



Alliance for
Pharmacy
Compounding

BYLAWS

*These Bylaws were last amended by vote
of the membership in November 2020.*

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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. Upon joining the Alliance, and to the extent practicable
43 annually at renewal of membership, each member shall indicate affirmatively in writing his or her agreement to
44 adhere to the APC Code of Ethics in his or her pharmacy compounding role. Any prospective member who does not
45 so indicate will not be admitted as a member of the Alliance. The Board of Directors of the Alliance may also establish
46 additional standards and procedures for the acceptance of applications for new or renewal of membership including,

47 but not limited to, the rejection or removal of a member from the Alliance.

48

49 Section 3. Membership.

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

58

59 Section 4. Termination of Membership.

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

64

65 Section 5. Dues.

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

68

69 Section 6. Affiliations with Other Professional Organizations.

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

73

74 Section 7. Sections.

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

82

83 Section 8. Membership Year.

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

85

86 Section 9. Annual Meeting.

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

90

91 Section 10. Other Meetings.

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

95

96 Section 11. Special Meetings.

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

100

101 Section 12. Notice.

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

106

107 Section 13. Quorum.

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

109

110 Section 14. Conduct of Meetings.

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

117

118 Section 15. Voting by Ballot.

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

126

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Article IV. Board of Directors

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129

Section 1. General Powers and Role.

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

136

Section 2. Number and Qualifications of Directors

- 137
- 138 a) The number of voting directors shall be twenty (20). They shall be elected in accordance with Section 3 of
139 this Article. The Board of Directors shall be composed of:
- 140 i. The officers of the Alliance including one (1) President, one (1) Chairman of the Board, one (1)
141 President-elect, one (1) Vice President and one (1) Treasurer.
- 142 ii. Thirteen (13) District Directors; (1) from District 1, and (2) from Districts 2-7
- 143 iii. Two (2) At-Large-Directors
- 144 b) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of
145 Directors.
- 146 c) The Pharmacy Compounding Foundation President shall be a non-voting member of the APC Board of

147 Directors.
148 d) Only Active and Associate members are eligible to serve on the Board of Directors.
149

150 Section 3. Election and Term.

- 151 a) The District Directors shall be elected by all of the voting members of that District by print or electronic
152 ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible to one-
153 third (1/3) of the Director positions expire/are elected each year.
154 b) The Officers and At-Large Directors shall be elected by the voting members of the Alliance.
155 c) The Vice President and Treasurer must have served at least one year on the Board of Directors prior to
156 taking office as an officer.
157 d) Terms for incoming directors shall commence on the first day January, and they shall hold office for a
158 term of three (3) years, or until their successors have been elected. No director shall serve for more than
159 two (2) consecutive full terms.
160

161 Section 4. Resignation.

162 An officer or director may resign at any time by filing a written resignation with the President of the Alliance.
163

164 Section 5. Removal.

165 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
166 Directors of the Alliance then in office either at a regular meeting or at any special meeting called for that purpose.
167 Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governance
168 policies of the Board of Directors.
169

170 Section 6. Vacancies.

171 In the event a vacancy occurs in the Board of Directors for any cause, the Directors of this Alliance may elect an
172 interim director. An interim director elected by the Board of Directors shall serve until a successor is elected or the
173 unexpired portion of the term. The term of service of an interim Director shall not be considered as part of the term
174 limitations specified in Section 3.
175

176 Section 7. Attendance.

177 The Board of Directors may establish in its governance policies a stipulation requiring a minimum level of attendance
178 at regular board meetings. Failure to fulfill this requirement shall be deemed to be a resignation by the director,
179 unless the Board of Directors specifically waives this provision.
180

181 Section 8. Board of Directors Meetings.

182 The Board of Directors shall meet no fewer than three times in each year. All meetings of the Board of Directors shall
183 be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move
184 to closed session for discussion of confidential or controversial issues. Final decisions on policy issues, however, may
185 not be made in closed session.
186

187 Section 9. Special Meetings.

188 Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless
189 otherwise prescribed by statute, and shall be called by the Chairman of the Board or the President or upon the written
190 request of a majority of the directors.
191

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

193 Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of
194 Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all
195 participating directors may simultaneously hear each other during the meeting.
196

197 Section 11. Notice.
198 Notice of the date, time and place of any meeting of the Board of Directors shall be given by written notice either
199 delivered personally, by regular or electronic mail, or by facsimile to each director at least seventy-two (72) hours
200 prior thereto. An emergency meeting of the Board of Directors may be called upon twenty-four (24) hours prior notice to
201 each director. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall
202 be specified in the notice of such meeting.
203

204 Section 12. Quorum.
205 A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any
206 meeting of the Board of Directors.
207

208 Section 13. Conduct Of Meetings.
209 Robert's Rules of Order, current edition, may be invoked by the Chairman of the Board or by a majority vote of those
210 present at a meeting of the Board of Directors at which a quorum is established.
211

212 Section 14. Manner of Acting.
213 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
214 of Directors, unless the Articles of Incorporation or Bylaws of the Alliance require the act of a greater number.
215

216 Section 15. Voting
217 All Board votes will take place in person or via a live phone call/teleconference meeting.
218

219 Section 16. Presumption of Assent.
220 A Director of the Alliance who is present at a meeting of the Board of Directors, or a committee thereof, at which
221 action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's
222 dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action
223 with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent
224 by registered mail to the Secretary of the Alliance immediately after the adjournment of the meeting. Such right to
225 dissent shall not apply to a director who voted in favor of such action.
226

227 Section 17. Compensation.
228 Directors of the Alliance shall not receive compensation for serving as members of the Board of Directors.
229

230 Section 18. Committees of the Board of Directors.
231 a) Nominations Committee. The Nominations Committee shall be chaired by the Chairman of the Board and
232 shall include at least three (3) other members elected annually by the Board of Directors. There shall be a
233 call for nominations published in the official communication of the Alliance no later than September 1
234 each year. The nomination period shall remain open for no less than twenty (20) days. The Nominations
235 Committee shall be responsible for vetting candidates, including interviewing candidates for the office of
236 Vice President, and recommending in advance of the Autumn meeting of the Board of Directors a slate of
237 candidate(s) for each director and officer position.
238 b) Other Committees. The Board of Directors may appoint, from time and time, from its own number,
239 standing or temporary committees consisting each of no fewer than one (1) Director. The expectations
240 and authority of each board committee shall be explicitly stated upon establishment of such committee
241 and documented in the minutes of the board meeting creating such committee. No such committee
242 shall have the authority of the Board of Directors in reference to amending, altering or repealing these
243 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of
244 the Alliance; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of
245 consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of
246 the property and assets of the Alliance other than in the ordinary course of business; authorizing the

247 voluntary dissolution of the Alliance or adopting a plan for the distribution of the assets of the Alliance; or
248 amending, altering or repealing any resolution of the Board of Directors which by its terms provides that
249 it shall not be amended, altered or repealed by such committee. The designation of any such committee
250 and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof,
251 of any responsibility imposed by law.
252

253 **Article V. Officers**

254

255 Section 1. Executive Committee.

256 The principal officers of the Alliance shall be the Chairman of the Board, the President, the President-elect, Vice
257 President and the Treasurer, each of whom shall be elected by the members; and the Chief Executive Officer, who
258 shall be hired by the Board of Directors.
259

260 Section 2. Election and Term of Office.

261 The officers of the Alliance other than the Chief Executive Officer shall be elected by the members by print or
262 electronic ballot prior to the annual meeting. The President shall hold office, beginning the first day of January for a
263 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
264 term of one (1) year in that office. The President-Elect shall hold office, beginning the first day of January for a term
265 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)
266 year in that office, at which time he or she shall succeed to the office of Chairman of the Board, as provided above,
267 and shall serve for an additional term of one (1) year in that office. The Vice President shall hold office, beginning the
268 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
269 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
270 (1) year, at which time he or she will succeed to the office of Chairman of the Board, as provided above, and shall
271 serve for an additional term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer
272 shall serve until a qualified successor is elected upon expiration of the term of the officer, or until the officer's death,
273 or until the officer shall resign or shall have been removed in the manner hereinafter provided.
274

275 Section 3. Duties of the Executive Committee.

276 The Executive Committee shall have the following responsibilities:

- 277 1. Meet on a regular basis as outlined in the governance policies.
- 278 2. Ensure that the directives of the Board of Directors are being fulfilled.
- 279 3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf of the
280 membership.
- 281 4. The voting members of the Executive Committee shall be responsible for the annual review-process and
282 evaluation of the Chief Executive Officer's performance. The Chief Executive Officer review process shall
283 include salary and/or bonus recommendations to the Board of Directors.
284

285 Section 4. Removal.

286 Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by
287 the vote of a two-thirds (2/3) majority of the Board of Directors, but such removal shall be without prejudice to the
288 contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
289

290 Section 5. Vacancies.

291 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the
292 same succession as stated in Section 2 of this Article, with the exceptions that the President, with approval from the
293 Board, may make appointments for the Chairman of the Board, Treasurer or Vice President vacancies for the unexpired
294 portion of the term.
295

296 Section 6. President.

297 The President shall represent the Board of Directors to the membership and to outside interests. The President shall
298 have authority and obligations as set forth in these Bylaws and the Board of Directors' governance policies manual.
299 The President shall, upon the expiration of the one-year term, succeed to the office of Chairman of the Board. The
300 President shall preside at meetings of the membership.

301

302 Section 7. Chairman of the Board.

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

307

308 Section 8. President-Elect.

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

314

315 Section 9. Vice President.

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

321

322 Section 10. Treasurer.

323 The Treasurer shall:

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

329

330 Section 11. Chief Executive Officer.

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

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Article VI. Indemnification

Section 1. Mandatory Indemnification.

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

Article VII. Books & Records

Section 1. Books and Records.

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

Article VIII. Finance

Section 1. Fiscal year.

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

Section 2. Loans.

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

Section 3. Fiscal Controls.

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

Article IX. Amendments to the Bylaws

Section 1. Amendments.

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

Section 2. Proposed Amendments by the Directors.

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

Section 3. Proposed Amendments by the Members.

A proposal to alter, amend or repeal the Bylaws may be submitted by signed petition of no fewer than fifty (50) members and must be submitted to the Board of Directors for review at least 45 days prior to the beginning of

395 voting by the membership. The board shall have the right to provide commentary on the proposal to the
396 membership if it wishes. Any such proposed amendment by petition may be adopted by the vote of two-thirds (2/3)
397 of the members of the Alliance who vote on the measure.

398

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