



Alliance for
Pharmacy
Compounding

BYLAWS

*These Bylaws were last amended by vote
of the membership in October 2021.*

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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.
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16 **Article III. Membership**
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18 Section 1. Classes of Members.

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

21 A. Voting members

22 1. Individual Members

- 23 a) Individual Pharmacist Members. Individual Pharmacist Members shall be individuals who have
24 earned a degree in pharmacy, are licensed or registered in the country, state, province and/or
25 territory in which they practice and are engaged in pharmacy compounding.
26 b) Individual Technician Members. Individual Technician Members shall be individuals who have earned
27 the designation in the country, state, province and/or territory in which they practice and are engaged
28 in pharmacy compounding.
29 c) Individual Associate Members. Individual Associate Members shall be individuals engaged in
30 pharmacy compounding or related business or practice who are not licensed or registered
31 pharmacists or technicians.
32 2. Pharmacy/Facility/Practice Individual Members.
33 a) Pharmacy/Facility Individual Pharmacist Members. Pharmacy/Facility Individual Pharmacist Members
34 shall be individuals employed by a Member Pharmacy/Facility who have earned a degree in
35 pharmacy, are licensed or registered in the country, state, province and/or territory in which they
36 practice and are engaged in pharmacy compounding and who are designated by the Member
37 Pharmacy/Facility as members of the Alliance.
38 b) Pharmacy/Facility Individual Technician Members. Pharmacy/Facility Individual Technician Members
39 shall be individuals employed by a Member Pharmacy/Facility who have earned the designation in the
40 country, state, province and/or territory in which they practice and are engaged in pharmacy
41 compounding and who are designated by the Member Pharmacy/Facility as members of the Alliance.
42 c) Pharmacy/Facility/Practice Individual Associate Members. Pharmacy/Facility Individual Associate
43 Members shall be individuals employed by a Member Pharmacy/Facility who engaged in pharmacy
44 compounding or related business or practice who are not licensed or registered pharmacists or
45 technicians.
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B. Non-Voting Members.

1. Member Pharmacies/Facilities/Practices. A Member Pharmacy/Facility shall be an entity licensed by an appropriate state regulatory agency to engage in the practice of pharmacy.
2. Student Members. Student members shall be individuals enrolled in an accredited school of pharmacy. Student members shall not have voting rights and shall not hold office in the Alliance.
3. Honorary Members. Honorary members shall be individuals who are elected to membership based upon their commitment to the Alliance, upon such criteria as determined by the Board of Directors. Honorary members shall not have voting rights and shall not hold office in the Alliance, unless otherwise eligible as a voting member.
4. Corporate Patrons. Corporate Patrons shall be any vendor, institution, or other entity that supports the mission of the Alliance but is not otherwise eligible for membership as a voting member.

Section 2. Qualification.

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

Section 3. Membership.

- a) Voting. Voting members shall have one (1) vote upon each matter submitted to a vote. They may vote either in person or by print or electronic ballot forms in the case of those matters for which balloting is permitted in these Bylaws.
- b) Office in the Alliance. Only voting members in good standing shall be eligible to hold office in the Alliance.
- c) Other Privileges. Other membership privileges and benefits for all current classes of membership include participation in various activities, programs and publications of the Alliance as may be designated by the Board of Directors.
- d) The membership of a Pharmacy/Facility shall transfer with the ownership of the pharmacy/facility through the end of the current dues period.

Section 4. Termination of Membership.

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

Section 5. Dues.

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

Section 6. Affiliations with Other Professional Organizations.

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

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Section 7. Sections.

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

Section 8. Membership Year.

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

Section 9. Annual Meeting.

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

Section 10. Other Meetings.

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

Section 11. Special Meetings.

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

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 (including by use of online services) 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

147 received by the Alliance. Any ballot not received by the Alliance by the stated deadline shall be considered invalid and
148 shall not be included in determining the votes for directors and officers. The ballot form may also include such other
149 information or instructions as may be necessary or appropriate. In any election in which there is a tie, the outcome
150 shall be decided by the toss of a coin.

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Article IV. Board of Directors

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Section 1. General Powers and Role.

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

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Section 2. Number and Qualifications of Directors.

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a) The number of voting directors shall be nineteen (19). They shall be elected in accordance with Section 3
164 of this Article. The Board of Directors shall be composed of:

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i) The officers of the Alliance including one (1) President, one (1) Chairman of the Board, one (1)
166 President-elect, one (1) Vice President and one (1) Treasurer.

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ii) Twelve (12) District Directors; (2) from each district

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iii) Two (2) At-Large-Directors

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b) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of
170 Directors.

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c) The Pharmacy Compounding Foundation President shall be a non-voting member of the APC Board of
172 Directors.

173

d) Only voting members of the Alliance are eligible to serve on the Board of Directors.

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Section 3. Election and Term.

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a) The District Directors shall be elected by all of the voting members of that District by print or electronic
177 ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible to one-
178 third (1/3) of the Director positions expire/are elected each year.

179

b) The Officers and At-Large Directors shall be elected by the voting members of the Alliance.

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c) The Vice President and Treasurer must have served at least one year on the Board of Directors prior to
181 taking office as an officer.

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d) Terms for incoming directors shall commence on the first day of January, and they shall hold office for a
183 term of three (3) years, or until their successors have been elected. No director shall serve for more than
184 two (2) consecutive full terms.

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Section 4. Resignation.

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

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Section 5. Removal.

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

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Section 6. Vacancies.

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

201
202 Section 7. Attendance.

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

206
207 Section 8. Board of Directors Meetings.

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

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213 Section 9. Special or Emergency Meetings.

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

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

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

222
223 Section 11. Notice.

224 Notice of the date, time and place of any regular meeting of the Board of Directors shall be given by written notice
225 either delivered personally, by regular or electronic mail, or by facsimile, to each director at least seventy-two (72)
226 hours prior thereto. An emergency meeting of the Board of Directors may be called upon twenty-four (24) hours prior
227 notice to each director. The purpose of any emergency meeting of the Board of Directors shall be specified in
228 the notice of such meeting.

229
230 Section 12. Quorum.

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

233
234 Section 13. Conduct Of Meetings.

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

237
238 Section 14. Manner of Acting.

239 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
240 of Directors, unless the Articles of Incorporation or Bylaws of the Alliance require the act of a greater number. The
241 Chair of the Board of Directors shall not vote except in the event of a tie.

242
243 Section 15. Voting.

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

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246 Section 16. Presumption of Assent.

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

253
254 Section 17. Compensation.

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

256
257 Section 18. Committees of the Board of Directors.

- 258 a) Nominations Committee. The Nominations Committee shall be chaired by the Chairman of the Board
259 and shall include at least three (3) other Alliance members approved by the Board of Directors. There
260 shall be a call for nominations published in the official communication of the Alliance no later than
261 September 1 each year. The nomination period shall remain open for no less than twenty (20) days. The
262 Nominations Committee shall be responsible for vetting candidates, including interviewing candidates for
263 the office of Vice President, and recommending in advance of the Autumn meeting of the Board of
264 Directors a slate of candidate(s) for each director and officer position.
- 265 b) Other Committees. The Board of Directors may appoint, from time to time, from its own number,
266 standing or temporary committees consisting each of no fewer than one (1) Director. The expectations
267 and authority of each board committee shall be explicitly stated upon establishment of such committee
268 and documented in the minutes of the board meeting creating such committee. No such committee
269 shall have the authority of the Board of Directors in reference to amending, altering or repealing these
270 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of
271 the Alliance; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of
272 consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of
273 the property and assets of the Alliance other than in the ordinary course of business; authorizing the
274 voluntary dissolution of the Alliance or adopting a plan for the distribution of the assets of the Alliance; or
275 amending, altering or repealing any resolution of the Board of Directors which by its terms provides that
276 it shall not be amended, altered or repealed by such committee. The designation of any such committee
277 and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof,
278 of any responsibility imposed by law.

279
280 **Article V. Officers**

281
282 Section 1. Executive Committee.

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

286
287 Section 2. Election and Term of Office.

288 The officers of the Alliance other than the Chief Executive Officer shall be elected by the members by print or
289 electronic ballot. The President shall hold office, beginning the first day of January for a term of one (1) year, at
290 which time he or she shall succeed to the office of Chairman of the Board and shall serve for a term of one (1) year in
291 that office. The President-Elect shall hold office, beginning the first day of January for a term of one (1) year, at which
292 time he or she shall succeed to the office of President and shall serve for a term of one (1) year in that office, at which
293 time he or she shall succeed to the office of Chairman of the Board, as provided above, and shall serve for an
294 additional term of one (1) year in that office. The Vice President shall hold office, beginning the first day of January for
295 a term of one (1) year, at which time he or she shall succeed to the office of President-Elect and shall serve a term of

296 one (1) year, at which time he or she will succeed to the office of President for a term of one (1) year, at which time he
297 or she will succeed to the office of Chairman of the Board, as provided above, and shall serve for an additional term of
298 one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer shall serve until a qualified
299 successor is elected upon expiration of the term of the officer, or until the officer's death, or until the officer shall
300 resign or shall have been removed in the manner hereinafter provided.

301

302 Section 3. Duties of the Executive Committee.

303 The Executive Committee shall have the following responsibilities:

- 304 1. Meet on a regular basis 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 of the
307 membership.
- 308 4. The voting members of the Executive Committee shall be responsible for the annual review-process and
309 evaluation of the Chief Executive Officer's performance. The Chief Executive Officer review process shall
310 include salary and/or bonus recommendations to the Board of Directors.

311

312 Section 4. Removal.

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

316

317 Section 5. Vacancies.

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

322

323 Section 6. President.

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

328

329 Section 7. Chairman of the Board.

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

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335 Section 8. President-Elect.

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

341

342 Section 9. Vice President.

343 In the absence of the President, the President-elect, or in the event of their death, inability or refusal to act, the Vice
344 President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to
345 all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the

346 Board of Directors. The Vice President shall, upon the expiration of the one (1) year term, succeed to the office of
347 President-elect.

348
349 Section 10. Treasurer.

350 The Treasurer shall:

- 351 a) Serve as an internal auditor of the association’s finances, reviewing monthly a sampling of bank deposits
352 and association payables to assure adherence to financial policies.
353 b) Serve as liaison and adviser to the Chief Executive Officer on resource allocation, budgeting and financial
354 statements.
355 c) Advise the Board of Directors on matters of fiscal policy.

356
357 Section 11. Chief Executive Officer.

- 358 a) The Board shall employ a professional manager, titled “Chief Executive Officer”, whose duties, term and
359 compensation may be determined and amended by the Board.
360 b) The Chief Executive Officer shall manage the day-to-day affairs of the Alliance in accordance with these
361 Bylaws, the Board’s governance policies and an employment agreement executed by the Board of
362 Directors. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board. The Chief
363 Executive Officer shall be responsible for the employment of additional staff in a manner consistent with
364 the Board’s governance policies.
365 c) The Chief Executive Officer shall serve as secretary to the Board, keeping or causing to be kept a record
366 of the official proceedings of the Board of Directors, including but not limited to ensuring these Bylaws,
367 the minutes of the meetings of the Board of Directors and the upkeep of the Board of Directors’
368 governance policies. The Chief Executive Officer may designate an employee to record and prepare
369 minutes of meetings.
370 d) The Chief Executive Officer shall assure that all notices are duly given in accordance with the provisions
371 of these Bylaws or as required by law.

372
373 **Article VI. Indemnification**

374
375 Section 1. Mandatory Indemnification.

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

383
384 **Article VII. Books & Records**

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386 Section 1. Books and Records.

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

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390 **Article VIII. Finance**

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392 Section 1. Fiscal year.

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

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395 Section 2. Loans.
396 No moneys shall be borrowed on behalf of the Alliance and no evidences of such indebtedness shall be issued in its
397 name unless authorized by a resolution of the Board of Directors. Such authority maybe general or confined to
398 specific instances.

400 Section 3. Fiscal Controls.
401 The Board of Directors shall establish explicit standards for budgeting, financial activities and protection of the
402 Alliance’s financial assets in its governance policies along with systematic tools for monitoring and assuring
403 adherence to such standards.

404 **ARTICLE IX. Legal Action Fund**

407 Section 1. Establishment.
408 The Board of Directors shall have the authority to establish and administer through the Executive Committee a Legal
409 Action Fund for the benefit of the Alliance.

411 Section 2. Funding.
412 The Legal Action Fund shall be funded by individual gifts, as well as allocations authorized by the Board of Directors,
413 and deposits, withdrawals and requests for withdrawals from said fund shall be administered through such policies as
414 may be established and amended from time to time by the Board of Directors.

416 **Article X. Amendments to the Bylaws**

419 Section 1. Amendments.
420 These Bylaws shall be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of
421 members voting by print and/or electronic ballot forms provided by the Alliance, provided the substance of the
422 proposal to alter, amend or repeal existing Bylaws is provided to members with the ballot, and a period of at least 20
423 days is allowed for electronic voting.

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

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