



# American Society for Pharmacy Law Bylaws

## ARTICLE I: NAME AND ORGANIZATION

**Section 1.1 Name** – The name of this Association will be the American Society for Pharmacy Law (“ASPL”).

**Section 1.2 Organization** – ASPL is a non-profit corporation incorporated in the District of Columbia. The principal office of ASPL will be located in the State of Illinois or such other state as the Board of Directors determines. ASPL is tax-exempt under section 501(c) (3) of the Internal Revenue Code.

## ARTICLE II: PURPOSE

**Section 2.1** ASPL is an organization of attorneys, pharmacists, students, and others interested in law and compliance applicable to pharmacies, pharmacists and technicians; pharmaceutical manufacturers and distributors; state and federal governments that regulate food, drugs, and I devices; third party payors; food, drug, and medical device policy issues; pharmaceutical care; and other related entities and issues (“Pharmacy Law”). ASPL’s purpose is to:

- (a) Further knowledge in Pharmacy Law;
- (b) Communicate accurate legal educational information; and
- (c) Provide educational opportunities for pharmacists, attorneys, and others who are interested in Pharmacy Law.

## ARTICLE III: MEMBERSHIP

**Section 3.1 Rights** – A person will have the rights, privileges and duties prescribed by the Bylaws regarding the membership category of which the person is a Member.

### Section 3.2 Categories of Membership

(a) **Member:** A person holding a degree in either pharmacy or law or both, or who has an interest in Pharmacy Law.

(b) **Student Member:** A person currently enrolled at an accredited institution and actively matriculating in a degree program in pharmacy, law, or other related field and who pays dues set for this category of membership.

(c) **Retiree Member:** A person holding a degree in either pharmacy or law or both, or has an interest in Pharmacy Law, who has retired from full-time employment. Dues are to be 50% of active member annual dues.

(d) **Disputes:** Any person qualifying under Article III of the Bylaws as an ASPL Member will be admitted to membership upon payment of dues. ASPL membership will be on an annual basis commencing on January 1 and ending on December 31 of each year. The Board of Directors will resolve any dispute regarding qualification for membership.

## **ARTICLE IV: BOARD OF DIRECTORS**

**Section 4.1 Composition and Term** - The ASPL Board of Directors will be comprised of eight (8) to eleven (11) voting Directors:

- (a) President,
- (b) President-Elect,
- (c) Immediate Past-President,
- (d) Treasurer, and
- (e) Four (4) to seven (7) additional Directors who are not officers (“Directors at Large”).

The Board of Directors will also include a Secretary who will be *ex officio*.

At the Annual Meeting of the Members, the President-Elect will automatically succeed to the office of President and the President will automatically succeed to the office of Immediate Past President. The President is not eligible to serve consecutive terms.

### **Section 4.2 President**

(a) The President will be the chief executive officer of ASPL and chairman of the Board of Directors.

(b) The President is responsible for coordinating the activities of ASPL and its Board of Directors and for announcing the time and place of all ASPL meetings and its Board of Directors.

(c) The President may appoint such committees as deemed necessary to effectuate the purposes of ASPL.

**Section 4.3 President-Elect** - The President-Elect will be an Officer and Director of ASPL and vice-chairman of the Board of Directors

**Section 4.4 Immediate Past President** - The Immediate past-president will be a member of the Board of Directors and an Officer of ASPL.

**Section 4.5 Secretary** - The Secretary will be the chief operating officer and responsible for taking the minutes of all of the ASPL meetings and of its Board of Directors; for coordinating the distribution of information of interest to the membership via a newsletter or other appropriate publications; for receiving all monies coming from any source to ASPL and advising the Treasurer of all receipts; for maintaining membership information for mailing lists and other purposes; and for other duties to be specified by the President or the Board of Directors. The Secretary shall be an ex-officio member of the Board of Directors, without vote. At the Board of Directors' sole discretion, the duties of the Secretary will be fulfilled by

- (a) An individual elected by the Board; or
- (b) A contractor appointed by the Board. The Secretary may be given a public title as agreed to by the Board.

#### **Section 4.6 Treasurer**

(a) The Treasurer will be elected by ASPL to a two (2) year term, in the manner set forth in Section 4.12 of the Bylaws. The Treasurer will be an Officer of ASPL and a member of the Board of Directors. The Treasurer may be reelected to additional terms.

(b) The Secretary will provide the Treasurer information and data regarding the receipt of monies and will pay out monies only on the authorization of and in accordance with the procedures adopted by the Board of Directors.

(c) The Treasurer will present to the Board of Directors a complete financial statement upon request and will present at the ASPL Annual Meeting a complete financial statement for the period since the preceding Annual Meeting.

**Section 4.7 Directors at Large** - There will be four (4) to seven (7) Directors at Large. Each will be elected in the manner as set forth in Section 4.12(c) of the Bylaws for a two (2) year term. Directors at Large may serve no more than two (2) full terms consecutively. Two (2) or four (4) Directors at Large will be elected each year.

**Section 4.8 Manner of Acting** - The Board may transact business by correspondence, telephone, or other electronic means of communication. A quorum for the conduct of any business at the Annual Meeting of the Board of Directors, or at any other special meeting of the Board as the President will convene, will be six (6) voting Directors.

**Section 4.9 Duties of the Board of Directors** - The duties of the Board of Directors will be to plan the ASPL Annual Meetings and other ASPL meetings and events and to carry on ASPL's business; provided that neither the Board of Directors nor any Director will be empowered to make any statements of public policy on behalf of ASPL.

**Section 4.10 Restriction on Compensation** - No voting Director will receive compensation for the Director's services as a Director. Officers and Directors at Large may be reimbursed for traveling and other necessary expenses that may be incurred by them in the performance of their duties. A voting Director may be compensated for work done for ASPL by such Director that is not part of the regular duties of a voting Director as described in the Bylaws upon a vote of the majority of voting Directors.

**Section 4.11 – Nomination, Election and Removal of Officers and Directors**

(a) The President will appoint a Nominating Committee composed of at least three (3) ASPL Members to nominate Members for election in accordance with these Bylaws. The Committee will nominate, insofar as possible, two individuals as candidates for each open position. The slate of candidates will be approved by a majority vote of voting Directors.

(b) Proposed nominations for Officers or Directors at Large must be accompanied by a biographical sketch of the proposed nominee. The proposed nominee must provide written consent to be nominated. A proposed nomination may be made by any ASPL Member.

(c) The list of candidates and biographical material will be distributed to all Members with the election ballots.

(d) A voting Director of the Board of Directors of ASPL may be removed from office for any reason by a two-thirds (2/3) vote in favor of removal by the whole Board of Directors, excluding the vote of the affected voting Director. Voting Directors may only vote at a meeting, which may take place in person or by telephone. A meeting to remove a voting Director from office may be called by any two (2) voting Directors. The vote will be taken by secret ballot and no indirect means of voting (e.g. proxy) will be permitted. The Secretary will tally the ballots and will announce only the result. The ballots will be available to any Director upon request and must be kept for at least 3 years.

(e) The Secretary of the Board of Directors of ASPL may be removed from office for any reason by a majority vote of the voting Directors in favor of removal of the Secretary.

**Section 4.12 - Elections**

(a) To be eligible to serve on the Board of Directors, one must be an ASPL Member.

(b) Elections will take place by mail, facsimile or electronic ballot. Ballots will be sent to Members at least ninety (90) days prior to the Annual Meeting. A date will be determined by the Board of Directors by which all ballots will be returned. Such date will be not less than thirty

(30) days from the date on which the ballots were sent. The Secretary will count the votes and report the results to the Board of Directors.

(c) Officers will be elected by a majority of the votes cast. Directors at Large may, at the Board of Directors' discretion, be elected by (i) a majority of votes cast; or (ii) slating candidates for Director at Large positions as pairs, in which the two candidates in each pairing run only against one another. If candidates are slated in pairs in accordance with (ii) above, the candidate in each pair who receives the majority of the votes cast will be elected.

**Section 4.13 Resignation** - All Officers and Directors at Large will hold office for their specified terms and until their successors are elected and qualified. Any Officer or Director at Large who becomes unable to continue serving may resign by written notice to the Secretary of ASPL. The resignation will be effective upon receipt thereof by the Secretary of ASPL or at such subsequent time as will be specified in the notice of resignation. In the event of such resignation, or in the event of the death or removal of an Officer or Director at Large, the Board of Directors, by majority vote, will appoint another ASPL Member to fill the unexpired term. Any Member so appointed will be eligible for reelection, except if appointed as President-Elect. The President-Elect, in the event of the death, removal, or resignation of the President, will succeed to the presidency for the remainder of the term and will serve as President for an additional one (1) year term, except that Member appointed to fill the position vacated by the President-Elect will not automatically succeed to the presidency. In such event, the position of President will be voted upon at the time of the next annual election.

## **ARTICLE V: COMMITTEES**

The Board of Directors can establish such committees as are necessary to conduct ASPL's business by vote of a majority of the members of the Board of Directors then in office. The President will designate members of the committees so established. No committee will make, alter, or repeal the Bylaws, elect or appoint any Director at Large, or remove any Officer or Director at Large; or amend or repeal any action previously adopted by the Board. The designation of any committee and the delegation of authority thereto will not operate to relieve the Board of Directors, or any individual Officer or Director at Large, of any responsibility imposed upon them.

## **ARTICLE VI: VOTING RIGHTS**

Each ASPL Member will be entitled to one (1) vote on all matters taken before the Members, including the election of Officers and Directors at Large.

## **ARTICLE VII: ANNUAL MEETING**

### Section 7.1 Time, Place, and Notice

(a) ASPL will hold at least one (1) meeting annually at a time and place to be determined by the Board of Directors.

(b) The Secretary will provide written notice of the meeting to all ASPL Members not less than 30 (thirty) days prior to the meeting.

(c) The Board of Directors will prepare the agenda for ASPL meetings and make the agenda available to the membership by appropriate means. Any Member can propose an item.

### **ARTICLE VIII: SOCIETY'S MARK OR LOGO**

The name, logo, and other marks of ASPL will be used on official ASPL letterhead and printed and electronic materials issued by ASPL. The ASPL's marks or logo will not be used by Members without approval by the Board of Directors. The Board of Directors will take reasonable measures to ensure that ASPL's marks, logo, and the name of ASPL are not misused and are protected under applicable laws.

### **ARTICLE IX: MINUTES OF MEETINGS**

The Secretary will record the minutes of ASPL's meetings. A copy of the minutes, as approved by the Board of Directors, will be made available to Members who request it. Such minutes will be available within thirty (30) days following the meeting.

### **ARTICLE X: CONDUCT OF MEETINGS**

The conduct of meetings will be governed in accordance with the applicable requirements of the jurisdiction in which ASPL is incorporated.

### **ARTICLE XI: DUES**

The Board of Directors will determine annual dues for ASPL membership categories.

### **ARTICLE XII: AMENDMENTS TO THE BYLAWS**

Amendments may be made to these Bylaws by a two-thirds (2/3) vote of the ASPL Members voting. Such vote on any Bylaw amendments will be by mail, facsimile, in person or electronic mail. A return date will be specified for the return of ballots. Such date should not be less than thirty (30) days from the date the ballots are sent to Members. A proposed amendment to these Bylaws will be submitted in writing and subscribed to by at least five (5) ASPL Members and submitted to the Secretary of ASPL. Such proposed amendment requires approval by the Board of Directors by way of a majority vote of voting Directors in order to be placed on a ballot and voted upon by Members as described herein. The mailing and counting of the ballots will

be supervised by the Board of Directors. Ballots will be sent to all Members within three (3) months of approval of any proposal to amend the Bylaws.

### **ARTICLE XIII: EFFECT OF DISSOLUTION OF ASPL**

In the event of the dissolution of ASPL, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets, exclusively for the purposes of ASPL in such manner as the Board of Directors will determine to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes as at the time will qualify as an exempt organization under Section 501c(3) of the Internal Revenue Code of 1986, as amended.

*Bylaws Approved October 18, 2023.*