



Alliance for
Pharmacy
Compounding

BYLAWS

*These Bylaws were last amended by vote
of the membership in November 2019.*

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2 **Article I. Offices**
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4 Section 1. Principal Office.

5 The Corporation shall maintain a principal office at such location as designated by the Board of Directors.
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8 **Article II. Purpose**
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10 Section 1. Specific Purposes.

11 The Alliance for Pharmacy Compounding (the Alliance) is a non-profit organization established under section 501(c)(6)
12 of the Internal Revenue Code, and is incorporated and established under the laws of the State of Texas. The purposes
13 of the Alliance shall be consistent with those of professional and trade associations, specifically to promote, upgrade,
14 defend, and safeguard the common professional and economic interests of the members of the Alliance.
15

16 **Article III. Membership**
17

18 Section 1. Classes of Members.

19 The Alliance shall have two (2) classes of voting members and three (3) classes of non-voting members designated as
20 follows:

21 a) Voting members.

22 1. Active Members. Active members shall be individuals who have earned a degree in pharmacy, are
23 licensed or registered in the country, state, province and/or territory in which they practice and are
24 engaged in pharmacy compounding. Active technician members shall be individuals who have earned the
25 designation in the country, state, province and/or territory in which they practice and are engaged in
26 pharmacy compounding.

27 2. Associate Members. Associate members shall be individuals who are not required to be engaged in
28 pharmacy compounding or to be licensed or registered pharmacists. Associate members will have all the
29 rights and privileges of the active members of the Alliance.

30 b) Nonvoting Members.

31 1. Student Members. Student members shall be individuals enrolled in an accredited school of pharmacy.
32 Student members shall not have voting rights and shall not hold office in the Alliance.

33 2. Honorary Members. Honorary members shall be individuals who are elected to membership based
34 upon their commitment to the Alliance, upon such criteria as determined by the Board of Directors.
35 Honorary members shall not have voting rights and shall not hold office in the Alliance, unless
36 otherwise eligible as an active or associate member.

37 3. Corporate Patrons. Corporate patrons shall be any corporate entity that supports the mission of the
38 Alliance but is not otherwise eligible for membership as an active or associate member.
39

40 Section 2. Qualification.

41 Members specified in subsections (a) and (b) of Section 1 of this Article shall at all times continue to meet the criteria
42 for their particular class of membership as specified above. The Board of Directors of the Alliance may establish
43 standards and procedures for the acceptance of applications for new or renewal of membership including, but not
44 limited to, the rejection or removal of a member from the Alliance.
45

46 Section 3. Membership.

- 47 a) Voting. Only active members and associate members shall have voting rights, and shall have one (1) vote
48 upon each matter submitted to a vote. They may vote either in person or by print or electronic ballot
49 forms in the case of those matters for which balloting is permitted in these Bylaws.
50 b) Office in the Alliance. Only active members and associate members shall be eligible to hold office in the
51 Alliance.
52 c) Other Privileges. Other membership privileges and benefits for all current classes of membership include
53 participation in various activities, programs and publications of the Alliance as may be designated by the
54 Board of Directors.
55

56 Section 4. Termination of Membership.

- 57 a) The failure of a member to pay dues within thirty (30) days following the due date or to meet other
58 qualifications required for membership in a particular membership category shall result in the
59 membership being automatically terminated.
60 b) The membership of an individual shall terminate upon the death of the member.
61

62 Section 5. Dues.

63 The Board of Directors may at any meeting of the Board of Directors fix, change, amend or adjust the membership
64 dues applicable to the classes of members enumerated in these Bylaws.
65

66 Section 6. Affiliations with Other Professional Organizations.

67 All members shall be encouraged to maintain active membership in local, national and international pharmacy
68 organizations. The Alliance will affiliate with the state, national and international organizations that support and
69 promote the mission and vision of the Alliance.
70

71 Section 7. Sections.

- 72 a) The Board of Directors shall establish sections at the request of membership or to meet a perceived need,
73 and shall determine eligibility requirements for membership within those sections. The purpose for
74 creation of the sections will be to allow members to interact more effectively, to share common
75 professional interests, establish standards of practice and provide input to the APC Board related to policy
76 development.
77 b) The Board of Directors shall adopt administrative rules and other such policies and procedures relating to
78 section activities, as it deems necessary.
79

80 Section 8. Membership Year.

81 Annual memberships shall extend for twelve (12) months commencing on the anniversary date of the membership.
82

83 Section 9. Annual Meeting.

84 The annual meeting of members shall be held each year for the purpose of providing education and a general
85 membership meeting for the transaction of such business as may be brought before the Alliance. The Board of
86 Directors shall approve the date, time and location of the meeting.
87

88 Section 10. Other Meetings.

89 Other regular meetings of the members for the transaction of such business as may come before the Alliance, or for
90 activities that promote professional or personal growth and social interactions, shall be held on such date and at such
91 time and place as approved by the Board of Directors.
92

93 Section 11. Special Meetings.

94 Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise
95 prescribed by statute, on call of the President or within thirty (30) days of receipt of a written petition signed by not
96 less than fifty (50) voting members.

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Section 12. Notice.

Notice of any meeting of the membership shall be given by written notice delivered to each member not less than thirty (30) days before the date of the meeting, either personally or by electronic or regular mail at the address of the member on record with the Alliance. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice of such meeting.

Section 13. Quorum.

The quorum for a general membership meeting shall be no less than fifty (50) voting members.

Section 14. Conduct of Meetings.

The President and in his or her absence, the President-Elect, and in their absence any person chosen by the members present, shall call the meeting of the members to order and shall preside over such meeting. The Chief Executive Officer of the Alliance shall act as the official secretary of all meetings of the members and may delegate the recording of the minutes to a staff member. Meetings of the members shall be conducted according to Robert's Rules of Order, as revised. The order of business to be conducted at each meeting of the members shall be determined by the presiding officer.

Section 15. Voting by Ballot.

With respect to the election of directors and officers, members shall vote by print or electronic ballot forms provided by the Alliance. Ballot forms shall be made available not less than twenty (20) days prior to the date set for the voting deadline. The ballot form shall list the names of the individuals who have been nominated for election, and shall also include a deadline by which the completed ballot must be received by the Alliance. Any ballot not received by the Alliance by the stated deadline shall be considered invalid and shall not be included in determining the votes for directors and officers. The ballot form may also include such other information or instructions as may be necessary or appropriate. In any election in which there is a tie, the outcome shall be decided by the toss of a coin.

Article IV. Board of Directors

Section 1. General Powers and Role.

The governance of all the affairs, property and interests of the Alliance shall be vested in the Board of Directors. The Board shall lead the organization and be accountable to and for it. Its primary role shall be strategic, focused on the future and determining the ends the organization is to achieve. It will delegate with clarity, oversee the chief executive officer without micromanaging, allocate resources, and rigorously evaluate the progress of the organization. The Chairman of the Board and Chief Executive Officer are empowered to execute agreements on behalf of the Alliance when authorized to do so by action of the Board of Directors.

Section 2. Number and Qualifications of Directors

- a) The number of voting directors shall be twenty (20). They shall be elected in accordance with Section 3 of this Article. The Board of Directors shall be composed of:
 - i. The officers of the Alliance including one (1) President, one (1) Chairman of the Board, one (1) President-elect, one (1) Vice President and one (1) Treasurer.
 - ii. Thirteen (13) District Directors; (1) from District 1, and (2) from Districts 2-7
 - iii. Two (2) At-Large-Directors
- b) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of Directors.
- c) The Pharmacy Compounding Foundation President shall be a non-voting member of the APC Board of Directors.
- d) Only Active and Associate members are eligible to serve on the Board of Directors.

147 Section 3. Election and Term.

- 148 a) The District Directors shall be elected by all of the voting members of that District by print or electronic
149 ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible to one-
150 third (1/3) of the Director positions expire/are elected each year.
- 151 b) The Officers and At-Large Directors shall be elected by the voting members of the Alliance.
- 152 c) The Vice President and Treasurer must have served at least one year on the Board of Directors prior to
153 taking office as an officer.
- 154 d) Terms for incoming directors shall commence on the first day January, and they shall hold office for a
155 term of three (3) years, or until their successors have been elected. No director shall serve for more than
156 two (2) consecutive full terms.

157
158 Section 4. Resignation.

159 An officer or director may resign at any time by filing a written resignation with the President of the Alliance.
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161 Section 5. Removal.

162 An officer or director may be removed from office for cause by the vote of a two-thirds (2/3) majority of the Board of
163 Directors of the Alliance then in office either at a regular meeting or at any special meeting called for that purpose.
164 Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governance
165 policies of the Board of Directors.
166

167 Section 6. Vacancies.

168 In the event a vacancy occurs in the Board of Directors for any cause, the Directors of this Alliance may elect an
169 interim director. An interim director elected by the Board of Directors shall serve until a successor is elected or the
170 unexpired portion of the term. The term of service of an interim Director shall not be considered as part of the term
171 limitations specified in Section 3.
172

173 Section 7. Attendance.

174 The Board of Directors may establish in its governance policies a stipulation requiring a minimum level of attendance
175 at regular board meetings. Failure to fulfill this requirement shall be deemed to be a resignation by the director,
176 unless the Board of Directors specifically waives this provision.
177

178 Section 8. Board of Directors Meetings.

179 The Board of Directors shall meet no fewer than three times in each year. All meetings of the Board of Directors shall
180 be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move
181 to closed session for discussion of confidential or controversial issues. Final decisions on policy issues, however, may
182 not be made in closed session.
183

184 Section 9. Special Meetings.

185 Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless
186 otherwise prescribed by statute, and shall be called by the Chairman of the Board or the President or upon the written
187 request of a majority of the directors.
188

189 Section 10. Meetings By Telephone or Other Communication Technology.

190 Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of
191 Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all
192 participating directors may simultaneously hear each other during the meeting.
193

194 Section 11. Notice.

195 Notice of the date, time and place of any meeting of the Board of Directors shall be given by written notice either
196 delivered personally, by regular or electronic mail, or by facsimile to each director at least seventy-two (72) hours

197 prior thereto. An emergency meeting of the Board of Directors may be called upon twenty-four (24) hours prior notice to
198 each director. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall
199 be specified in the notice of such meeting.

200

201 Section 12. Quorum.

202 A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any
203 meeting of the Board of Directors.

204

205 Section 13. Conduct Of Meetings.

206 Robert's Rules of Order, current edition, may be invoked by the Chairman of the Board or by a majority vote of those
207 present at a meeting of the Board of Directors at which a quorum is established.

208

209 Section 14. Manner of Acting.

210 The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board
211 of Directors, unless the Articles of Incorporation or Bylaws of the Alliance require the act of a greater number.

212

213 Section 15. Voting

214 All Board votes will take place in person or via a live phone call/teleconference meeting.

215

216 Section 16. Presumption of Assent.

217 A Director of the Alliance who is present at a meeting of the Board of Directors, or a committee thereof, at which
218 action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's
219 dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action
220 with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent
221 by registered mail to the Secretary of the Alliance immediately after the adjournment of the meeting. Such right to
222 dissent shall not apply to a director who voted in favor of such action.

223

224 Section 17. Compensation.

225 Directors of the Alliance shall not receive compensation for serving as members of the Board of Directors.

226

227 Section 18. Committees of the Board of Directors.

228 a) Nominations Committee. The Nominations Committee shall be chaired by the Chairman of the Board and
229 shall include at least three (3) other members elected annually by the Board of Directors. There shall be a
230 call for nominations published in the official communication of the Alliance no later than September 1
231 each year. The nomination period shall remain open for no less than twenty (20) days. The Nominations
232 Committee shall be responsible for vetting candidates, including interviewing candidates for the office of
233 Vice President, and recommending in advance of the Autumn meeting of the Board of Directors a slate of
234 candidate(s) for each director and officer position.

235 b) Other Committees. The Board of Directors may appoint, from time to time, from its own number,
236 standing or temporary committees consisting each of no fewer than one (1) Director. The expectations
237 and authority of each board committee shall be explicitly stated upon establishment of such committee
238 and documented in the minutes of the board meeting creating such committee. No such committee
239 shall have the authority of the Board of Directors in reference to amending, altering or repealing these
240 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of
241 the Alliance; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of
242 consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of
243 the property and assets of the Alliance other than in the ordinary course of business; authorizing the
244 voluntary dissolution of the Alliance or adopting a plan for the distribution of the assets of the Alliance; or
245 amending, altering or repealing any resolution of the Board of Directors which by its terms provides that
246 it shall not be amended, altered or repealed by such committee. The designation of any such committee

247 and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof,
248 of any responsibility imposed by law.

249
250 **Article V. Officers**
251

252 Section 1. Executive Committee.

253 The principal officers of the Alliance shall be the Chairman of the Board, the President, the President-elect, Vice
254 President and the Treasurer, each of whom shall be elected by the members; and the Chief Executive Officer, who
255 shall be hired by the Board of Directors.

256
257 Section 2. Election and Term of Office.

258 The officers of the Alliance other than the Chief Executive Officer shall be elected by the members by print or
259 electronic ballot prior to the annual meeting. The President shall hold office, beginning the first day of January for a
260 term of one (1) year, at which time he or she shall succeed to the office of Chairman of the Board and shall serve for a
261 term of one (1) year in that office. The President-Elect shall hold office, beginning the first day of January for a term
262 of one (1) year, at which time he or she shall succeed to the office of President and shall serve for a term of one (1)
263 year in that office, at which time he or she shall succeed to the office of Chairman of the Board, as provided above,
264 and shall serve for an additional term of one (1) year in that office. The Vice President shall hold office, beginning the
265 first day of January for a term of one (1) year, at which time he or she shall succeed to the office of President-Elect
266 and shall serve a term of one (1) year, at which time he or she will succeed to the office of President for a term of one
267 (1) year, at which time he or she will succeed to the office of Chairman of the Board, as provided above, and shall
268 serve for an additional term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer
269 shall serve until a qualified successor is elected upon expiration of the term of the officer, or until the officer's death,
270 or until the officer shall resign or shall have been removed in the manner hereinafter provided.

271
272 Section 3. Duties of the Executive Committee.

273 The Executive Committee shall have the following responsibilities:

- 274 1. Meet on a regular basis as outlined in the governance policies.
275 2. Ensure that the directives of the Board of Directors are being fulfilled.
276 3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf of the
277 membership.
278 4. The voting members of the Executive Committee shall be responsible for the annual review-process and
279 evaluation of the Chief Executive Officer's performance. The Chief Executive Officer review process shall
280 include salary and/or bonus recommendations to the Board of Directors.

281
282 Section 4. Removal.

283 Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by
284 the vote of a two-thirds (2/3) majority of the Board of Directors, but such removal shall be without prejudice to the
285 contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

286
287 Section 5. Vacancies.

288 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the
289 same succession as stated in Section 2 of this Article, with the exceptions that the President, with approval from the
290 Board, may make appointments for the Chairman of the Board, Treasurer or Vice President vacancies for the unexpired
291 portion of the term.

292
293 Section 6. President.

294 The President shall represent the Board of Directors to the membership and to outside interests. The President shall
295 have authority and obligations as set forth in these Bylaws and the Board of Directors' governance policies manual.

296 The President shall, upon the expiration of the one-year term, succeed to the office of Chairman of the Board. The
297 President shall preside at meetings of the membership.

298
299 Section 7. Chairman of the Board.

300 The Chairman of the Board shall serve as the chief governance officer, responsible for the effective functioning of the
301 Board of Directors. The Chairman shall call and preside at all meetings of the Board of Directors, shall chair the
302 Nominations Committee; and shall perform such other duties as from time to time may be assigned by the Board of
303 Directors.

304
305 Section 8. President-Elect.

306 In the absence of the President, or in the event of the President's death, inability or refusal to act, the President-elect
307 shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the
308 restrictions upon the President. The President-elect shall perform such other duties as from time to time may be
309 assigned by the Board of Directors. The President-elect shall, upon the expiration of the one-year (1) term, succeed to
310 the office of President.

311
312 Section 9. Vice President.

313 In the absence of the President, the President-elect, or in the event of their death, inability or refusal to act, the Vice
314 President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to
315 all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the
316 Board of Directors. The Vice President shall, upon the expiration of the one (1) year term, succeed to the office of
317 President-elect.

318
319 Section 10. Treasurer.

320 The Treasurer shall:

- 321 a) Serve as an internal auditor of the association's finances, reviewing monthly a sampling of bank deposits
322 and association payables to assure adherence to financial policies.
- 323 b) Serve as liaison and adviser to the Chief Executive Officer on resource allocation, budgeting and financial
324 statements.
- 325 c) Advise the Board of Directors on matters of fiscal policy.

326
327 Section 11. Chief Executive Officer.

- 328 a) The Board shall employ a professional manager, titled "Chief Executive Officer", whose duties, term and
329 compensation may be determined and amended by the Board.
- 330 b) The Chief Executive Officer shall manage the day-to-day affairs of the Alliance in accordance with these
331 Bylaws, the Board's governance policies and an employment agreement executed by the Board of
332 Directors. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board. The Chief
333 Executive Officer shall be responsible for the employment of additional staff in a manner consistent with
334 the Board's governance policies.
- 335 c) The Chief Executive Officer shall serve as secretary to the Board, keeping or causing to be kept a record of
336 the official proceedings of the Board of Directors, including but not limited to ensuring these Bylaws, the
337 minutes of the meetings of the Board of Directors and the upkeep of the Board of Directors' governance
338 policies. The Chief Executive Officer may designate an employee to record and prepare minutes of
339 meetings.
- 340 d) The Chief Executive Officer shall assure that all notices are duly given in accordance with the provisions of
341 these Bylaws or as required by law.

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343
344 **Article VI. Indemnification**

346 Section 1. Mandatory Indemnification.

347 The Alliance shall, to the fullest extent permitted, indemnify its Directors and Officers against any and all Liabilities,
348 and advance any and all reasonable Expenses, incurred thereby in any proceeding to which any Director or Officer is
349 a Party because such Director or Officer is a Director or Officer of the Alliance. The Alliance may indemnify its
350 employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or
351 Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights
352 to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled
353 under any written agreement, board resolution, vote of the Members, the Statute or otherwise.

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Article VII. Books & Records

357 Section 1. Books and Records.

358 The Alliance shall keep correct and complete books and records of account and shall keep minutes of the
359 proceedings of its Board of Directors.

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Article VIII. Finance

362

363 Section 1. Fiscal year.

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

365

366 Section 2. Loans.

367 No moneys shall be borrowed on behalf of the Alliance and no evidences of such indebtedness shall be issued in its
368 name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to
369 specific instances.

370

371 Section 3. Fiscal Controls.

372 The Board of Directors shall establish explicit standards for budgeting, financial activities and protection of the
373 Alliance's financial assets in its governance policies along with systematic tools for monitoring and assuring
374 adherence to such standards.

375

376

Article IX. Amendments to the Bylaws

377

378 Section 1. Amendments.

379 These Bylaws shall be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of
380 members voting by print and/or electronic ballot forms provided by the Alliance, provided the substance of the
381 proposal to alter, amend or repeal existing Bylaws is provided to members with the ballot, and a period of at least 20
382 days is allowed for electronic voting.

383

384 Section 2. Proposed Amendments by the Directors.

385 A proposal to alter, amend or repeal the Bylaws may be adopted by the Board of Directors at any regular or special
386 meeting thereof by two-thirds (2/3) vote of the Directors. Such a proposal, including the substance of the proposed
387 amendment(s), must be submitted to members for ratification as provided in Section 1 of this article.

388

389 Section 3. Proposed Amendments by the Members.

390 A proposal to alter, amend or repeal the Bylaws may be submitted by signed petition of no fewer than fifty (50)
391 members and must be submitted to the Board of Directors for review at least 45 days prior to the beginning of
392 voting by the membership. The board shall have the right to provide commentary on the proposal to the
393 membership if it wishes. Any such proposed amendment by petition may be adopted by the vote of two-thirds (2/3)
394 of the members of the Alliance who vote on the measure.

395 **FOOTNOTE:** *By vote of the Board of Directors on September 3, 2020, the name of the former IACP Foundation was*
396 *replaced with the current name of that entity, Pharmacy Compounding Foundation, and was considered a simple*
397 *housekeeping amendment by the board, not requiring approval by the APC membership.*