

PHARMACY POLITICAL ACTION COMMITTEE OF NEW YORK STATE

Article I - Preamble

The Pharmacy Political Action Committee (RxPAC) is a non-partisan, voluntary, non-profit, unincorporated association of pharmacists, pharmacy owners and other persons with an interest in pharmacy in the context of the political process in New York. RxPAC is an independent, autonomous organization and not a branch or subsidiary of any national or any other political action committee.

Article II – Mission and Purposes

The mission of RxPAC is to conduct its business in a manner that builds support for the licensed profession of pharmacists and the successful operation of pharmacies in New York.

The purposes of RxPAC are: (1) to stimulate pharmacists, pharmacy owners and others to take an active part in civic affairs including the election of qualified candidates to state office; (2) to encourage pharmacists, pharmacy owners and others to understand the political process, be aware of political issues and to be familiar with candidates for public office; (3) to assist pharmacists, pharmacy owners and others to organize themselves for effective political action.

Article III – Membership

Any person who contributes to RxPAC shall be a voting member.

There shall be five categories of membership based on monthly recurring contributions made to RxPAC during a calendar year:

Silver \$300 per year (\$25 per month)

Gold \$600 per year (\$50 per month)

Platinum \$1200 per year (\$100 per month)

Titanium \$2400 per year (\$200 per month)

Diamond \$4800 per year (\$400 per month)

The Board of Directors is authorized to establish additional categories of membership.

Article IV – Meetings

There shall be two meetings per year for members of RxPAC to take place at the same location and at an announced time during Midwinter meeting and the June meetings of the Pharmacists Society of the State of New York. The June meeting shall be the Annual Membership meeting of RxPAC for the purpose of electing board members and officers and transacting other official business of RxPAC.

Article V – Board of Directors

Section 1. Composition

There shall be at least five members of the board and no more than ten that, to the extent possible, represent all regions of the state.

Section 2. Compensation

RxPAC board members shall serve without compensation.

Section 3. Qualifications and selection

To be eligible to serve on the Board of Directors, an individual must be contributing at the rate of \$300 per year or be enrolled as a recurring contributor in the current year at the silver membership level.

Board members shall be elected at the Annual Meeting by a majority vote of RxPAC members present.

Section 4. Term

Board members shall serve two-year terms and may serve consecutive terms.

Section 5. Nominating Committee

The Nominating Committee shall consist of three members of the current Board of Directors who shall meet prior to the Annual Meeting to review qualifications and recommend individuals to serve for the subsequent two-year term. The Nominating Committee shall to the extent possible select candidates from different parts of the state.

Section 6. Responsibilities

Board members shall be advocates for RxPAC and shall promote RxPAC at regional meetings and other local, regional and statewide programs and actively participate in raising funds for RxPAC. Board members shall be willing to represent RxPAC at political events.

Board members shall establish policies that are non-partisan, politically effective and consistent with applicable state laws and regulations. No member of the RxPAC Board of Directors shall have a direct tie to any political party, candidate or campaign and shall disclose any indirect tie to a party, candidate or campaign before becoming a member of the board or as soon as practicable thereafter.

The Chairman of RxPAC has the authority to remove a board member who is not fulfilling responsibilities and may, with approval of other members of the board, assign an individual to complete the board member's remaining term of office.

Section 7. Vacancies in Board Positions

In the event a vacancy should occur for any reason in the positions of Chairman, Vice-Chairman, Treasurer or Board Member of RxPAC of NYS, the following process will be employed to enable a smooth succession:

- a) As soon as practical, the nominating committee, will recommend a maximum of 3 candidates to fill the vacancy.
- b) In the event there is more than one candidate for the vacated office, a vote will be taken among the remaining board members of the organization. The resigning officer or board member will not be eligible to vote. If there is one candidate, the Chair of the nominating committee will cast one vote for that candidate.
- c) The person chosen resulting from that vote will be sworn into the vacated position, and assume its responsibilities as soon as practical.

Section 8. Meetings

The Board of Directors shall meet at least quarterly, and more often as necessary as determined by the Chairman. At least seven days notice with an agenda must be provided to every member of the Board of Directors and officers prior to any meeting of the Board. The Board of Directors may conduct official business in both in-person meetings as well as meetings by conference call.

The Secretary shall provide notice of board meetings in writing either by first class mail or by electronic communication. When the board meeting notice is by electronic communication, the Secretary shall confirm that each board member has received the notification seven days prior to the scheduled meeting. Otherwise notice shall be deemed to have been given when deposited in the mail or delivery service.

Section 9. Quorum

A simple majority of members of the Board of Directors and Officers shall constitute a quorum.

Article VI – Officers

The officers of RxPAC shall be Chairman, Vice-Chairman, Secretary and Treasurer.

Section 1. Compensation

RxPAC officers shall serve without compensation.

Section 2. Qualifications and selection of Chairman, Vice-Chairman and Treasurer

To be eligible to serve as Chairman, Vice-Chairman and Treasurer, individuals must meet the board member requirements. The Chairman and Vice-Chairman shall be elected by a majority vote of members present at the Annual Meeting. The Treasurer shall be appointed by the Chairman in consultation with the Secretary.

Section 3. Secretary

The Executive Director of the Pharmacists Society of the State of New York shall be Secretary of RxPAC. The Secretary shall keep accurate membership and financial records of RxPAC.

Section 4. Treasurer The Treasurer shall register and make such reports and filings as are required by the laws and regulations of the State of New York.

Section 5. Term

The Chairman, Vice-Chairman and Treasurer shall serve two-year terms, beginning immediately upon election at the Annual Meeting. The Chairman, Vice-Chairman and Treasurer shall each be eligible to serve an additional consecutive two-year term, for a total of four years.

Section 6. Responsibilities of Officers

Every officer shall have the same responsibilities as the Board of Directors. The Chairman shall convene meetings of the Board of Directors at least quarterly.

The Chairman may be removed by a vote of a majority of Board Members for failing to fulfill responsibilities of the position or the policies of RxPAC.

Article VII – Consultant

The main lobbyist of the Pharmacists Society of the State of New York shall serve as political consultant to RxPAC.

Article VIII – Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any officer or any former officer and may by resolution of the Board of Directors indemnify any employee or consultant, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer, employee or consultant. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to RxPAC for damages arising out of his or her own gross negligence in the performance of a duty to RxPAC.

Article IX – Amendments to the ByLaws

The By-Laws may be amended upon an affirmative vote of two-thirds of the members present at any regular or special meeting of the membership. The notice of any meeting at which by-laws are proposed to be amended shall be given at least thirty days prior to the meeting, and such notice shall set forth a summary of the proposed amendment(s).