



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.

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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.

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
217 Section 4. Resignation.

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

220
221 Section 5. Removal.

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

226
227 Section 6. Vacancies.

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

232
233 Section 7. Attendance.

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

237
238 Section 8. Board of Directors Meetings.

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

243
244 Section 9. Special Meetings.

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

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

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

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**

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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.