Board simultaneously. The chairperson of an Academy shall not be eligible to serve concurrently as one of the three (3) Academy elected positions on the Board. Section 3- Number

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Part 1. - The Board shall be comprised of eleven (11) voting members, three (3) of which shall be elected respectively by the Voting Members of each of the three GPhA's Academies having the highest number of Voting Members ("Academy Board Seats"), and the remaining eight (8) of which shall be elected at-large by the Voting Members voting as a group ("At Large Board Seats").

Section 4 - Term of Office

Part 1. Board members are elected to a term of three years, unless the Board elects to adjust the same so that the term of office of approximately one-third of the Board members shall expire in a given year. No individual may serve as a Board member for more than two (2) consecutive three (3) year terms, or six (6) consecutive years, and any individual who has served two consecutive three (3) year terms, or six (6) consecutive years, shall remain ineligible until at least two (2) years have elapsed from his or her last date of service

Part 2. The terms of the president and the president-elect shall automatically extend so that they may fulfill the ascendancy of office (president-elect, president and immediate past president).

Part 3. Individuals appointed or elected to fill the vacancy in a three (3) year term that was partially served by another individual, shall not be deemed to have served a three (3) year term for purposes of Part 1 above, and such term of service shall not be counted towards the six (6) consecutive year limitation in Part 1 above, if at the time of such appointment or election the remaining duration of such term was less than eighteen (18) months.

Part 4. If an individual elected to an Academy Board Seat is subsequently elected to an At-Large Board Seat, then such individual's term of service while filling an Academy Board Seat will be excluded for purposes of Part 1 above. However, in no instance shall any combination of terms whether as at-large, academy or officer result in a consecutive board term longer than nine (9) years.

Section 5 - Regular Meetings of the Board

The Board shall have no fewer than four (4) regular meetings annually, at least three (3) of which shall be in-person meetings, held at such time and place as the Board may prescribe. Notice of in-person regular meetings shall be given to Board members not less than thirty (30) days before the meeting is held. Notice of other regular meetings shall be given to the Board members not less than ten (10) days prior.

Section 6 - Special Meetings of the Board

A special meeting of the Board may be called by the President/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 other remote options. Actions of the Board at special meetings shall be limited to those relating to items posted in the notice for that meeting.

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 (as stipulated in Article IV, Section 9 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 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 due to extenuating circumstances, or an excused absence approved prior to the meeting, by action of the Governance Board.

Section 9 - 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 8 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 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 - Removal

With the exception of a Board member who fails to meet the attendance requirement as stipulated in Article IV, Section 8 above, any Board member elected to such position by the Active Members, or a subgroup thereof, may be removed only by action of the Active Membership voting as a group, except for those elected to an Academy Board Seat who may also be removed by action of the Active Membership of the Academy that so elected him or her. The membership meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the Board member. A Board member appointed by the Board, such as to fill a vacancy, may be removed, with or without cause, by action of the Active Membership as provided in the preceding sentence, or by the affirmative vote of two-thirds of the remaining Board members.

Section 12 - 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 13 - Vacancies

Part 1. At-Large Board Positions. If there occurs a vacancy of an at-large Board member position, and the interval between the next regularly scheduled Board meeting and the Association's next scheduled Board election is more than six (6) months, 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 Board election whereupon such vacancy shall be filled for the remainder of the vacated term by the affirmative vote of a majority of the Active Members. If the interval between the next regularly scheduled Board meeting and the next Board election is less than six (6) months, the vacancy will not be filled (notwithstanding the number of Board members prescribed in Article IV, Section 3 above) until the next annual Board election whereupon such vacancy shall be filled for the remainder of the vacated term by the affirmative vote of a majority of the Active Members.

Part 2. Academy-elected Board Positions. If there occurs a vacancy of an Academy-elected Board

member, the remaining Board members shall fill the vacancy after consultation with the respective Academy board, and the appointee shall serve for the remainder of the vacated term, in order to maintain the staggering of Academy elections to the Board of Directors.

Section 14 - Compensation and Reimbursement

Board members shall receive no compensation for serving on the Board. However, they may be reimbursed for normal and customary travel expenses when attending official Board meetings or such other events in official Board capacities as budgeted for and approved by the Board.

ARTICLE V – NOMINATION AND ELECTION OF THE BOARD

Section 1 - Nominating Committee

Each year there shall be established by the last day of January a Nominating Committee, which shall be chaired by the Immediate Past President, and shall also include: one designee appointed by each Academy that as of the last day of the previous fiscal year had more than thirty (30) members; one designee of the Council of Presidents; one designee representing and selected by the Region Presidents; and one current Board member, appointed by majority vote of the Board, and who is not currently eligible for or seeking re-election.

Section 2 - Charge to the Nominating Committee

The Board shall each year assess its strengths and needs, and advise the Nominating Committee of: the number of at-large positions open to election; whether any of the at-large positions are to be for terms of fewer than three (3) years (to maintain staggering), and its recommendations as to any specific skills, characteristics and/or representation (geographic, demographic, practice setting, etc.) that the Board recommends be prioritized to enhance its governance capabilities in service to the entire GPhA membership.

Section 3 - Call for Nominations

No less than one hundred twenty (120) days prior to the annual Board elections, the Nominating Committee shall issue a Call for Nominations to the membership, which shall include specific information as to the number of vacancies to be filled, an explanation of the duties and responsibilities of Board members as enumerated in the Board's governing policies, the current priorities as to skills and/or representation being sought, and the manner and deadline by which nominations are to be submitted, which must be no less than twenty one (21) days after the Call for Nominations is issued. The Call for Nominations shall also allow for nomination by petition, as noted in Article V, Section 4 below.

Section 4 - Nomination by Petition

Candidates may also be nominated by petition. If a candidate is nominated by petition signed by at least five percent (5%) of the Voting Membership for an at-large position, or by at least five percent (5%) of the Voting Membership of an Academy for an Academy-elected position, the ballot submitted to the respective Voting Members must include the name of the petition-nominated candidate(s), and will identify those recommended by the Board and those nominated by petition. If there are petition-nominated candidates, the ballot may include more than the number of candidates stipulated in Article V, Section 6 below.

Section 5 - Screening and Recommendation to Board of Directors

The Nominating Committee and/or its designees shall: screen each nomination to ensure eligibility for service; provide eligible nominees with the Association's current Bylaws and governing policies; and shall

evaluate each eligible nominee to further identify his/her qualifications, including but not limited to personal knowledge, skills, demonstrated commitment to GPhA, professional relationships, professional associations, demonstrated ability to participate productively in group processes, commitment to support and participate in the Board's established governing structure, and, for current Board members, fulfillment of individual Board member's responsibilities. The Nominating Committee shall then recommend for the Board's consideration and approval a slate of candidates to appear on a ballot for election by the Voting Membership. The slate approved by the Board shall include the name of at least one (1) candidate for the at-large vacancy to be filled, and at least one (1) candidate for each Academy-elected Board position.

Section 6 - Ballots

An election bulletin, including a link to the electronic ballot, shall be submitted to the Active Membership at least twenty-one (21) days prior to the annual Board election. The election bulletin shall include notice of the voting deadline, which shall be at midnight the day before the date of the annual Board election, and biographical sketches not to exceed 150 words and a photograph of each candidate. The names of the candidates shall appear in alphabetical order.

Section 7 - Voting

Each eligible Voting Member shall be entitled to vote for up to one candidate for each of the available seats open to election. Cumulative voting shall not be allowed. That number of nominees receiving the highest number of votes shall be declared elected. When electing at-large Board members for terms of varying length, those receiving the highest number of votes shall be appointed to the terms of longest duration. Voting shall be administered by and results certified by a reputable electronic voting vendor. In the event of a tie, the Board shall select the Board member by written secret ballot.

Section 8 - Announcement of Election Results and Assumption of Office

After the certification of the election, the results shall be announced within 48 hours of the conclusion of the election, and the newly elected Board members shall be installed no later than 45 days thereafter.

ARTICLE VI – ELECTED OFFICERS

Section 1 - Elected Officers

The elected officers of this Association shall consist of the Immediate Past President, the President/Board Chair, and the President-Elect.

Section 2 - Election, Eligibility and Order of Succession

At the first Board meeting of each year, the Board shall elect from among its current at-large Board members a President-Elect, who shall in successive years ascend to the offices of President/Board Chair and Immediate Past President. A Board member shall be eligible for election to the office of President-Elect after a minimum of two consecutive years of service on the Board. In the event that the President/Board Chair is unable to perform his or her duties due to death, resignation, removal or other reasons, the President-Elect shall assume the office of President/Board Chair. In such instance he or she shall serve as President/Board Chair during the balance of such term and shall succeed to a full term of office the following year. In the event of a vacancy in the office of President-Elect for any reason, the Board of Directors shall, at its next meeting following the vacancy, elect a new President-Elect to fill the unexpired term vacated.

Section 3 - Duties of the President/Board Chair

The President/Board Chair shall serve as the presiding officer at meetings of the membership and of the Board. As the Association's chief governance officer, the President/Board Chair shall be responsible for assuring that the Board fulfills its governance duties as prescribed by law, 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 4 - Duties of the President-Elect

The President-Elect shall perform the duties of the President/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. The President-Elect shall be automatically elevated to the office of President/Board Chair after successfully serving his/her term.

Section 5 - Duties of the Immediate Past President

The Immediate Past President shall serve as chair of the Nominating Committee and of the Council of Presidents. In the event the office of the Immediate Past President is or becomes vacant, (i) it shall be considered a vacancy of an At Large Board position, subject to the provisions of Article IV, Section 13 of these Bylaws, and (ii) the individual who served as the preceding Immediate Past President shall fulfill the duties as chair of the Nominating Committee and the Council of Presidents.

Section 6 - Removal of Officers

The officers elected prior to the effective date of these Bylaws may only be removed by action of the Voting Membership, in accordance with Article IV, Section 11 above. Subject to the preceding sentence, 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 Association would be best served by such removal. Removal from the Board is subject to the provisions in Article IV, Section 11 of these Bylaws. Officers removed pursuant hereto shall not ascend to the next office, or serve on the Council of Presidents.

ARTICLE VII – CHIEF EXECUTIVE OFFICER

Section 1 - Employment

The Association shall employ a Chief Executive Officer ("CEO"), with such duties, for such length of time, and at such compensation as the Board may determine from time to time. The CEO shall be an ex officio, non-voting member of the Association's Board and shall serve as the Association's Secretary.

Section 2 - Duties and Responsibilities

The CEO shall be responsible for management and administration of the day to day operations of the Association, in accordance with its Bylaws and the governing policies of the Board then in effect. The CEO shall serve as a primary resource to the Board, and shall have the authority to hire and discharge agents, contractors and employees of the Association, and shall oversee and direct their activities in carrying out its programs. In the capacity as Secretary, the CEO shall keep or cause to be kept a register of the address and email address of each Board member and Association member, record of attendance and the minutes of all Board and membership meetings; ensure the giving of proper notice of meetings; keep or cause to be kept the seal of the Association; affix the seal when required; authenticate records of the Association; and shall perform such other duties as may, from time to time, be assigned by the Board.

ARTICLE VIII – BOARD COMMITTEES

Section 1 - Authorization of Committees of the Board of Directors

The Board may authorize the establishment of committees, advisory groups, or task forces (collectively "Board Committees") from time to time and assign duties to them. The motion establishing such committees shall state the purpose, composition guidelines, timeline and authority of each Board Committee. No Board Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Board member, elected officer or employee of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another entity; (e) authorize the sale, lease or exchange of any substantial property or assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Association; or (h) amend, alter or repeal any resolution of the Board. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him, or her by law.

Section 2 - Other Committees

The President/Board Chair may establish advisory and/or work groups on the Board's behalf. No such group may commit organizational resources, funds or other obligations unless Board-authorized.

Section 3 - Changes to Committee Structure

The Board's governing policies will be updated, as appropriate, to include the list and charge of all currently authorized Board Committees, in addition to the Nominating Committee stipulated in Article V, Section 1 above and Audit Committee, as stipulated in Article XV, Section 3 below.

ARTICLE IX – COUNCIL OF PRESIDENTS

The President/Board Chair of the Association and all past presidents of the Association shall comprise the Council of Presidents. The Council shall be chaired by the Immediate Past President of the Board. The Council shall serve as an advisory resource to the Association and shall also serve as the Awards Selection Committee for designated Association-wide awards.

ARTICLE X – ACADEMIES

Section 1 - Recognition

An "Academy" is a subdivision within the Association, representing at least thirty (30) members in a particular practice setting in Georgia pharmacy, created by resolution of the Board. Such resolutions shall allow for the creation of bylaws which shall stipulate officers, dues structure, and purpose of the Academy. The bylaws of each Academy shall stipulate reasonable limitations on its authority, and are subject to review and approval by the Board, as are all subsequent amendments and revisions thereto.

Section 2 - Academy Membership

Only current members in good standing of the Association shall be eligible for membership within an Academy. The purpose of the Academy shall be consistent with the mission statement of the Association.

Section 3 - Dissolution

An Academy can be dissolved by a resolution from the Academy which has been approved by a majority of the Academy's active members and then submitted to the Board for approval, or by action of the Board on its own initiative. Dissolution of an Academy by the Board shall only be considered in the case of actions by the Academy that, in the opinion of the majority of voting Board members, are deleterious to the interests of the Association, or if for two (2) consecutive years the membership of the Academy remains below thirty (30) members. Upon the Board's determination that there is cause for dissolution as set forth in this provision, notification of the intent to dissolve shall be provided to the Academy's membership, and the Academy's officers shall be provided a hearing at the subsequent regular meeting of the Board prior to action being taken.

ARTICLE XI – REGIONS

Section 1 - Creation of Regions

There shall be a designated number of Association regions within the State of Georgia with the name and territory of each determined from time to time by the Board (each being a "Region").

Section 2 - Purpose

The purpose of the Regions shall be to create interest in, and to carry out, the mission and policies of the Association by activities at the local or regional level.

Section 3 - Membership

All members of the Association residing within the territory of a Region shall also be members of said Region, with each member having equal rights and privileges in such capacity. There shall be no Region dues but this shall not prevent voluntary contributions for the purpose of carrying out any project or activity approved by the Region's officers.

Section 4 - Designation of Region Officers

The officers of each Region shall be a Region President and a Region Vice President, whose term of office shall be two (2) years each. The Board shall assign a number to each Region. Odd numbered Regions shall elect officers in odd numbered years and even numbered Regions shall elect officers in even numbered years. Only Voting Members residing within a Region shall be eligible for holding an office therein. Officers shall be elected at Spring Region meetings, or as hereinafter provided, and in all elections where more than one person is voted on for the same office, the voting shall be by a written ballot. New officers shall assume office at the same time as the swearing in of the GPhA Board members. In the event of a vacancy in the office of Region President, the Region Vice President shall elevate to Region President and serve the balance of the unexpired term. In the event of a vacancy in the office of Region Vice President, the Region President shall appoint a Voting Member from the Region to serve the unexpired term.

Section 5 - Duties of Region Officers

The officers of each Region shall have the responsibility to promote activities to increase membership, create interest in the mission of the Association and implement Association policy. They shall also consider and act upon matters of local interest and shall assist the Association as required.

Section 6 - Nominating Committee

Region Presidents shall call for nominations from members for officers in their Regions either prior to the annual Spring Meeting or during the annual Spring Meeting. Call for nominations prior to the annual Spring Meeting may be conducted via email or in writing. Balloting shall be conducted at the annual Spring Meeting and a majority vote of those Voting Members of the Region who are present shall elect the new officers.

In the event there is no actual annual Spring Meeting, either in-person or virtual, the call for nominations shall go out no later than the end of April each year and voting, either in writing or electronically completed no later than two weeks thereafter.

Section 7 - Meetings

There shall be at least one-member meeting of each Region annually. Other meetings may be held as called by the Region President. Region officers shall supervise the use of funds allocated by the Board, and are not authorized to commit Association resources other than as so allocated.

Section 8 - Reports

Each Region President shall submit an annual report to the Board at a time set by the Board. The report shall include all activities held within the Region and shall include a description of the Region's activities in membership solicitation.

ARTICLE XII – APPOINTMENTS TO THE BOARD OF PHARMACY AND OTHER REGULATORY AGENCIES

Section 1 - Nomination

The Association shall make recommendations to Georgia's Governor for appointments to the Georgia Board of Pharmacy, and may, at the direction of the Board, make recommendations for appointments to other state regulatory agencies whose purview has influence on the practice of pharmacy. The Board shall select or nominate practicing pharmacists to fill the next vacancy or vacancies occurring on the Board of Pharmacy, who shall meet the qualifications required by O.C.G.A. Section 26-4-32. The CEO shall submit to the Governor the names of these nominees, and the Governor may make the appointments to fill such vacancy or vacancies from the names submitted.

Section 2 - Policy

The Board shall establish a policy stipulating the process by which names shall be submitted and evaluated for inclusion on the list of names to be submitted to the Governor. Such policy should demonstrate sensitivity to the political nature of regulatory appointments, and further, should strive to bring forward candidates who bring geographic, gender, ethnic, and practice area diversity to the regulatory board.

ARTICLE XIII – DELEGATES

Section 1 - American Pharmacists Association (APhA)

The President/Board Chair and the President-Elect or their appointees shall serve as representatives and/or delegates to the annual convention of the American Pharmacists Association, as may be allowed for in its

bylaws.

Section 2 - National Community Pharmacists Association (NCPA)

The President/Board Chair and the Immediate Past President or their appointees shall serve as representatives and/or delegates to the annual convention of National Community Pharmacists Association, as may be allowed for in its bylaws.

Section 3 - United States Pharmacopeial (USP) Convention

A delegate to the Quinquennial Meeting of the USP Convention shall be selected at the Association's Annual Convention that immediately precedes the scheduled Quinquennial Meeting.

Section 4 - Expenses

The Board shall set the method and amount of compensation or reimbursement, if any, to members who serve as the Board's representatives/delegates for the aforementioned organizations.

ARTICLE XIV – MEETINGS OF THE MEMBERSHIP

Section 1 - Annual Membership Meeting

The Association shall conduct an annual membership meeting as fixed by the Board, at which time: (i) the CEO and the Association's chief financial officer shall report on the activities and financial condition of the Association; and (ii) the Members shall consider and act on such matters as may be raised consistent with the notice requirements of the Georgia Code and these Bylaws. In event that a state or national emergency prevents holding a meeting as scheduled, it shall be the duty of the President/Board Chair, with the advice and consent of the Board, to call the next annual meeting as soon as practicable after the emergency

Section 2 - Special Membership Meetings

Except to the extent otherwise prescribed by statute or the Articles of Incorporation, special meetings of the Membership, for any purpose or purposes, shall be called by the President/Board Chair upon recommendation of the Board or upon written request of not less than ten percent (10%) of the Voting Membership describing the purpose or purposes for which it is to be held.

Section 3 – Notice to Members

Part 1. The Board may propose motions for consideration to the membership. In addition, motions for consideration by the membership must be submitted upon signature of at least five (5) Voting Members to the CEO at least fifteen (15) days prior to the commencement of the Annual Convention. Any member may offer a motion to be presented to a General Membership Meeting, provided such motion is submitted to the CEO at least fifteen (15) days prior to the start of the Annual Convention. The Board shall review such proposed motion(s), and present them, with or without a written recommendation, for inclusion on the General Membership Meeting agenda.

Part 2. Notice is fair and reasonable if:

- (1) The Association notifies its members of the place, date, and time of each annual, regular and special meeting of Members no fewer than ten days (or if notice is mailed by other than first-class or registered mail, 30 days) nor more than 60 days before the meeting date;
- (2) Notice of a special meeting includes a description of the matter or matters for which the meeting is called; and

(3) Notice of any meeting (whether annual, regular or special) at which there is to be considered for approval by Voting Members any matter or matters involving indemnification of officers or directors of the Association, approval of the Association's entry into a "director's conflicting interest transaction" (as defined in the Georgia Code), amendment of the Association's Articles of Incorporation or of these Bylaws, adoption by the Association of a plan of merger, sale of all or substantially all the Association's assets, or dissolution of the Association, shall include a description of any such matter or matters to be considered at such meeting.

Part 3. Unless a new record date is set (or is required by law or by the terms of these Bylaws to be set) therefor, notice of the date, time and place of any adjourned meeting need not be given otherwise than by the announcement at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting must be given in accordance with these Bylaws as if such adjourned meeting were a newly-called meeting.

Part 4. When giving notice of an annual or special meeting of members, the Association shall give notice of a matter a member intends to raise at the meeting if: (i) requested in writing to do so by a person entitled to call a special meeting; and (ii) the request is received by the CEO at least ten (10) days before the Association gives notice of the meeting.

Section 4 – Fixing of Record Date

Unless the Board establishes an alternative record date, and subject to any requirements in the Georgia Code with respect to the establishment of a record date, the record date for determining the members entitled to receive notice of and to vote at a meeting will be the close of business on the last business day before the day on which the first notice of such meeting is sent, or in the case of an action to be taken by a written or electronic ballot in lieu of a meeting, the close of business on the last business day before (i) the day the first written ballot was delivered to a member, or (ii) the day upon which votes by electronic ballot may be first submitted.

Section 5 - Membership List for Meeting

After fixing a record date for a meeting, the Association shall prepare in accordance with the Georgia Code a list of all its members who are entitled to notice of the meeting, which list shall be available for inspection in accordance with the Georgia Code; provided that the refusal or failure to prepare or make available the members' list shall not affect the validity of any action taken at the meeting for which such list is required hereby.

Section 6 - Motions for Consideration

Part 1. The Board may propose motions for consideration to the membership. In addition, motions for consideration by the membership must be submitted upon signature of at least five (5) Voting Members to the CEO at least fifteen (15) days prior to the commencement of the annual membership meeting. Any member may offer a motion to be presented at the annual membership meeting, provided such motion is submitted to the CEO at least fifteen (15) days prior to the start of the annual membership meeting. The Board shall review such proposed motion(s), and present them, with or without a written recommendation, for inclusion on the annual membership meeting.

Part 2. No policy-related motion from the floor of the annual membership meeting shall be recognized or acted upon without prior review by the Board. Policy-related motions are those that relate to the strategies, budgets, finances, staffing, legislative positions or political endorsements of the Association.

Section 7 - Quorum and Voting Requirements

Part 1. 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 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.

Part 2. 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.

Part 3. 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.

Part 4. Voting by proxy shall not be allowed.

Section 8 - Action Taken Without Meeting

Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers a ballot in writing or by electronic transmission to every Voting Member entitled to vote on the matter. A ballot in writing or by electronic transmission shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action. Approval by ballot in writing or by electronic transmission shall be valid only when the number of votes cast by ballot equals or exceeds twenty percent (20%) or more of the voting power of all Voting Members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Any solicitation for votes by ballot in writing or by electronic transmission shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter; and (iii) specify the time by which a ballot must be received by the Association in order to be counted. Except as expressly otherwise stated in the Association's solicitation for votes thereby, no written ballot may be revoked.

ARTICLE XV – GENERAL PROVISIONS REGARDING NOTICES

Section 1 - Notices.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, or as otherwise required by applicable law, Section 14-3-141 of the Georgia Code shall govern the giving of notices under these Bylaws.

Section 2 - Waiver of Notice

Part 1. Except as otherwise provided or required by the Articles of Incorporation, these Bylaws or

applicable law:

i) A member may waive any notice required to be given to such member, before or after the date and time stated in the notice. The waiver must be in writing or by electronic transmission, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the Association's corporate records.

ii) A Member's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Part 2. Neither the business transacted nor the purpose of the meeting need be specified in the waiver.

Part 3. A director may waive any notice required to be given to such director by the Georgia Code, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice. Except as provided by Part 4 of this Article XV, Section 2, the waiver must be in writing or by electronic transmission, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the Association's corporate records.

Part 4. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE XVI – FINANCE

Section 1 - Fiscal Year

The Association's fiscal year shall be as prescribed by the Board.

Section 2 - Financial Management

The CEO shall manage the finances of the Association in accordance with adopted policies, and under the oversight of, the Board.

Section 3 - Audit

The Board shall, at its first meeting of each year, appoint an Audit Committee to consist of not less than four (4) or more than seven (7) members, including a Committee Chair and at least one Board member from the Georgia Pharmacy Foundation Board and the Academy of Independent Pharmacy. The Audit Committee shall periodically, but not less than annually, review the financial activities of the Association and its subsidiaries. The Audit Committee shall be responsible for selecting and employing an independent public accounting firm whose duty it shall be to audit the books and records of the Association, at least once each fiscal year, and shall provide copies of the audit report to the Board. The firm shall be paid out of the funds of the Association such compensation as the Board determines. The committee chair shall deliver a report to the Board upon completion of the audit. The annual report of the Audit Committee shall be available to any member.

Section 4 - Bonding

Trust or surety bonds, or other such protection, shall be furnished for the officers or employees of the

Association, and the cost paid by the Association, as the Board may direct.

ARTICLE XVII – AFFILIATION

The Board may extend or rescind formal affiliation with any local or national professional pharmacy association requesting such affiliation in accordance with these Bylaws and procedures adopted by the Board.

ARTICLE XVIII – 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 XIX – INDEMNIFICATION

Section 1 - Indemnification

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Association against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Association, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, employee benefit plan, or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine, or cause to be determined, in the manner provided under the Georgia Code (O.C.G.A. Sections 14-3-850 et seq.) whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Georgia Code; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by the Georgia Code (which as it may be amended is hereby incorporated by reference) or any other provision of Georgia law.

Section 2 - Indemnification Not Exclusive of Other Rights

The indemnification provided in Article XIX, Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested Board members or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3 - Insurance

To the extent permitted by Georgia law, the Association may (but shall not be obligated to) purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a trustee, officer, partner, director, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other entity.

ARTICLE XX – AMENDMENT OF BYLAWS

Part 1. 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 amend these bylaws shall be subject to the following procedures:

- i) The Board must recommend the proposed amendment to the members unless the Board elects, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its election to the members with the proposed amendment;
- ii) Unless the Georgia Code, the articles of incorporation, these Bylaws, the members (acting pursuant to Part 2 below), or the Board (acting pursuant to Part 3 below) require a greater vote or voting by class, the Voting Members entitled to vote on the amendment must approve the amendment by two-thirds of the votes cast.

Part 2. The members may condition the amendment's adoption on any basis.

Part 3. The Board may condition its submission of the proposed amendment on any basis.

Part 4. The Association shall give notice to its members of the proposed membership meeting in writing (letter or email) in accordance with these Bylaws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the amendment is submitted to the members for approval by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment either by letter or electronically.

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