



Alliance for  
Pharmacy  
Compounding

# **BYLAWS**

*These Bylaws were last amended by vote  
of the membership in October 2024.*

1 **Article I. Offices**

2

3 Section 1. Principal Office.

4 The Corporation shall maintain a principal office at such location as designated by the Board of Directors.

5

6 **Article II. Purpose**

7

8 Section 1. Specific Purposes.

9 The Alliance for Pharmacy Compounding (the Alliance) is a non-profit organization established under section  
10 501(c)(6) of the Internal Revenue Code, and is incorporated and established under the laws of the State of Texas. The  
11 purposes of the Alliance shall be consistent with those of professional and trade associations, specifically to promote,  
12 upgrade, defend, and safeguard the common professional and economic interests of the members of the Alliance.

13

14 **Article III. Membership**

15

16 Section 1. Classes of Members.

17 The Alliance shall have six (6) classes of members, two (2) of which classes shall be voting members, designated as  
18 follows:

19

A. Voting members

20

1. Individual Members

21

a) Individual Pharmacist Members. Individual Pharmacist Members shall be individuals who have  
22 earned a degree in pharmacy, are licensed or registered in the country, state, province and/or  
23 territory in which they practice and are engaged in pharmacy compounding.

24

b) Individual Technician Members. Individual Technician Members shall be individuals who have  
25 earned the designation in the country, state, province and/or territory in which they practice and are  
26 engaged in pharmacy compounding.

27

c) Individual Associate Members. Individual Associate Members shall be individuals engaged in  
28 pharmacy compounding or related business or practice who are not licensed or registered  
29 pharmacists or technicians.

30

2. Pharmacy/Facility/Practice Individual Members.

31

a) Pharmacy/Facility Individual Pharmacist Members. Pharmacy/Facility Individual Pharmacist Members  
32 shall be individuals employed by a Member Pharmacy/Facility who have earned a degree in  
33 pharmacy, are licensed or registered in the country, state, province and/or territory in which they  
34 practice and are engaged in pharmacy compounding and who are designated by the Member  
35 Pharmacy/Facility as members of the Alliance.

36

b) Pharmacy/Facility Individual Technician Members. Pharmacy/Facility Individual Technician Members  
37 shall be individuals employed by a Member Pharmacy/Facility who have earned the designation in  
38 the country, state, province and/or territory in which they practice and are engaged in pharmacy  
39 compounding and who are designated by the Member Pharmacy/Facility as members of the Alliance.

40

c) Pharmacy/Facility/Practice Individual Associate Members. Pharmacy/Facility Individual Associate  
41 Members shall be individuals employed by a Member Pharmacy/Facility who engaged in pharmacy  
42 compounding or related business or practice who are not licensed or registered pharmacists or  
43 technicians.

44

45

B. Non-Voting Members.

46

1. Member Pharmacies/Facilities/Practices. A Member Pharmacy/Facility shall be an entity licensed by an  
47 appropriate state regulatory agency to engage in the practice of pharmacy.

48

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

50

3. Honorary Members. Honorary members shall be individuals who are elected to membership based

51 upon their commitment to the Alliance, upon such criteria as determined by the Board of Directors.  
52 Honorary members shall not have voting rights and shall not hold office in the Alliance, unless otherwise  
53 eligible as a voting member.

- 54 4. Corporate Patrons. Corporate Patrons shall be any vendor, institution, or other entity that supports the  
55 mission of the Alliance but is not otherwise eligible for membership as a voting member.  
56

57 Section 2. Qualification.

58 Members specified in subsection (A) and (B) of Section 1 of this Article shall at all times continue to meet the criteria  
59 for their particular class of membership as specified above. Upon joining the Alliance, and to the extent practicable  
60 annually at renewal of membership, each member shall indicate affirmatively in writing his or her agreement to  
61 adhere to the APC Code of Ethics in his or her pharmacy compounding role. Any prospective member who does not  
62 so indicate will not be admitted as a member of the Alliance. The Board of Directors of the Alliance may also establish  
63 additional standards and procedures for the acceptance of applications for new or renewal of membership including,  
64 but not limited to, the rejection or removal of a member from the Alliance.  
65

66 Section 3. Membership.

- 67 a) Voting. Voting members shall have one (1) vote upon each matter submitted to a vote. They may vote  
68 either in person or by print or electronic ballot forms in the case of those matters for which balloting is  
69 permitted in these Bylaws.  
70 b) Office in the Alliance. Only voting members in good standing shall be eligible to hold office in the Alliance.  
71 c) Other Privileges. Other membership privileges and benefits for all current classes of membership include  
72 participation in various activities, programs and publications of the Alliance as may be designated by the  
73 Board of Directors.  
74 d) In the event of a change in ownership of a Pharmacy/Facility member, the Pharmacy/Facility membership  
75 shall transfer to the new ownership of the pharmacy/facility.  
76

77 Section 4. Termination of Membership.

- 78 a) The failure of a member to pay dues within thirty (30) days following the due date or to meet other  
79 qualifications required for membership in a particular membership category shall result in the  
80 membership being automatically terminated.  
81 b) The membership of an individual dues-paying member shall terminate upon the death of the member.  
82

83 Section 5. Dues.

84 The Board of Directors may at any meeting of the Board of Directors fix, change, amend or adjust the membership  
85 dues applicable to the classes of members enumerated in these Bylaws.  
86

87 Section 6. Other Professional Organizations.

88 All members shall be encouraged to maintain active membership in local, national and international pharmacy  
89 organizations. The Alliance will make reasonable efforts to collaborate with the state, national and international  
90 organizations that support and promote the mission and vision of the Alliance, as determined by the Alliance.  
91

92 Section 7. Sections.

- 93 a) The Board of Directors may establish special interest groups at the request of membership or to meet a  
94 perceived need, and shall determine eligibility requirements for membership within those sections. The  
95 purpose for creation of the sections will be to allow members to interact more effectively, to share  
96 common professional interests, establish standards of practice and provide input to the APC Board  
97 related to policy development.  
98 b) The Board of Directors shall adopt administrative rules and other such policies and procedures relating to  
99 special interest group activities, as it deems necessary.  
100

101 Section 8. Membership Year.

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

103

104 Section 9. Annual Meeting.

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

108

109 Section 10. Other Meetings.

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

113

114 Section 11. Special Meetings.

115 Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise  
116 prescribed by the Texas Nonprofit Corporation Act ("Act"), on call of the Board Chair or within thirty (30) days of  
117 receipt of a written petition signed by not less than fifty (50) voting members.

118

119 Section 12. Notice.

120 Notice of any meeting of the membership shall be given by written notice delivered to each member not less than  
121 thirty (30) and not more than sixty (60) days before the date of the meeting, either personally or by electronic or  
122 regular mail at the address of the member on record with the Alliance. The purpose of and the business to be  
123 transacted at any special meeting of the members shall be specified in the notice of such meeting.

124

125 Section 13. Quorum.

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

127

128 Section 14. Conduct of Meetings.

129 The Board Chair, or in their absence, the Immediate Past Board Chair, or in their absence any person chosen by the  
130 members present, shall call the meeting of the members to order and shall preside over such meeting. The Chief  
131 Executive Officer of the Alliance shall act as the official secretary of all meetings of the members and may delegate  
132 the recording of the minutes to a staff member. The order of business to be conducted at each meeting of the  
133 members shall be determined by the presiding officer.

134

135 Section 15. Voting by Ballot.

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

144

145 **Article IV. Board of Directors**

146

147 Section 1. General Powers and Role.

148 a) The governance of all the affairs, property and interests of the Alliance shall be vested in the Board of  
149 Directors. The Board shall lead the organization and be accountable to and for it. Its primary role shall be  
150 strategic, focused on the future and determining the ends the organization is to achieve. It will delegate  
151 with clarity, oversee the chief executive officer without micromanaging, allocate resources, and  
152 rigorously evaluate the progress of the organization. The Chairman of the Board and Chief Executive

- 153 Officer are empowered to execute agreements on behalf of the Alliance when authorized to do so by  
154 action of the Board of Directors.
- 155 b) Individual Board Members shall have the following duties under the law:
- 156 i) Duty of Care: Each board member has a legal responsibility to participate actively in making decisions  
157 on behalf of the Alliance and to exercise his or her best judgment while doing so.
- 158 ii) Duty of Loyalty: Each board member must put the interests of the organization before their personal  
159 and professional interests when acting on behalf of the Alliance in a decision-making capacity. The  
160 organization's needs come first.
- 161 iii) Duty of Obedience: Board members bear the legal responsibility of ensuring that the Alliance  
162 complies with the applicable federal, state, and local laws and adheres to its mission.
- 163 c) Individual Board Members share have the following specific responsibilities, failure of which to perform  
164 may result in removal from the Board under Section 5 below:
- 165 i) Prepare for and attend Board meetings and important related Alliance events.
- 166 ii) Assist the Board Chair and CEO in identifying and recruiting other Board Members
- 167 iii) Serve on committees or task forces and take on special assignments as appointed or requested
- 168 iv) Represent the Alliance to stakeholders; acting as an ambassador for the organization
- 169 v) Communicate regularly, in partnership with the other District Director, with APC members and  
170 member prospects based in the District.
- 171 vi) Contribute financially to the work of the Alliance. Board Members will consider the Alliance a priority  
172 and make annual gifts that reflect that priority. So that the Alliance can credibly solicit contributions  
173 from other organizations and individuals, the Alliance expects to have 100 percent of Board  
174 Members make annual contributions to the Alliance that are commensurate with their capacity.

175  
176 Section 2. Number and Qualifications of Directors.

- 177 a) The number of voting directors shall be nineteen (19). They shall be elected in accordance with Section 3  
178 of this Article. The Board of Directors shall be composed of:
- 179 i) The officers of the Alliance including one (1) Chairman of the Board, one (1) Chair-elect, one (1) Vice  
180 President, one (1) Treasurer, and one (1) Immediate Past Board Chair.
- 181 ii) Twelve (12) District Directors; (2) from each district
- 182 iii) Two (2) At-Large-Directors
- 183 b) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of  
184 Directors.
- 185 c) The Pharmacy Compounding Foundation President shall be a non-voting member of the Board of  
186 Directors.
- 187 d) Only voting members of the Alliance are eligible to serve as voting members of the Board of Directors.
- 188 e) No more than two (2) representatives from the same company, organization or entity may be elected or  
189 appointed to serve on the Board concurrently. For purposes of this section, entities that consist of  
190 multiple pharmacies or facilities – for instance, a holding company of multiple pharmacies or an entity  
191 that owns both 503A and 503B facilities – shall be considered one entity. In the event a sitting director  
192 becomes affiliated mid-term with a pharmacy, facility, or holding company that already employs two  
193 sitting directors, the affiliating director may finish out the current elective year as a director. That  
194 affiliating director's company, organization or entity shall determine which two of its representative  
195 board members may continue to serve beyond the current year (unless one or more of those directors is  
196 in the final year of a term), and shall advise the Board Chair. In the event that the affiliating director is the  
197 vice president, chair-elect, or chair of the association, he or she shall be allowed to remain in office  
198 through the conclusion of his or her APC officer path.
- 199 f) A voting member may only run for an At-Large Director seat when neither of that voting member's  
200 District seats is up for election.

201  
202 Section 3. Election and Term.

- 203 a) The District Directors shall be elected by all of the voting members of that District by printed or

- 204 electronic ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible  
205 to one-third (1/3) of the Director positions expire/are elected each year.
- 206 b) Employees affiliated with Pharmacy/Facility Members and who are themselves voting members may only  
207 cast votes in the District in which the company has a physical location and the employee resides or  
208 works. Furthermore, only employees located in a particular District where a Pharmacy Facility Member  
209 has a location may vote in that District election.
  - 210 c) The At-Large Directors shall be elected by the voting members of the Alliance.
  - 211 d) The Officers shall be elected by the Board of Directors. The Vice President and Treasurer must have  
212 served at least one year on the Board of Directors prior to taking office as an officer.
  - 213 e) Terms for incoming directors shall commence on the first day of January, and they shall hold office for a  
214 term of three (3) years, or until their successors have been elected. No director shall serve for more than  
215 two (2) consecutive full terms.

#### 216 Section 4. Resignation.

217 An officer or director may resign at any time by filing a written resignation with the Chair of the Board of Directors of  
218 the Alliance.  
219

#### 220 Section 5. Removal.

221 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  
222 Directors of the Alliance then in office either at a regular meeting or at any special meeting called for that purpose.  
223 Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governance  
224 policies of the Board of Directors, or such other reason as allowed by the Act.  
225

#### 226 Section 6. Vacancies.

227 In the event a vacancy occurs in the Board of Directors for any cause, the Directors of this Alliance may elect an  
228 interim director. An interim director elected by the Board of Directors shall serve until a successor is elected or the  
229 unexpired portion of the term. The term of service of an interim Director shall not be considered as part of the term  
230 limitations specified in Section 3.  
231

#### 232 Section 7. Attendance.

233 There shall be no excused absences from meetings of the Board of Directors. Two absences in a calendar year shall  
234 result in automatic removal from the Board. While a Board member's in-person attendance at Board meetings is  
235 strongly preferred, participation in a Board meeting via a live phone call/teleconference is allowed.  
236

#### 237 Section 8. Board of Directors Meetings.

238 The Board of Directors shall meet no fewer than three times in each year. All meetings of the Board of Directors shall  
239 be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move  
240 to closed session for discussion of confidential or controversial issues. Final decisions on policy issues, however, may  
241 not be made in closed session.  
242

#### 243 Section 9. Special Meetings.

244 Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless  
245 otherwise prescribed by the Act, and shall be called by the Chairman of the Board or the Chair-Elect or upon the  
246 written request of a majority of the directors.  
247

#### 248 Section 10. Meetings By Telephone or Other Communication Technology.

249 While in-person attendance at meetings is strongly preferred, directors may from time to time, when necessary,  
250 participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the  
251 meeting through the use of, telephone or any other means of communication by which all participating directors may  
252 simultaneously hear each other during the meeting.  
253

254

255 Section 11. Notice.  
256 Notice of the date, time and place of any regular meeting of the Board of Directors shall be given by written notice  
257 either delivered personally, by regular or electronic mail, or by facsimile, to each director at least seventy-two (72)  
258 hours prior thereto. A special meeting of the Board of Directors may be called upon twenty-four (24) hours prior  
259 notice to each director. The purpose of any special meeting meeting of the Board of Directors shall be specified in the  
260 notice of such meeting.

261  
262 Section 12. Quorum.  
263 A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any  
264 meeting of the Board of Directors.

265  
266 Section 13. Conduct Of Meetings.  
267 Robert's Rules of Order, current edition, may be invoked by the Chairman of the Board or by a majority vote of those  
268 present at a meeting of the Board of Directors at which a quorum is established.

269  
270 Section 14. Manner of Acting.  
271 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  
272 of Directors, unless the Act, Articles of Incorporation or Bylaws of the Alliance require the act of a greater number.

273  
274 Section 15. Voting.  
275 All Board votes will take place in person or via a live phone call/teleconference/virtual meeting, or via electronic  
276 means.

277  
278 Section 16. Presumption of Assent.  
279 A Director of the Alliance who is present at a meeting of the Board of Directors, or a committee thereof at which  
280 action on any corporate matter is taken shall be presumed to have assented to the action taken unless such  
281 director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to  
282 such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward  
283 such dissent by registered or electronic mail to the Secretary of the Alliance immediately after the adjournment of  
284 the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

285  
286 Section 17. Action Without Meeting.  
287 An action to be taken at a meeting of the Alliance's Board of Directors or committee may be taken without holding a  
288 meeting, providing prior notice, or taking a vote if a written consent, stating the action to be taken, is signed by the  
289 number of directors or committee members necessary to take that action at a meeting at which all of the Directors  
290 or committee members are present and voting. The consent must state the date of each director's or committee  
291 member's signature. Prompt notice of the taking of an action by Directors or a committee without a meeting by less  
292 than unanimous written consent shall be given to each Director or committee member who did not consent in  
293 writing to the action. Advance notice is not required to be given to take an action by written consent as provided  
294 herein, unless required by the Act.

295  
296 Section 18. Compensation.  
297 Directors of the Alliance shall not receive compensation for serving as members of the Board of Directors.

298  
299 Section 19. Committees of the Board of Directors.

300 a) Executive Committee.

301 The Executive Committee shall be composed of the Chairman of the Board, the Chair-elect, the Vice  
302 President, the Treasurer, the Immediate Past Board Chair; and the Chief Executive Officer. The Executive  
303 Committee shall have the following responsibilities:

- 304 1. Meet as outlined in the governance policies.  
305 2. Ensure that the directives of the Board of Directors are being fulfilled.

- 306 3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf  
307 of the membership.  
308 4. The voting members of the Executive Committee shall be responsible for the annual  
309 review-process and evaluation of the Chief Executive Officer’s performance. The Chief  
310 Executive Officer review process shall include salary and/or bonus recommendations to  
311 the Board of Directors.

312 b) Nominations Committee.

313 The Nominations Committee shall be chaired by the Chairman of the Board and shall include at least  
314 three (3) other Alliance members approved by the Board of Directors. There shall be a call for  
315 nominations published in the official communication of the Alliance no later than September 1 each year.  
316 The nomination period shall remain open for no less than twenty (20) days. The Nominations Committee  
317 shall be responsible for vetting candidates to determine that they are members in good standing and  
318 have no serious and apparent conflicts of interest, and recommending in advance of the Autumn meeting  
319 of the Board of Directors a slate of candidate(s) for each director position.

320 c) Other Committees.

321 The Board of Directors may appoint, from time and time, from its own number, standing or temporary  
322 committees consisting each of no fewer than one (1) Director. The expectations and authority of each  
323 board committee shall be explicitly stated upon establishment of such committee and documented in the  
324 minutes of the board meeting creating such committee. No such committee shall have the authority of  
325 the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing  
326 or removing any member of any such committee or any director or officer of the Alliance; amending the  
327 Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another  
328 Association; authorizing the sale, lease or exchange of all or substantially all of the property and assets of  
329 the Alliance other than in the ordinary course of business; authorizing the voluntary dissolution of the  
330 Alliance or adopting a plan for the distribution of the assets of the Alliance; amending, altering or  
331 repealing any resolution of the Board of Directors which by its terms provides that it shall not be  
332 amended, altered or repealed by such committee; or otherwise as restricted by the Act. The designation  
333 of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors,  
334 or any member thereof, of any responsibility imposed by law.  
335

336 **Article V. Officers**

337  
338 Section 1. Officers.

339 The principal officers of the Alliance shall be the Board Chair and the Chair-elect; the Vice President and the  
340 Treasurer, each of whom shall be elected by the Board of Directors; the Immediate Past Board Chair; and the Chief  
341 Executive Officer, who shall be hired by the Board of Directors.  
342

343 Section 2. Election and Term of Office.

- 344 a) The elected officers of the Alliance shall be elected by the Board of Directors. That election shall occur  
345 annually no later than the second regular Board meeting of the year, typically in Spring. At the end of the  
346 current year, a Board member elected to serve as an officer for the coming year will vacate the District or  
347 At-Large Board seat to which he or she was elected; that District or At-Large Board seat shall be noticed  
348 and filled in the annual election that same year for the following term. Officer election shall be by secret  
349 printed or electronic ballot at a meeting where a quorum of Directors is present.
- 350 b) The Board Chair shall hold office, beginning the first day of January for a term of one (1) year, at which  
351 time he or she shall succeed to the office of Immediate Past Board Chair and shall serve for a term of one  
352 (1) year in that office. The Chair-Elect shall hold office, beginning the first day of January for a term of  
353 one (1) year, at which time he or she shall succeed to the office of Board Chair and shall serve for a term  
354 of one (1) year in that office, at which time he or she shall succeed to the office of Immediate Past Board  
355 Chair, as provided above, and shall serve for an additional term of one (1) year in that office. The Vice

356 President shall hold office, beginning the first day of January for a term of one (1) year, at which time he  
357 or she shall succeed to the office of Chair-Elect and shall serve a term of one (1) year, at which time he or  
358 she will succeed to the office of Board Chair for a term of one (1) year, at which time he or she will  
359 succeed to the office of Immediate Past Board Chair, as provided above, and shall serve for an additional  
360 term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer shall serve  
361 until a qualified successor is elected upon expiration of the term of the officer, or until the officer's  
362 death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.  
363

#### 364 Section 3. Removal.

365 Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by  
366 the vote of a two-thirds (2/3) majority of the Board of Directors, but such removal shall be without prejudice to the  
367 contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.  
368

#### 369 Section 4. Vacancies.

370 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the  
371 same succession as stated in Section 2 of this Article, with the exceptions that the Board of Directors, may make  
372 appointments for Board Chair, Chair-Elect, Treasurer, or Vice President vacancies for the unexpired portion of the  
373 term.  
374

#### 375 Section 5. Chairman of the Board.

376 The Chairman of the Board shall represent the Board of Directors to the membership and to outside interests  
377 and shall serve as the chief governance officer, responsible for the effective functioning of the Board of Directors.  
378 The Chairman shall call and preside at all meetings of the Board of Directors, shall chair the Nominations Committee;  
379 and shall perform such other duties as from time to time may be assigned by the Board of Directors.  
380

#### 381 Section 6. Chair-Elect.

382 In the event of the Board Chair's death or resignation, the Chair-Elect shall succeed to the office of Board Chair, and  
383 shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Chair-elect shall perform  
384 such other duties as from time to time may be assigned by the Board of Directors.  
385

#### 386 Section 7. Vice President.

387 The Vice President shall succeed to the office of Chair-Elect. The Vice President shall perform such other duties as  
388 may be assigned by the Board of Directors.  
389

#### 390 Section 8. Treasurer.

391 The Treasurer shall:

- 392 a) Serve or oversee the role as an internal reviewer of the Alliance's finances, reviewing monthly a  
393 sampling of bank deposits and association payables to assure adherence to financial policies.
- 394 b) Serve as liaison and adviser to the Chief Executive Officer on resource allocation, budgeting and financial  
395 statements.
- 396 c) Advise the Board of Directors on matters of fiscal policy.  
397

#### 398 Section 9. Immediate Past Board Chair.

399 In the absence of the Board Chair, or in the event of their death, inability or refusal to act, the Immediate Past Board  
400 Chair shall perform the duties of the Board Chair, and when so acting shall have all the powers of and be subject to all  
401 the restrictions upon the Board Chair. The Immediate Past Board Chair shall perform such other duties as may be  
402 assigned by the Board of Directors.  
403

#### 404 Section 10. Chief Executive Officer.

- 405 a) The Board shall employ a professional manager, titled "Chief Executive Officer", whose duties, term and  
406 compensation may be determined and amended by the Board.

- 407           b) The Chief Executive Officer shall manage the day-to-day affairs of the Alliance in accordance with these  
408 Bylaws, the Board’s governance policies and an employment agreement executed by the Board of  
409 Directors. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board. The Chief  
410 Executive Officer shall be responsible for the employment of additional staff in a manner consistent with  
411 the Board’s governance policies.
- 412           c) The Chief Executive Officer shall serve as secretary to the Board, keeping or causing to be kept a record  
413 of the official proceedings of the Board of Directors, including but not limited to ensuring these Bylaws,  
414 the minutes of the meetings of the Board of Directors and the upkeep of the Board of Directors’  
415 governance policies. The Chief Executive Officer may designate an employee to record and prepare  
416 minutes of meetings.
- 417           d) The Chief Executive Officer shall assure that all notices are duly given in accordance with the provisions  
418 of these Bylaws or as required by law.

419  
420 **Article VI. Indemnification**

421  
422 Section 1. Mandatory Indemnification.

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

430  
431 **Article VII. Books & Records**

432  
433 Section 1. Books and Records.

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

436  
437 **Article VIII. Finance**

438  
439 Section 1. Fiscal year.

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

441  
442 Section 2. Loans.

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

446  
447 Section 3. Fiscal Controls.

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

451  
452 **Article IX. Legal Action Fund**

453  
454 Section 1. Establishment.

455 The Board of Directors shall have the authority to establish and administer through the Executive Committee a Legal  
456 Action Fund for the benefit of the Alliance.

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Section 2. Funding.

The Legal Action Fund shall be funded by individual gifts, as well as allocations authorized by the Board of Directors, and deposits, withdrawals and requests for withdrawals from said fund shall be administered through such policies as may be established and amended from time to time by the Board of Directors.

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