

**BY-LAWS OF
DISTRICT IV NABP/AACP**

ARTICLE I

OFFICES

SECTION 1. Office. The initial registered office of District IV NABP/AACP ("District IV") in the State of Michigan shall be in the City of Plymouth, County of Wayne. The Executive Committee may change the location of the registered office of District IV.

SECTION 2. Purpose. District IV represents one of eight (8) independent regional chapters of the National Association of Boards of Pharmacy and the American Association of Colleges of Pharmacy. The purpose for which District IV is organized is as follows:

(A) To provide educational programs of material benefit to pharmacy faculty, college administrators, board of pharmacy members and board administrators, and to provide a forum for discussion of issues related to pharmacy practice, education and regulation.

(B) District IV shall be operated in conformity with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation ("Code"). No part of the earnings of District IV shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that District IV shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article.

No substantial part of the activities of District IV shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as provided in Section 501(h) of the Code) and District IV shall not participate in, or intervene on behalf of or in opposition to any candidate for public office.

District IV shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

(C) To acquire, own, dispose of and deal with property and interest therein and to apply gifts, grants, bequests and devise the proceeds thereof in furtherance of the purposes of District IV.

(D) To do such things and to perform such acts and to accomplish such purpose as the Executive Committee may determine to be appropriate and as are not forbidden by Section 501(c) of the Code, with all of the power conferred on non-profit corporations under the laws of the State of Michigan.

SECTION 3. Non-Profit Operation. District IV shall be operated exclusively for non-profit, tax exempt, purposes within the meaning of Section 501(c)(6) of the Code as a Michigan non-profit Corporation. No member of the Executive Committee, Trustee, Officer or Member of District IV shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of District IV shall inure to the benefit of any Director, Trustee, Officer or private member or individual. No substantial part of the activities of District IV shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall District IV participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE II

MEMBERS

SECTION 1. Eligibility for Membership. The Members of District IV currently consist of five (5) State Boards of Pharmacy (Illinois, Indiana, Michigan, Ohio and Wisconsin) and 15 Colleges of Pharmacy located in those state. In addition, there are two (2) international Members, New South Wales, Australia and South Africa.

- (A) Each college of pharmacy that is a full voting member of the American Association of Colleges of Pharmacy and each board of pharmacy in the states of Illinois, Indiana, Michigan, Ohio and Wisconsin is eligible to be a Member of District IV.
- (B) Each college or school of pharmacy and each board of pharmacy located in New South Wales, Australia and South Africa is eligible to be a Member of District IV.

SECTION 2. Annual Meetings.

- (A) An annual meeting of the membership shall be held within the district (Illinois, Indiana, Michigan, Ohio and Wisconsin) at a date and time and place established by Executive Committee resolution.
- (B) Two business meetings shall be held during each annual meeting of the membership to discuss matters relating to organizational operation.

SECTION 3. List of Members. The District IV Secretary or the agent of District IV having charge of the membership records shall make and certify a complete list of the Members and its representatives entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each Member, be produced at the time and place of the membership meeting, be subject to inspection by any Member during the whole time

of the meeting, and be prima facie evidence of the Members entitled to examine the list or vote at the meeting.

SECTION 4. Quorum. Unless a greater or lesser quorum is required by statute, Members present in person or by proxy who, as of the record date, represent fifty percent (50%) or more of the Members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the Members present.

SECTION 5. Voting. Each Member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by the Members entitled to vote, unless a greater vote is required by statute.

SECTION 6. Robert's Rules of Order. Unless it is otherwise specified by these By-Laws, all meetings, voting, and procedures are to be governed by Robert's Rules of Order.

ARTICLE III

EXECUTIVE COMMITTEE

SECTION 1. General Powers. An executive committee shall be elected by the Members and shall have responsibility for organizational oversight including fiscal operation and management, meeting planning and organization and performance of appointed District IV officers.

The Executive Committee shall appoint the officers of District IV and have management of the property and funds of District IV and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Sections 501(c)(6) of the Code not inconsistent with these By-Laws and with the Articles of Incorporation, or with the laws of the State of Michigan, including the power, duty, and responsibility to do all things which are lawful and necessary to the complete execution of the purposes for which District IV is formed. The general policies under which District IV shall operate in the fulfillment of its purposes shall be established and its business and affairs managed, controlled, and directed by the Executive Committee.

SECTION 2. Number, Tenure and Selection. The Executive Committee shall consist of three persons elected from Member colleges and three persons elected from Member boards of pharmacy. Each person shall serve a term of three years and terms will be staggered. If a mid-term vacancy occurs, the Executive Committee shall appoint a replacement to fill the unexpired term. Nominations for the Executive Committee will be solicited from Member boards and colleges prior to the annual meeting and elections held during each year's annual meeting.

SECTION 3. Appointment of Officers. The Executive Committee shall appoint a President who shall serve as the Chief Executive Officer (CEO). The person serving as CEO shall be an ex-officio member of the Executive Committee and will serve as chair. The Executive Committee may appoint a secretary and/or a treasurer, however if no such appointments are made, the President will be responsible for carrying out the responsibilities of the unfilled office(s). The Executive Committee may appoint other individuals to serve in such offices or in such other capacities as it deems necessary to assure the orderly conduct of the business of District IV. Special committees may be appointed for the purposes and terms which the Executive Committee approves.

SECTION 4. Business. The business and affairs of District IV shall be managed by the Executive Committee who shall report to the Members. The Executive Committee shall meet as often as necessary to conduct the business of District IV, but at least annually.

SECTION 5. Annual Meeting. The Executive Committee shall meet each year during the Annual Meeting of the Members.

SECTION 6. Special Meetings. Special meetings of the Executive Committee may be called by the CEO upon written request of at least two (2) members of the Executive Committee.

SECTION 7. Notice of Special Meetings. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

SECTION 8. Waiver of Notice. Attendance at an Executive Committee meeting constitutes a waiver of notice of the meeting, except where someone attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 9. Electronic Participation. A member of the Executive Committee may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

SECTION 10. Quorum. A quorum of the Executive Committee consists of four members excluding the CEO.

SECTION 11. Voting. Each member of the Executive Committee is entitled to one (1) vote on each matter submitted to a vote. When an action is to be taken by a vote of the Executive Committee it shall be authorized by a majority of the votes cast by the Executive Committee. The CEO may cast a vote only if necessary to break a tie.

SECTION 12. Action by Written Consent. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Executive Committee or a committee thereof may be taken without a meeting if, before or after the action, not less than three-quarters of all members of the Executive Committee consent to the action in writing. Written consents shall be filed with the minutes of the proceedings of the Executive Committee. The consent has the same effect as a vote of the Executive Committee for all purposes.

SECTION 13. Compensation of Members of Executive Committee. No member of the Executive Committee shall be entitled to any compensation for his or her services as a member of the Executive Committee or as an officer. However, the foregoing shall not prevent District IV from providing reasonable compensation to the member or officer for services which are beyond the scope of his or her duties, reimbursing any member or officer for expenses actually and necessarily incurred in the performance of his or her duties, or from entering into a contract directly or indirectly with a member or officer for the provision of goods or services to District IV, if such contract is in the best interest of District IV and on fair and reasonable terms. In addition, District IV may provide reasonable compensation to Officers and staff who will handle the day-to-day activities of District IV.

SECTION 14. Robert's Rules of Order. Unless it is otherwise specified by these By-Laws, all meetings, voting, and procedures are to be governed by Robert's Rules of Order.

ARTICLE IV

OFFICERS

SECTION 1. Officers. The Executive Committee shall appoint a President who shall serve as the Chief Executive Officer (CEO). The Executive Committee may appoint a secretary and/or a treasurer, however if no such appointments are made, the President will be responsible for carrying out the responsibilities of the unfilled office(s). The Executive Committee may appoint other individuals to serve in such offices or in such other capacities as it deems necessary to assure the orderly conduct of the business of District IV

Two or more offices may be held by the same person, however no person may execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation to be executed, acknowledged, or verified by two or more officers.

SECTION 2. Compensation. Compensation of Officers, if any, shall be established from time to time by the Executive Committee.

SECTION 3. The President The President will serve as the Chief Executive Officer (CEO) and shall be appointed to serve a three (3) year term, or until a successor is named. The President shall be privileged to attend and participate without vote in the meetings of all committees of which he/she is not otherwise a member. He/she shall, subject to the control of the Executive Committee, have general and active management of the District IV business and affairs with such general powers and duties of supervision and management as are usually vested in the office. The President shall have power to appoint or discharge employees or agents, and to prescribe their duties and to fix their compensation.

The President shall preside at all meetings of the Executive Committee. He/she shall appoint, with the approval of the Executive Committee, members of all committees, and shall be an ex officio member of all committees.

Unless otherwise provided for in these By-Laws, the President shall sign all corporate documents and agreements on behalf of District IV, except when he/she or the Executive Committee instruct what signing be done with or by some other officer, agent, or employee. He/she shall see that all actions taken by the Executive Committee are carried out and shall perform all other duties incident to the office; subject, however, to his/her right and the right of the Executive Committee to delegate any specific power to any other officer of District IV. The President may not negotiate for or enter into any agreement on behalf of the District IV without the prior consent of the Executive Committee.

SECTION 4. Secretary. A Secretary may be appointed by the Executive Committee to serve a three (3) year term, or until a successor is named. If no Secretary is appointed, the President shall carry out the roles and responsibilities of the office. The Secretary shall cause a record to be kept in permanent record form of all the meetings of the Executive Committee. The Secretary is responsible for providing notice to Members as required by law, the Articles of Incorporation, or by these By-Laws. He/she shall be the custodian of the corporate records, including a register of the names and addresses of each officer and Member. The Secretary shall perform all duties incidental to his/her office and other duties assigned to him/her by the Executive Committee.

SECTION 5. Treasurer. A Treasurer may be appointed by the Executive Committee to serve a three (3) year term, or until a successor is named. If no Treasurer is appointed, the President shall carry out the roles and responsibilities of the office. The Treasurer shall be responsible for the safeguarding of all funds received by the District IV and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Executive Committee. The Treasurer shall cause a monthly financial report to be made to the Executive Committee.

SECTION 6. Removal and Resignation. Any officer appointed or elected by the Executive Committee may be removed by the Executive Committee with or without cause pursuant to these By-Laws. The authority of all other officers to act may be suspended by the

Executive Committee or by the CEO for cause. An officer's removal shall not prejudice his contract rights, if any. However, appointment to an office does not itself create contract rights. An officer may resign by providing written notice to District IV. Notice of resignation is effective upon receipt or at a subsequent time designated in the notice.

SECTION 7. Vacancies. In the event of an officer's death, resignation, removal or other inability to serve, the Executive Committee shall select a successor who shall serve until the expiration of the normal term of such officer

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Executive Committee may authorize any officer or officers, or agent or agents to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of District IV. The authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by a written instrument. When the Executive Committee authorizes the execution of a contract or of any other instrument in the name of and on behalf of District IV without specifying the executing officers, the President may execute the instrument.

No contract or transaction between District IV and one or more of its officers, or between District IV and any other corporation, partnership, association or other organization in which one or more of its officers are Directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the officer is present at or participates in the meeting of the Executive Committee or a committee of the Executive Committee which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if:

(A) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Executive Committee or the committee, and the Executive Committee, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested members of the Executive Committee, even though the disinterested members are less than a quorum; or

(B) The contract or transaction is fair to District IV as of the time it is authorized, approved or ratified by the Executive Committee.

SECTION 2. Loans. No loans shall be contracted on behalf of District IV, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the

Executive Committee. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of, withdrawal by an officer of District IV other than on ordinary and usual terms of payment and security shall be made or permitted, unless each transaction is approved by a vote of two-thirds (2/3) of the members of the Executive Committee, excluding any officer involved in the transaction. A full and detailed statement of all transactions and any payments shall be submitted at each Annual Meeting of the Members, and the aggregate amount of such transactions, less any repayments, shall be stated in each Annual Report to officers.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of District IV shall be signed in accordance with the policies established by the Executive Committee.

SECTION 4. Deposits. All funds of District IV not otherwise employed shall be deposited from time to time to the credit of District IV in the banks, trusts, companies, or other depositories that are selected by the Executive Committee.

ARTICLE VI

SELECTION OF YEAR

SECTION 1. The fiscal year of District IV shall begin on the 1st day of September and end on the last day of August in each year.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. Provided such indemnification does not violate the status of District IV as an organization described in Section 501(c)(6) of the Code and subject to all of the other provisions of this Article, District IV shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of District IV). Such indemnification shall apply only to a person who was or is an Officer of District IV, a member of its Executive Committee, or who was or is serving at the request of District IV as an Officer, Director, Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of

District IV or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of District IV or its Members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Derivative Actions. Subject to all of the provisions of this Article, District IV shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of District IV to procure a judgment in its favor because (a) the person was or is an Officer of District IV (b) the person was or is a member of the Executive Committee, (c) the person was or is serving at the request of District IV as an Officer, Director, Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of District IV or its Members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to District IV unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

SECTION 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of an Officer as an employee or agent of District IV as well as in such person's capacity as a member of the Executive Committee. Except as provided in Section 3 of this Article, District IV shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Executive Committee.

SECTION 5. Determination that Indemnification is Proper. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by District IV only as authorized in the specific case. District IV must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set

forth in Sections 1 or 2, which is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Executive Committee consisting of members who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of members of the Executive Committee who are not parties to the action. The committee shall consist of not less than two disinterested members.
- (c) By independent legal counsel in a written opinion.
- (d) By the Members.

SECTION 6. Proportionate Indemnity. If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, District IV shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 of this Article may be paid by District IV in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses. If it is ultimately determined that the person is not entitled to be indemnified by District IV. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 8. Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with District IV. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 9. Indemnification of Employees and Agents of District IV. District IV may, to the extent authorized from time to time by the Executive Committee, grant rights to indemnification and to the advancement of expenses to any employee or agent of District IV to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Officers of District IV.

SECTION 10. Former Officers. The indemnification provided in this Article continues for a person who has ceased to be an Officer or member of the Executive Committee and shall inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 11. Insurance. District IV may purchase and maintain insurance on behalf of any person who (a) was or is an Officer, employee, or agent of District IV or (b) was or is serving at the request of District IV as an Officer, Director, employee or agent of another District IV, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not District IV would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

SECTION 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to District IV and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits District IV to provide broader indemnification rights that such provisions permitted District IV to provide before any such change.

ARTICLE VIII

AMENDMENTS

The By-Laws may be amended or altered during a business meeting of the Members by the affirmative vote of a majority of colleges of pharmacy present and voting and the affirmation vote of a majority of boards of pharmacy present and voting provided notice of the proposed change is given at least one (1) month prior to the annual meeting.

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