



Alliance for
Pharmacy
Compounding

BYLAWS

*These Bylaws were last amended by vote
of the membership in October 2022.*

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.

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

13

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

20

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.

24

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

27

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

30

2. Pharmacy/Facility/Practice Individual Members.

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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 the
38 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

B. Non-Voting Members.

45

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

47

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

49

3. Honorary Members. Honorary members shall be individuals who are elected to membership based upon
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51 their commitment to the Alliance, upon such criteria as determined by the Board of Directors. Honorary
52 members shall not have voting rights and shall not hold office in the Alliance, unless otherwise eligible as
53 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
71 Alliance.
72 c) Other Privileges. Other membership privileges and benefits for all current classes of membership include
73 participation in various activities, programs and publications of the Alliance as may be designated by the
74 Board of Directors.
75 d) In the event of a change in ownership of a Pharmacy/Facility member, the Pharmacy/Facility membership
76 shall transfer to the new ownership of the pharmacy/facility.
77

78 Section 4. Termination of Membership.

- 79 a) The failure of a member to pay dues within thirty (30) days following the due date or to meet other
80 qualifications required for membership in a particular membership category shall result in the
81 membership being automatically terminated.
82 b) The membership of an individual dues-paying member shall terminate upon the death of the member.
83

84 Section 5. Dues.

85 The Board of Directors may at any meeting of the Board of Directors fix, change, amend or adjust the membership
86 dues applicable to the classes of members enumerated in these Bylaws.
87

88 Section 6. Affiliations with Other Professional Organizations.

89 All members shall be encouraged to maintain active membership in local, national and international pharmacy
90 organizations. The Alliance will affiliate with the state, national and international organizations that support and
91 promote the mission and vision of the Alliance.
92

93 Section 7. Sections.

- 94 a) The Board of Directors may establish special interest groups at the request of membership or to meet a
95 perceived need, and shall determine eligibility requirements for membership within those sections. The
96 purpose for creation of the sections will be to allow members to interact more effectively, to share
97 common professional interests, establish standards of practice and provide input to the APC Board related
98 to policy development.
99 b) The Board of Directors shall adopt administrative rules and other such policies and procedures relating to
100 special interest group activities, as it deems necessary.
101

102 Section 8. Membership Year.
103 Annual memberships shall extend for twelve (12) months commencing on the anniversary date of the membership.
104

105 Section 9. Annual Meeting.
106 The annual meeting of members shall be held each year for the purpose of providing education and a general
107 membership meeting for the transaction of such business as may be brought before the Alliance. The Board of
108 Directors shall approve the date, time and location of the meeting.
109

110 Section 10. Other Meetings.
111 Other regular meetings of the members for the transaction of such business as may come before the Alliance, or for
112 activities that promote professional or personal growth and social interactions, shall be held on such date and at such
113 time and place as approved by the Board of Directors.
114

115 Section 11. Special Meetings.
116 Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise
117 prescribed by statute, on call of the Board Chair or within thirty (30) days of receipt of a written petition signed by not
118 less than fifty (50) voting members.
119

120 Section 12. Notice.
121 Notice of any meeting of the membership shall be given by written notice delivered to each member not less than
122 thirty (30) days before the date of the meeting, either personally or by electronic or regular mail at the address of the
123 member on record with the Alliance. The purpose of and the business to be transacted at any special meeting of the
124 members shall be specified in the notice of such meeting.
125

126 Section 13. Quorum.
127 The quorum for a general membership meeting shall be no less than fifty (50) voting members.
128

129 Section 14. Conduct of Meetings.
130 The Board Chair, or in their absence, the Immediate Past Board Chair, or in their absence any person chosen by the
131 members present, shall call the meeting of the members to order and shall preside over such meeting. The Chief
132 Executive Officer of the Alliance shall act as the official secretary of all meetings of the members and may delegate
133 the recording of the minutes to a staff member. Meetings of the members shall be conducted according to Robert's
134 Rules of Order, as revised. The order of business to be conducted at each meeting of the members shall be
135 determined by the presiding officer.
136

137 Section 15. Voting by Ballot.
138 With respect to the election of directors, members shall vote by print or electronic ballot forms (including by use of
139 online services) provided by the Alliance. Ballot forms shall be made available not less than twenty (20) days prior to
140 the date set for the voting deadline. The ballot form shall list the names of the individuals who have been nominated
141 for election, and shall also include a deadline by which the completed ballot must be received by the Alliance. Any
142 ballot not received by the Alliance by the stated deadline shall be considered invalid and shall not be included in
143 determining the votes for directors and officers. The ballot form may also include such other information or
144 instructions as may be necessary or appropriate. In any election in which there is a tie, the outcome shall be decided
145 by the toss of a coin.
146

147 **Article IV. Board of Directors**

148

149 Section 1. General Powers and Role.

150 a) The governance of all the affairs, property and interests of the Alliance shall be vested in the Board of
151 Directors. The Board shall lead the organization and be accountable to and for it. Its primary role shall be
152 strategic, focused on the future and determining the ends the organization is to achieve. It will delegate

- 153 with clarity, oversee the chief executive officer without micromanaging, allocate resources, and
154 rigorously evaluate the progress of the organization. The Chairman of the Board and Chief Executive
155 Officer are empowered to execute agreements on behalf of the Alliance when authorized to do so by
156 action of the Board of Directors.
- 157 b) Individual Board Members shall have the following duties under the law:
- 158 i) Duty of Care: Each board member has a legal responsibility to participate actively in making decisions
159 on behalf of the Alliance and to exercise his or her best judgment while doing so.
- 160 ii) Duty of Loyalty: Each board member must put the interests of the organization before their personal
161 and professional interests when acting on behalf of the Alliance in a decision-making capacity. The
162 organization's needs come first.
- 163 iii) Duty of Obedience: Board members bear the legal responsibility of ensuring that the Alliance
164 complies with the applicable federal, state, and local laws and adheres to its mission.
- 165 c) Individual Board Members share have the following specific responsibilities, failure of which to perform
166 may result in removal from the Board under Section 5 below:
- 167 i) Prepare for and attend Board meetings and important related Alliance events.
- 168 ii) Assist the Board Chair and CEO in identifying and recruiting other Board Members
- 169 iii) Serve on committees or task forces and take on special assignments as appointed or requested
- 170 iv) Represent the Alliance to stakeholders; acting as an ambassador for the organization
- 171 v) Communicate regularly, in partnership with the other District Director, with APC members and
172 member prospects based in the District.
- 173 vi) Contribute financially to the work of the Alliance. Board Members will consider the Alliance a priority
174 and make annual gifts that reflect that priority. So that the Alliance can credibly solicit contributions
175 from other organizations and individuals, the Alliance expects to have 100 percent of Board
176 Members make annual contributions to the Alliance that are commensurate with their capacity.

177

178 Section 2. Number and Qualifications of Directors.

- 179 a) The number of voting directors shall be nineteen (19). They shall be elected in accordance with Section 3
180 of this Article. The Board of Directors shall be composed of:
- 181 i) The officers of the Alliance including one (1) Chairman of the Board, one (1) Chair-elect, one (1) Vice
182 President, one (1) Treasurer, and one (1) Immediate Past Board Chair.
- 183 ii) Twelve (12) District Directors; (2) from each district
- 184 iii) Two (2) At-Large-Directors
- 185 b) The Chief Executive Officer of the Alliance shall be an ex officio, non-voting member of the Board of
186 Directors.
- 187 c) The Pharmacy Compounding Foundation President shall be a non-voting member of the APC Board of
188 Directors.
- 189 d) Only voting members of the Alliance are eligible to serve on the Board of Directors.
- 190 e) No more than two (2) representatives from the same company, organization or entity may be elected or
191 appointed to serve on the Board concurrently. For purposes of this section, entities that consist of
192 multiple pharmacies or facilities – for instance, a holding company of multiple pharmacies or an entity
193 that owns both 503A and 503B facilities – shall be considered one entity. In the event a sitting director
194 becomes affiliated mid-term with a pharmacy, facility, or holding company that already employs two
195 sitting directors, the affiliating director may finish out the current elective year as a director. That
196 affiliating director's company, organization or entity shall determine which two of its representative
197 board members may continue to serve beyond the current year (unless one or more of those directors is
198 in the final year of a term), and shall advise the Board Chair. In the event that the affiliating director is the
199 vice president, chair-elect, or chair of the association, he or she shall be allowed to remain in office
200 through the conclusion of his or her APC officer path.
- 201 f) A voting member may only run for an At-Large Director seat when neither of that voting member's
202 District seats is up for election.
- 203

204 Section 3. Election and Term.

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

218
219 Section 4. Resignation.

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

222
223 Section 5. Removal.

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

228
229 Section 6. Vacancies.

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

234
235 Section 7. Attendance.

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

239
240 Section 8. Board of Directors Meetings.

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

245
246 Section 9. Special or Emergency Meetings.

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

250
251 Section 10. Meetings By Telephone or Other Communication Technology.

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

255 simultaneously hear each other during the meeting.

256

257 Section 11. Notice.

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

263

264 Section 12. Quorum.

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

267

268 Section 13. Conduct Of Meetings.

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

271

272 Section 14. Manner of Acting.

273 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
274 of Directors, unless the Articles of Incorporation or Bylaws of the Alliance require the act of a greater number. The
275 Chair of the Board of Directors shall not vote except in the event of a tie.

276

277 Section 15. Voting.

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

279

280 Section 16. Presumption of Assent.

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

287

288 Section 17. Compensation.

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

290

291 Section 18. Committees of the Board of Directors.

292 a) Nominations Committee. The Nominations Committee shall be chaired by the Chairman of the Board
293 and shall include at least three (3) other Alliance members approved by the Board of Directors. There
294 shall be a call for nominations published in the official communication of the Alliance no later than
295 September 1 each year. The nomination period shall remain open for no less than twenty (20) days. The
296 Nominations Committee shall be responsible for vetting candidates, including interviewing candidates for
297 the office of Vice President, and recommending in advance of the Autumn meeting of the Board of
298 Directors a slate of candidate(s) for each director and officer position.

299 b) Other Committees. The Board of Directors may appoint, from time and time, from its own number,
300 standing or temporary committees consisting each of no fewer than one (1) Director. The expectations
301 and authority of each board committee shall be explicitly stated upon establishment of such committee
302 and documented in the minutes of the board meeting creating such committee. No such committee
303 shall have the authority of the Board of Directors in reference to amending, altering or repealing these
304 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of
305 the Alliance; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of

306 consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of
307 the property and assets of the Alliance other than in the ordinary course of business; authorizing the
308 voluntary dissolution of the Alliance or adopting a plan for the distribution of the assets of the Alliance; or
309 amending, altering or repealing any resolution of the Board of Directors which by its terms provides that
310 it shall not be amended, altered or repealed by such committee. The designation of any such committee
311 and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof,
312 of any responsibility imposed by law.

313
314 **Article V. Officers**

315
316 Section 1. Executive Committee.

317 The principal officers of the Alliance shall be the Chairman of the Board, the Chair-elect, the Vice President and the
318 Treasurer, each of whom shall be elected by the Board of Directors ~~members~~; the Immediate Past Board Chair; and
319 the Chief Executive Officer, who shall be hired by the Board of Directors.

320
321 Section 2. Election and Term of Office.

- 322 a) The elected officers of the Alliance shall be elected by the Board of Directors. That election shall occur
323 annually no later than the second regular Board meeting of the year, typically in Spring. At the end of the
324 current year, a Board member elected to serve as an officer for the coming year will vacate the District or
325 At-Large Board seat to which he or she was elected; that District or At-Large Board seat shall be noticed
326 and filled in the annual election that same year for the following term. Officer election shall be by secret
327 printed or electronic ballot.
- 328 b) The Board Chair shall hold office, beginning the first day of January for a term of one (1) year, at which
329 time he or she shall succeed to the office of Immediate Past Board Chair and shall serve for a term of one
330 (1) year in that office. The Chair-Elect shall hold office, beginning the first day of January for a term of
331 one (1) year, at which time he or she shall succeed to the office of Board Chair and shall serve for a term
332 of one (1) year in that office, at which time he or she shall succeed to the office of Immediate Past Board
333 Chair, as provided above, and shall serve for an additional term of one (1) year in that office. The Vice
334 President shall hold office, beginning the first day of January for a term of one (1) year, at which time he
335 or she shall succeed to the office of Chair-Elect and shall serve a term of one (1) year, at which time he or
336 she will succeed to the office of Board Chair for a term of one (1) year, at which time he or she will
337 succeed to the office of Immediate Past Board Chair, as provided above, and shall serve for an additional
338 term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer shall serve
339 until a qualified successor is elected upon expiration of the term of the officer, or until the officer's death,
340 or until the officer shall resign or shall have been removed in the manner hereinafter provided.

341
342 Section 3. Duties of the Executive Committee.

343 The Executive Committee shall have the following responsibilities:

- 344 a) Meet as outlined in the governance policies.
345 b) Ensure that the directives of the Board of Directors are being fulfilled.
346 c) Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf of the
347 membership.
348 d) The voting members of the Executive Committee shall be responsible for the annual review-process and
349 evaluation of the Chief Executive Officer's performance. The Chief Executive Officer review process shall
350 include salary and/or bonus recommendations to the Board of Directors.

351
352 Section 4. Removal.

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

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Section 5. Vacancies.

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

Section 6. Chairman of the Board.

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

Section 7. Chair-Elect.

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

Section 9. Vice President.

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

Section 10. Treasurer.

The Treasurer shall:

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

Section 11. Immediate Past Board Chair.

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

Section 12. Chief Executive Officer.

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

407 **Article VI. Indemnification**

408
409 Section 1. Mandatory Indemnification.

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

417

418 **Article VII. Books & Records**

419

420 Section 1. Books and Records.

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

423

424 **Article VIII. Finance**

425

426 Section 1. Fiscal year.

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

428

429 Section 2. Loans.

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

433

434 Section 3. Fiscal Controls.

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

438

439 **Article IX. Legal Action Fund**

440

441 Section 1. Establishment.

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

444

445 Section 2. Funding.

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

449

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

451

452 Section 1. Amendments.

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

457

458 Section 2. Proposed Amendments by the Directors.

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

462

463 Section 3. Proposed Amendments by the Members.

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