



Alliance for
Pharmacy
Compounding

BYLAWS

*These Bylaws were last amended by vote
of the membership in March 2026.*

1 **Article I. Offices**

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3 Section 1. Principal Office.

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

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6 **Article II. Purpose**

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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.

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14 **Article III. Membership**

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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

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1. Individual Members

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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.

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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.

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2. Pharmacy/Facility/Practice Individual Members.

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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.

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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.

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B. Non-Voting Members.

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

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. Trial Individual or Supporter Members. A Trial Individual or Supporter member shall be any individual

51 with a trial membership that does not run twelve consecutive months.

- 52 4. Honorary Members. Honorary members shall be individuals who are elected to membership based upon
53 their commitment to the Alliance, upon such criteria as determined by the Board of Directors. Honorary
54 members shall not have voting rights and shall not hold office in the Alliance, unless otherwise eligible as
55 a voting member.
- 56 5. Corporate Patrons. Corporate Patrons shall be any vendor, institution, or other entity that supports the
57 mission of the Alliance but is not otherwise eligible for membership as a voting member.

- 58
- 59 C. Prohibition on 1099/Contractor Personnel. Pharmacy/Facility Members are prohibited from including
60 1099/contract personnel in their employee counts in the APC electronic membership system, and such PFM-
61 affiliated 1099/contract personnel are not eligible to vote in the APC Board of Directors elections or other
62 balloting unless they join the Alliance as an individual member.

63

64 Section 2. Qualification.

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

72

73 Section 3. Membership.

- 74 a) Voting. Voting members shall have one (1) vote upon each matter submitted to a vote. They may vote
75 either in person or by print or electronic ballot forms in the case of those matters for which balloting is
76 permitted in these Bylaws.
- 77 b) Eligibility for Voting. To be eligible to vote in the regular Board of Directors election, a voting member
78 must be listed as a member in good standing in the Alliance's electronic membership system as of August
79 31 of the year. Pharmacy/Facility Members are responsible for maintaining an up-to-date listing of their
80 employees who are voting members in that electronic database, including adding the employee to the
81 correct category to receive membership benefits, as well as terminating that relationship when an
82 employee leaves the PFM's employment. APC will notify all members of that deadline via electronic mail
83 at least 30 days in advance of it. Members added to the Alliance's electronic membership system after
84 August 31 through the closing of the election of balloting will not be eligible to vote in that year's
85 election, but shall become an eligible voting member at the conclusion of that year's election or balloting.
86 For any other balloting, including proposed changes to Bylaws, both individual and PFM employee
87 members must be listed as a member in good standing in the Alliance's electronic membership system at
88 least 30 days prior to that balloting, and members added to the membership system less than 30 days
89 prior to balloting shall not be eligible to vote in that balloting.
- 90 c) Office in the Alliance. Only voting members in good standing shall be eligible to hold office in the Alliance.
- 91 d) Other Privileges. Other membership privileges and benefits for all current classes of membership include
92 participation in various activities, programs and publications of the Alliance as may be designated by the
93 Board of Directors.
- 94 e) In the event of a change in ownership of a Pharmacy/Facility member, the Pharmacy/Facility membership
95 shall transfer to the new ownership of the pharmacy/facility.

96

97 Section 4. Termination of Membership.

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

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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. Other Professional Organizations.

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

Section 7. Sections.

- a) The Board of Directors may establish special interest groups 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 special interest group 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 the Texas Nonprofit Corporation Act ("Act"), on call of the Board Chair 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) and not more than sixty (60) 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 Board Chair, or in their absence, the Immediate Past Board Chair, or 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. The order of business to be conducted at each meeting of the

153 members shall be determined by the presiding officer.

154

155 Section 15. Voting by Ballot.

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

164

165 **Article IV. Board of Directors**

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167 Section 1. General Powers and Role.

- 168 a) The governance of all the affairs, property and interests of the Alliance shall be vested in the Board of
169 Directors. The Board shall lead the organization and be accountable to and for it. Its primary role shall be
170 strategic, focused on the future and determining the ends the organization is to achieve. It will delegate
171 with clarity, oversee the Chief Executive Officer without micromanaging, allocate resources, and
172 rigorously evaluate the progress of the organization. The Chairman of the Board and Chief Executive
173 Officer are empowered to execute agreements on behalf of the Alliance when authorized to do so by
174 action of the Board of Directors.
- 175 b) Individual Board Members shall have the following duties under the law:
- 176 i) Duty of Care: Each board member has a legal responsibility to participate actively in making decisions
177 on behalf of the Alliance and to exercise his or her best judgment while doing so.
- 178 ii) Duty of Loyalty: Each board member must put the interests of the organization before his or her
179 personal and professional interests when acting on behalf of the Alliance in a decision-making
180 capacity. The organization's needs come first.
- 181 iii) Duty of Obedience: Board members bear the legal responsibility of ensuring that the Alliance
182 complies with the applicable federal, state, and local laws and adheres to its mission.
- 183 c) Individual Board Members shall have the following specific responsibilities, failure of which to perform
184 may result in removal from the Board under Section 5 below:
- 185 i) Prepare for and attend Board meetings and important related Alliance events.
- 186 ii) Assist the Board Chair and CEO in identifying and recruiting other Board Members.
- 187 iii) Serve on committees or task forces and take on special assignments as appointed or requested.
- 188 iv) Represent the Alliance to stakeholders; acting as an ambassador for the organization.
- 189 v) Communicate regularly, in partnership with the other District Director, with APC members and
190 member prospects based in the District.
- 191 vi) Contribute financially to the work of the Alliance. Board Members will consider the Alliance a priority
192 and make annual gifts that reflect that priority. So that the Alliance can credibly solicit contributions
193 from other organizations and individuals, the Alliance expects to have 100 percent of Board
194 Members make annual contributions to the Alliance that are commensurate with his or her capacity.

195

196 Section 2. Number and Qualifications of Directors.

- 197 a) The number of voting directors shall be nineteen (19). They shall be elected in accordance with Section 3
198 of this Article. The Board of Directors shall be composed of:
- 199 i) The officers of the Alliance including one (1) Chairman of the Board, one (1) Chair-elect, one (1) Vice
200 President, one (1) Treasurer, and one (1) Immediate Past Board Chair.
- 201 ii) Twelve (12) District Directors; (2) from each district
- 202 iii) Two (2) At-Large-Directors
- 203 b) At no time shall the two directors representing the same district or the two at-large seats be employees

- 204 of the same pharmacy or facility, Pharmacy/Facility Member, or other company.
- 205 c) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of
- 206 Directors.
- 207 d) The Pharmacy Compounding Foundation President shall be a non-voting member of the Board of
- 208 Directors.
- 209 e) Only voting members of the Alliance are eligible to serve as voting members of the Board of Directors.
- 210 f) No more than two (2) representatives from the same company, organization or entity may be elected or
- 211 appointed to serve on the Board concurrently. For purposes of this section, entities that consist of
- 212 multiple pharmacies or facilities – for instance, a holding company of multiple pharmacies or an entity
- 213 that owns both 503A and 503B facilities – shall be considered one entity. In the event a sitting director
- 214 becomes affiliated mid-term with a pharmacy, facility, or holding company that already employs two
- 215 sitting directors, the affiliating director may finish out the current elective year as a director. That
- 216 affiliating director’s company, organization or entity shall determine which two of its representative
- 217 board members may continue to serve beyond the current year (unless one or more of those directors is
- 218 in the final year of a term), and shall advise the Board Chair. In the event that the affiliating director is the
- 219 immediate past chair, treasurer, vice president, chair-elect, or chair of the association, he or she shall be
- 220 allowed to remain in office through the conclusion of his or her APC officer path.
- 221 g) A voting member may only run for an At-Large Director seat when neither of that voting member’s
- 222 District seats is up for election.
- 223 h) To be eligible to run for election or to be appointed (in the event of a vacancy) as a member of the Board
- 224 of Directors, a voting member must have served as an appointed member of an Alliance standing
- 225 committee for at least one year in the previous three years prior to the Board election in which they run,
- 226 or be a former member of the Board of Directors in the past three years prior to the Board election in
- 227 which they run.
- 228

229 Section 3. Election and Term.

- 230 a) The District Directors shall be elected by all of the voting members of that District by printed or
- 231 electronic ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible
- 232 to one-third (1/3) of the Director positions expire/are elected each year.
- 233 b) Eligible candidates for district director must reside in the district for which they seek election as a district
- 234 director.
- 235 c) Employees affiliated with Pharmacy/Facility Members and who are themselves voting members may only
- 236 cast votes in the District in which the company has a physical location and the employee resides or
- 237 works. If a voting member lives in a different District from the physical location of the pharmacy or
- 238 facility that employs them, the voting member will vote in the District in which they reside. Furthermore,
- 239 only employees located in a particular District where a Pharmacy/Facility Member has a location may
- 240 vote in that District election.
- 241 d) The At-Large Directors shall be elected by the voting members of the Alliance.
- 242 e) The Officers shall be elected by the Board of Directors. The Vice President and Treasurer must have
- 243 served at least one year on the Board of Directors prior to taking office as an officer.
- 244 f) Terms for incoming directors shall commence on the first day of January, and they shall hold office for a
- 245 term of three (3) years, or until their successors have been elected. No director shall serve for more than
- 246 two (2) consecutive full terms.
- 247

248 Section 4. Resignation.

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

250

251 Section 5. Removal.

252 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

253 Directors of the Alliance then in office either at a regular meeting or at any special meeting called for that purpose.

254 Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governance

255 policies of the Board of Directors, or such other reason as allowed by the Act.

256

257 Section 6. Vacancies.

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

262

263 Section 7. Attendance.

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

267

268 Section 8. Board of Directors Meetings.

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

273

274 Section 9. Special Meetings.

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

278

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

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

284

285 Section 11. Notice.

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

291

292 Section 12. Quorum.

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

295

296 Section 13. Conduct Of Meetings.

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

299

300 Section 14. Manner of Acting.

301 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
302 of Directors, unless the Act, Articles of Incorporation or Bylaws of the Alliance require the act of a greater number.

303

304 Section 15. Voting.

305 All Board votes will take place in person or via a live phone call/teleconference/virtual meeting, or via electronic

306 means.

307

308 Section 16. Presumption of Assent.

309 A Director of the Alliance who is present at a meeting of the Board of Directors, or a committee thereof at which
310 action on any corporate matter is taken shall be presumed to have assented to the action taken unless such
311 director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to
312 such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward
313 such dissent by registered or electronic mail to the Secretary of the Alliance immediately after the adjournment of
314 the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
315

316 Section 17. Action Without Meeting.

317 An action to be taken at a meeting of the Alliance's Board of Directors or committee may be taken without holding a
318 meeting, providing prior notice, or taking a vote if a written consent, stating the action to be taken, is signed by the
319 number of directors or committee members necessary to take that action at a meeting at which all of the Directors
320 or committee members are present and voting. The consent must state the date of each director's or committee
321 member's signature. Prompt notice of the taking of an action by Directors or a committee without a meeting by less
322 than unanimous written consent shall be given to each Director or committee member who did not consent in
323 writing to the action. Advance notice is not required to be given to take an action by written consent as provided
324 herein, unless required by the Act.
325

326 Section 18. Compensation.

327 Directors of the Alliance shall not receive compensation for serving as members of the Board of Directors.
328

329 Section 19. Committees of the Board of Directors.

330 a) Executive Committee.

331 The Executive Committee shall be composed of the Board Chair, the Chair-elect, the Vice President, the
332 Treasurer, the Immediate Past Board Chair; and the Chief Executive Officer. The Executive Committee
333 shall have the following responsibilities:

- 334 1. Meet as outlined in the governance policies.
- 335 2. Ensure that the directives of the Board of Directors are being fulfilled.
- 336 3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf
337 of the membership.
- 338 4. The voting members of the Executive Committee shall be responsible for the annual
339 review-process and evaluation of the Chief Executive Officer's performance. The Chief
340 Executive Officer review process shall include salary and/or bonus recommendations to
341 the Board of Directors.

342 b) Nominations Committee.

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

350 c) Other Committees.

351 The Board of Directors may appoint, from time and time, from its own number, standing or temporary
352 committees consisting each of no fewer than one (1) Director. The expectations and authority of each
353 board committee shall be explicitly stated upon establishment of such committee and documented in the
354 minutes of the board meeting creating such committee. No such committee shall have the authority of
355 the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing
356 or removing any member of any such committee or any director or officer of the Alliance; amending the

357 Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another
358 Association; authorizing the sale, lease or exchange of all or substantially all of the property and assets of
359 the Alliance other than in the ordinary course of business; authorizing the voluntary dissolution of the
360 Alliance or adopting a plan for the distribution of the assets of the Alliance; amending, altering or
361 repealing any resolution of the Board of Directors which by its terms provides that it shall not be
362 amended, altered or repealed by such committee; or otherwise as restricted by the Act. The designation
363 of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors,
364 or any member thereof, of any responsibility imposed by law.

365
366 **Article V. Officers**

367
368 Section 1. Officers.

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

372
373 Section 2. Election and Term of Office.

- 374 a) The elected officers of the Alliance shall be elected by the Board of Directors. That election shall occur
375 annually no later than the second regular Board meeting of the year, typically in Spring. At the end of the
376 current year, a Board member elected to serve as an officer for the coming year will vacate the District or
377 At-Large Board seat to which he or she was elected; that District or At-Large Board seat shall be noticed
378 and filled in the annual election that same year for the following term. Officer election shall be by secret
379 printed or electronic ballot at a meeting where a quorum of Directors is present.
- 380 b) The Board Chair shall hold office, beginning the first day of January for a term of one (1) year, at which
381 time he or she shall succeed to the office of Immediate Past Board Chair and shall serve for a term of one
382 (1) year in that office. The Chair-Elect shall hold office, beginning the first day of January for a term of
383 one (1) year, at which time he or she shall succeed to the office of Board Chair and shall serve for a term
384 of one (1) year in that office, at which time he or she shall succeed to the office of Immediate Past Board
385 Chair, as provided above, and shall serve for an additional term of one (1) year in that office. The Vice
386 President shall hold office, beginning the first day of January for a term of one (1) year, at which time he
387 or she shall succeed to the office of Chair-Elect and shall serve a term of one (1) year, at which time he or
388 she will succeed to the office of Board Chair for a term of one (1) year, at which time he or she will
389 succeed to the office of Immediate Past Board Chair, as provided above, and shall serve for an additional
390 term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer shall serve
391 until a qualified successor is elected upon expiration of the term of the officer, or until the officer's
392 death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.

393
394 Section 3. Removal.

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

398
399 Section 4. Vacancies.

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

404
405 Section 5. Board Chair.

406 The Board Chair shall shall represent the Board of Directors to the membership and to outside interests and shall

407 serve as the chief governance officer, responsible for the effective functioning of the Board of Directors. The Board
408 Chair shall call and preside at all meetings of the Board of Directors, shall chair the Nominations Committee; and shall
409 perform such other duties as from time to time may be assigned by the Board of Directors.
410

411 Section 6. Chair-Elect.

412 In the event of the Board Chair's death or resignation, the Chair-Elect shall succeed to the office of Board Chair, and
413 shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Chair-elect shall perform
414 such other duties as from time to time may be assigned by the Board of Directors.
415

416 Section 7. Vice President.

417 The Vice President shall succeed to the office of Chair-Elect. The Vice President shall perform such other duties as
418 may be assigned by the Board of Directors.
419

420 Section 8. Treasurer.

421 The Treasurer shall:

- 422 a) Serve or oversee the role as an internal reviewer of the Alliance's finances, reviewing monthly a
423 sampling of bank deposits and association payables to assure adherence to financial policies.
- 424 b) Serve as liaison and adviser to the Chief Executive Officer on resource allocation, budgeting and financial
425 statements.
- 426 c) Advise the Board of Directors on matters of fiscal policy.
427

428 Section 9. Immediate Past Board Chair.

429 In the absence of the Board Chair, or in the event of their death, inability or refusal to act, the Immediate Past Board
430 Chair shall perform the duties of the Board Chair, and when so acting shall have all the powers of and be subject to all
431 the restrictions upon the Board Chair. The Immediate Past Board Chair shall perform such other duties as may be
432 assigned by the Board of Directors.
433

434 Section 10. Chief Executive Officer.

- 435 a) The Board shall employ a professional manager, titled "Chief Executive Officer", whose duties, term and
436 compensation may be determined and amended by the Board.
- 437 b) The Chief Executive Officer shall manage the day-to-day affairs of the Alliance in accordance with these
438 Bylaws, the Board's governance policies and an employment agreement executed by the Board of
439 Directors. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board. The Chief
440 Executive Officer shall be responsible for the employment of additional staff in a manner consistent with
441 the Board's governance policies.
- 442 c) The Chief Executive Officer shall serve as secretary to the Board, keeping or causing to be kept a record
443 of the official proceedings of the Board of Directors, including but not limited to ensuring these Bylaws,
444 the minutes of the meetings of the Board of Directors and the upkeep of the Board of Directors'
445 governance policies. The Chief Executive Officer may designate an employee to record and prepare
446 minutes of meetings.
- 447 d) The Chief Executive Officer shall assure that all notices are duly given in accordance with the provisions
448 of these Bylaws or as required by law.
449

450 **Article VI. Indemnification**

451 Section 1. Mandatory Indemnification.

452 The Alliance shall, to the fullest extent permitted by the Act, indemnify its Directors and Officers against any and all
453 Liabilities, and advance any and all reasonable Expenses, incurred thereby in any proceeding to which any Director or
454 Officer is a Party because such Director or Officer is a Director or Officer of the Alliance. The Alliance may indemnify
455 its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors
456 or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other
457

458 rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be
459 entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise.

460

461 **Article VII. Books & Records**

462

463 Section 1. Books and Records.

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

466

467 **Article VIII. Finance**

468

469 Section 1. Fiscal year.

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

471

472 Section 2. Loans.

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

476

477 Section 3. Fiscal Controls.

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

481

482 **Article IX. Legal Action Fund**

483

484 Section 1. Establishment.

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

487

488 Section 2. Funding.

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

492

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

494

495 Section 1. Amendments.

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

500

501 Section 2. Proposed Amendments by the Directors.

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

505

506 Section 3. Proposed Amendments by the Members.

507 A proposal to alter, amend or repeal the Bylaws may be submitted by signed petition of no fewer than fifty (50)

508 members and must be submitted to the Board of Directors for review at least 45 days prior to the beginning of voting
509 by the membership. The board shall have the right to provide commentary on the proposal to the membership if it
510 wishes. Any such proposed amendment by petition may be adopted by the vote of two-thirds (2/3) of the members
511 of the Alliance who vote on the measure.