BYLAWS
OF
International Academy of Compounding Pharmacists

ARTICLE I
OFFICES

Section 1. Principal Office. The Corporation shall maintain a principal office in the State of Texas.

Section 2. Address of Registered Agent. The Corporation shall maintain a registered agent in the State of Texas identical with the principal office of the Corporation.

ARTICLE II
PURPOSE

Section 1. Specific Purposes. The International Academy of Compounding Pharmacists (the Academy) is a non-profit organization established under section 501 (c)(6) of the Internal Revenue Code, and is incorporated and established under the laws of the State of Texas. The purposes of the Academy shall be consistent with those of professional and trade associations, specifically to promote, upgrade, defend, and safeguard the common professional and economic interests of the members of the Academy.

Recommended Change: The 2013 Bylaws Review Committee recommends the addition of the word “defend” to the overall purpose of IACP.

ARTICLE III
MEMBERSHIP

Section 1. Classes of Members. The Academy shall have two (2) classes of voting members and two (2) classes of non-voting members designated as follows:

Notes to Bylaws Review Committee Recommendations
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Proposed Revision to the IACP Bylaws

2013 Bylaws Review Committee – Report to the Board of Directors

23 October 2013 – 12 December 2013

Page 2

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(a) **Active Pharmacist** Members. Active *pharmacist* members shall be all individuals who have earned a degree in pharmacy, are licensed or registered in the country, state, province and/or territory in which they practice and are *actively* engaged in pharmacy compounding. **Active technician members shall be individuals who have earned the designation in the country, state, province and/or territory in which they practice and are engaged in pharmacy compounding.**

**Recommended Change:** The 2013 Bylaws Review Committee recommends the clarification that active members in the association are both pharmacists and technicians who are engaged in the practice of pharmacy compounding. The previous bylaws did not reference technicians specifically and they are a critical component of the delivery of pharmacy compounding services.

(b) **Associate Members.** Associate members shall be individuals who are not required to be engaged in *medical pharmacy* compounding or to be licensed or registered pharmacists. Associate members will have all the rights and privileges of the active *pharmacist* members of the Academy.

**Recommended Change:** The 2013 Bylaws Review Committee recommends the substitution of the word “medical” with *pharmacy*. The Committee also recommends removing the word “pharmacist” from references to active members to be consistent with Section 1 (a) above and the addition of technicians as active members.

(c) **Student Members.** Student members shall be individuals enrolled in an accredited school of pharmacy. Student members shall not have voting rights and may **shall** not hold office in the Academy.

**Recommended Change:** Legal recommendation to clarify that “shall” is the appropriate qualifier to eliminate the more “optional” intent of “may.”

(d) **Honorary Members (non-voting).** Honorary members shall be individuals who are elected to membership based upon their commitment to the Academy, upon such criteria as determined from time to time by the Board of Directors. Honorary members shall not have voting rights and may **shall** not hold office in the Academy, unless otherwise eligible as an active or **associate** member.

**Recommended Change:** Legal recommendation to clarify that “shall” is the appropriate qualifier to eliminate the more “optional” intent of “may.” Correction of spelling error in original document.
(e) Corporate Members. Corporate members shall be firms or Associations who are interested in advancing the art and science of pharmacy compounding. Corporate members may not vote or hold office.

**Recommended Change:** Legal recommendation to clarify that “shall” is the appropriate qualifier to eliminate the more “optional” intent of “may.”

Section 2. Qualification. Members specified in subsections (a), (b), (c), (d) and (e) of Section 1 of this Article may at all times continue to meet the criteria for their particular class of membership as specified above. Members shall be in good standing as long as they have paid and continue to pay in a timely manner the dues and assessments required of them under the particular class of membership which they select. The Board of Directors of the Academy may establish standards and procedures for the acceptance of applications for new or renewal of membership including, but not limited to, the rejection or removal of a member from the Academy.

**Recommended Change:** Legal recommendation to clarify that “shall” is the appropriate qualifier to eliminate the more “optional” intent of “may.” The Committee recommends adding new language which empowers the Board of Directors to create a means for accepting or rejecting members including removal (e.g., for non-payment of dues or other reasons). This wording was moved from a previous draft to the more appropriate category of “Qualification.”

Section 3. Membership.

(a) Voting. Only active members, and associate members and those honorary members eligible to be active or associate members shall have voting rights, and shall have one (1) vote upon each matter submitted to a vote. They may vote either in person or by print or electronic ballot forms in the case of those matters for which balloting is permitted in these Bylaws.

**Recommended Change:** Wording improvement and clarification consistent with previous Section 1(d) on Honorary Members that such individuals shall not have voting rights.

(b) Office in the Academy. Only active members, and associate members and those honorary members eligible to be active or associate members shall be eligible to hold office in the Academy.

**Recommended Change:** Wording improvement and clarification consistent with previous Section 1(d) on Honorary Members that such individuals shall not have the ability to hold office.
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(c) **Other Privileges.** Other membership privileges and benefits for all current classes of membership include participation in various activities, programs and publications of the Academy as may be designated by the Board of Directors.

Section 4. Termination of Membership.

(a) The failure of a member to pay dues within **ninety (90) days thirty (30) days** following the due date or to meet other qualifications required for membership in a particular membership category shall result in the **member membership** being automatically **dropped terminated from membership**.

**Recommended Change:** Wording improvement and establishment of membership termination after 30 days as a consequence of the automated association management system. Such policy is consistent with other associations; however, nothing prevents the establishment of processes and procedures for continuing to collect and solicit renewals during the period of non-payment as decided by the Board of Directors.

(b) The membership of an individual shall terminate upon the death of the member.

Section 5. Dues. The Board of Directors may at any meeting of the Board of Directors fix, change, amend or adjust the membership dues applicable to the classes of members enumerated in these Bylaws.

Section 6. Affiliations with Other Professional Organizations. All members shall be encouraged to maintain active membership in local, national and international pharmacy organizations. The Academy will seek affiliate status with the state, national and international organizations that support and promote the mission and vision of the Academy.

Section 7. Sections.

(a) The Board of Directors shall establish sections at the request of membership or to meet a perceived need, and shall determine eligibility requirements for membership within those sections. The purpose for creation of the sections is will be to allow members to interact more effectively, to share common professional interests, establish standards of practice and provide input to the IACP Board related to policy development.

**Recommended Change:** Wording improvement.

(b) The Board of Directors shall adopt administrative rules and other such policies and procedures relating to section activities, as they deem necessary.
Section 8. Membership Year. Annual memberships shall extend for twelve (12) months commencing on
the anniversary date of the membership.

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

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

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

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

Recommended Change: Assuring that the Academy’s responsibility in fulfilling this section is
complete by issuing to the address of record even if the member has not updated either their
physical and/or electronic address.

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

Section 14. Conduct Of Meetings. The President and in his or her absence, the President-Elect, and in
their absence any person chosen by the members present, shall call the meeting of the members to order
and shall preside over such meeting. The Secretary/Treasurer of the Academy shall act as the official
secretary of all meetings of the members and may delegate the recording of the minutes to a staff member.
Meetings of the members shall be conducted according to Robert’s Rules of Order, as revised. The order of
business to be conducted at each meeting of the members shall be determined by the presiding officer.

Section 15. Voting by Ballot. With respect to the election of directors and officers, members shall vote by
print or electronic ballot forms provided by the Academy. Ballot forms shall be made available not less
than thirty (30) days prior to the date set for the voting deadline. The ballot form shall list the names of the
individuals who have been nominated for election, as well as additional space for write-in candidates, and

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shall also include a deadline by which the completed ballot **must shall** be received by the Academy. Any ballot not received by the Academy by the stated deadline shall be considered invalid and shall not be included in determining the votes for directors and officers. The ballot form may also include such other information or instructions as may be necessary or appropriate.

**Recommended Change: Wording improvement.**

**ARTICLE IV**

**BOARD OF DIRECTORS**

Section 1. General Powers. The governance of all the affairs, property and interests of the Academy shall be vested in the Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of voting directors shall be twenty (20). They shall be elected in accordance with Section 3 of this Article. The Board of Directors shall be composed of:

(i) The elected officers of the Academy including one (1) President, one (1) **Chairman of the Board** (Immediate Past President), one (1) President Elect, one (1) Vice President and one (1) Secretary/Treasurer.

(ii) Thirteen (13) District Directors; (1) from District 1, and (2) from Districts 2-7

(iii) Two (2) At-Large-Doctors

**Recommended Change: The 2013 Bylaws Review Committee recommends that the Immediate Past President position be renamed “Chairman of the Board” who shall be responsible for presiding over the meetings of the Board of Directors while the President is responsible for presiding over the meetings of the membership.**

(b) **The Chief Executive Officer The Executive Vice President** of the Academy shall be an ex officio, non-voting member of the Board of Directors.

**Recommended Change: Wording improvement for consistency in naming of the primary staff person of the Academy.**

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Section 3. Election and Term

(a) The District Directors shall be elected by all of the voting members of that District by print or electronic ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible to one-third (1/3) of the Director positions expire/are elected each year.

(b) The Officers and At-Large Directors shall be elected by all of the voting members of the Academy.

(c) The Vice President and Secretary/Treasurer must have served at least one year on the IACP Board of Directors prior to nomination.

(d) Terms for incoming directors shall commence on the first day January, and they shall hold office for a term of three (3) years, or until their successors have been elected. No director shall serve for more than two (2) consecutive full terms.

Section 4. Resignation. An officer or director may resign at any time by filing a written resignation with the President of the Academy.

Section 5. Removal. 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 Directors of the Academy then in office either at a regular meeting or at any special meeting called for that purpose. Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governing policies of the Board of Directors.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors for any cause, the Directors of this Academy may elect an interim director. An interim director elected by the board of Directors shall serve until a successor is elected or the unexpired portion of the term. The term of service of an interim Director shall not be considered as part of the term limitations specified in Section 3.

Recommended Change: There have been several instances of Interim Directors appointed to vacancies which gave rise to whether that period of time should be counted as a “term” as defined within Section 3 above. The 2013 Bylaws Review Committee recommends additional wording here to clarify that interim terms are not intended to be counted within the defined term limitations.

Section 7. Attendance. The Board of Directors may establish in its governing policies a stipulation requiring a minimum level of attendance at regular board meetings. Failure to fulfill this requirement shall be deemed to be a resignation by the director, unless the Board of Directors specifically waives this provision.

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Section 8. Board of Directors Meetings. The Board of Directors shall meet no fewer than three times in each year. All meetings of the Board of Directors shall be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move to closed session for discussion of confidential or controversial issues. Final decisions on such issues, however, may not be made in closed session.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, and shall be called by the President or upon the written request of a majority of the directors.

Section 10. Meetings By Telephone or Other Communication Technology. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting.

Section 11. Notice. Notice of the date, time and place of any annual or special meeting shall be given by written notice either delivered personally, by regular or electronic mail, or by facsimile to each director at least seventy-two (72) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 12. Quorum. A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 13. Conduct Of Meetings. Robert’s Rules of Order, current edition, may be invoked by the President or by a majority vote of those present at a meeting of the Board of Directors at which a quorum is established.

Section 14. Manner of Acting. 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 of Directors, unless the Articles of Incorporation or Bylaws of the Academy require the act of a greater number.

Section 15. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Academy, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

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Section 16. Presumption of Assent. A director of the Academy who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Academy immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 17. Compensation. The Board of Directors of the Academy shall not receive compensation for serving as Board of Directors.

**Recommended Change: Wording improvement.**

Section 18. Committees of the Board of Directors.

(a) Nominations Committee. The Nominations Committee shall be chaired by the Immediate Past President Chairman of the Board (Immediate Past President) and shall include at least three (3) other members elected annually by the Board of Directors. The Nominations Committee shall be responsible for recommending in advance of the October meeting of Board of Directors at least two (2) candidates for each director and officer position which will expire that year other than the positions of President and Immediate Past President Chairman of the Board (Immediate Past President). There shall be a call for nominations in the official communication of the Academy prior to the first meeting of the Nominations Committee.

**Recommended Change: Change to include the role of the newly designated “Chairman of the Board” previously identified as chair of the Nominations Committee.**

(b) Other Committees. The Board of Directors may appoint, from time and time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. The expectations and authority of each board committee shall be explicitly stated in the resolution establishing such committee, and shall be documented in the Board of Directors governing policies governance policies manual. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Academy; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Academy other than in the ordinary course of business; authorizing the voluntary dissolution of the Academy or adopting a plan for the distribution of the assets of the Academy; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or

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repealed by such committee. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE V

OFFICERS

Section 1. **Number. Executive Committee.** The principal officers of the Academy shall be the Immediate Past President, **Chairman of the Board (Immediate Past President),** the President, the President-Elect, Vice President and the Secretary/Treasurer, each of whom shall be elected by the members; and the **Chief Executive Officer** shall be the Executive Vice President, who shall be hired by the Board of Directors.

**Recommended Change:** The 2013 Bylaws Revision Committee recommends the incorporation of the Executive Committee formally into the Academy’s bylaws. Previously the Executive Committee existed only as an appointed Board Committee with responsibilities that varied from term to term of the President or the Board. This establishes continuity and provides for governance and oversight when the Board is not in session, enabling quick response to arising issues and rapid change.

Section 2. **Election and Term of Office.** The officers of the Academy other than the **Chief Executive Officer**, **Executive Vice President** shall be elected by the members by print or electronic ballot prior to the annual meeting. The President shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of **Immediate Past President, Chairman of the Board (Immediate Past President)** and shall serve a term of one (1) year in that office. The President-Elect shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of President and shall serve for a term of one (1) year in that office, at which time he or she shall succeed to the office of Immediate Past President, as provided above, and shall serve for an additional term of one (1) year in that office. The Vice President shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of President-Elect and shall serve a term of one (1) year, at which time he or she will succeed to the office of President for a term of one (1) year, at which time he or she will succeed to the office of **Immediate Past President, Chairman of the Board (Immediate Past President),** as provided above, and shall serve for an additional term of one (1) year in that office. The Secretary/Treasurer’s term shall be three (3) years. Each officer shall serve until a qualified successor is elected upon expiration of the term of the officer, or until the officer’s death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.

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Recommended Change: The 2013 Bylaws Revision Committee recommends incorporation of the newly defined role of Chairman of the Board for the previously termed Immediate Past President in this section.

Section 3. Duties of the Executive Committee. The Executive Committee shall have the following responsibilities:

1. Meet on a regular basis as outlined in the governance policies.
2. Ensure that the directives of the Board of Directors are being fulfilled.
3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf of the membership.
4. The Chairman of the Board, President and Secretary/Treasurer shall be responsible for the annual review and salary recommendation for the Executive Vice President.

Recommended Change: The 2013 Bylaws Review Committee recommends the addition of an entirely new Section 3 that outlines the responsibilities of the Executive Committee.

Section 4. Removal. Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by the vote of a two-thirds (2/3) majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not by itself create contract rights.

Section 4. 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 President, with approval from the Board, may make appointments for the Chairman of the Board, Secretary/Treasurer or Vice President vacancies for the unexpired portion of the term.

Recommended Change: The 2013 Bylaws Review Committee recommends the authorization to the President for the appointment of individuals to fulfill vacancies within the ranks of officers subject to the approval of the Board of Directors. Current language requires the full Board to engage in the identification and selection of a candidate. Essentially, this change enables the President to act as a Nominations Committee for the Board’s approval.

Section 5. President. The President shall serve as the chief governance officer (CGO), commonly referred to as the “Board Chair” of the Academy, and shall represent the Board of Directors to the membership and to outside interests. The President shall be responsible for ensuring that the Board of Directors fulfills its governance responsibilities on behalf of the membership, and shall have authority and obligations as set forth in these Bylaws and the Board of Directors’ governing governance

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Recommended Change: The 2013 Bylaws Review Committee recommends clarification to the duties of the President of IACP consistent with its expansion of the role of the Immediate Past President to that of the Board Chairman (See Section 7 below). The President’s role should be the overall direction of the Academy’s goals/accomplishments during his/her tenure of office rather than the oversight of the Board’s work and administrative oversight responsibilities.

Section 6. 7. Immediate Past President Chairman of the Board (Immediate Past President). The Immediate Past President Chairman of the Board (Immediate Past President) shall serve as the chief governance officer, 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.

Recommended Change: The 2013 Bylaws Review Committee recommends the redefinition of the Immediate Past President role to that of the Board of Directors Chairman. The rationale behind this recommendation is to enable greater time for the President to focus on programmatic and goal setting during his/her term of office and the management of the Board’s business for the term immediately following that of the President.

Section 7. 8. President-Elect. In the absence of the President, or in the event of the President’s death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the Board of Directors. The President-Elect shall, upon the expiration of the one-year (1) term, succeed to the office of President.

Section 8. 9. Vice President. In the absence of the President, the President Elect, or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors. The Vice President shall, upon the expiration of the one-(1) year term, succeed to the office of President-Elect.

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Section 9, 10. Secretary/Treasurer. The Secretary/Treasurer shall:

(a) Keep or cause 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’ governing governance policies.

(b) Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(c) Advise the Board of Directors on matters of fiscal policy.

Section 1011. Chief Executive Officer. Executive Vice President

(a) The Board shall employ a professional manager, titled “Chief Executive Officer” “Executive Vice President”, whose duties, term and compensation may be determined and amended by the Board.

(b) The Chief Executive Officer. Executive Vice President shall manage the day-to-day affairs of the Academy in accordance with these Bylaws, the Board’s governing governance policies and an employment agreement executed by the Board of Directors. The Chief Executive Officer. Executive Vice President shall be a non-voting, ex-officio member of the Board. The Chief Executive Officer. Executive Vice President shall be responsible for the employment of additional staff in a manner consistent with the Board’s Governing Policies governance policies. The Chief Executive Officer may establish operating committees comprised of Board members, his/her staff and/or other interested parties for purposes he/she may deem necessary or beneficial in the performance of his/her duties.

Recommended Change: The 2013 Bylaws Review Committee recommends clarification to the title of the primary staff person to Executive Vice President. Additionally, the appointment of Committees should be reserved to the discretion of the President and/or Board rather than a staff person prompting the removal of the last sentence.
ARTICLE VI

INDEMNIFICATION

Section 1. Mandatory Indemnification. The Academy shall, to the fullest extent permitted, indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Academy. The Academy may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise.

ARTICLE VII

BOOKS AND RECORDS

Section 1. Books and Records. The Academy shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII

FINANCE

Section 1. Fiscal year. The fiscal year of the Academy shall end on the last day of December in each year.

Section 2. Loans. No moneys shall be borrowed on behalf of the Academy and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Fiscal Controls. The Board of Directors shall establish explicit standards for budgeting, financial activities and protection of the Academy’s financial assets in its  Governing Policies, along with systematic tools for monitoring and assuring adherence to such standards.

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ARTICLE IX

AMENDMENTS TO 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 Academy in a special election held specifically for the purpose of altering, amending or repealing existing Bylaws.

Recommended Change: Legal recommendation to clarify that “shall” is the appropriate qualifier to eliminate the more “optional” intent of “may.”

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 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 adopted by the vote of two-thirds (2/3) of the voting members of the Academy present in person at any regular or special meeting of the members at which a quorum is present. Such a proposal must be put forth by signed petition of no fewer than fifty (50) members, and must be submitted to members for ratification as provided in Section 1 of this article.

These Amended and Restated Bylaws were adopted by action of the Board of Directors this [insert date of final approval here].

Notes to Bylaws Review Committee Recommendations
Text appearing in red bold strikethrough are recommended deletions of previous language.
Text appearing in red bold underline are recommended additions and/or changes to previous text.
Text appear in bold blue italic are annotations of the recommended changes and are not considered part of the final bylaws documents. They exist only for clarification/explanation purposes.