

**Pennsylvania Pharmacists Association
Educational Foundation
By-laws**

**Article I
Name**

The name of this corporation shall be the Pennsylvania Pharmacists Association Educational Foundation, and shall be referred hereinafter as the "Foundation."

**Article II
Objectives**

Section 1. Purpose.

The purposes and objectives of the Foundation are exclusively charitable, scientific, and educational. Specifically, the Foundation will:

- A. Promote the education of pharmacy students and pharmacists in the Commonwealth by providing scholarship and grant funds for educational and/or research purposes;
- B. Encourage the advancement of the practice of pharmacy in the Commonwealth through the rendition of educational services for the benefit of pharmacists, other health care professionals and the general public;
- C. Promote the general welfare through the support of pharmacist outreach.

Section 2. Non-profit status.

The Foundation shall exist as a not-for-profit corporation. The monies received by it shall be used for the perpetuation and extension of the stated objectives. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**Article III
Membership**

The Foundation shall have no members.

**Article IV
Board of Directors**

Section 1 . Number and Election.

The Foundation shall be managed by a Board of Directors that shall number a total of eighteen individuals. All members of the Board of Directors shall be appointed by the Board of Directors of the

Pennsylvania Pharmacists Association except that the chief staff executive of the Pennsylvania Pharmacists Association shall be a member of the Board and serve as the Secretary/Treasurer of the Foundation. There shall be at least one member of the Board representing each of the following categories:

- A. Academia – a faculty or administrator employed by any Pennsylvania School of Pharmacy
- B. Practitioner – a practicing pharmacist
- C. Past President of the Pennsylvania Pharmacists Association
- D. All Board members, with the exception of those designated as Associate must be members of the Pennsylvania Pharmacists Association. Associate designees may be PPA members.
- E. Student – a student pharmacist enrolled in an accredited school of pharmacy.
- F. Every effort will also be made to include one individual who is not a pharmacist but has an interest in pharmacy and the Foundation.

Section 2. Term of Service.

Directors shall be appointed by the Board of Directors of the Pennsylvania Pharmacists Association, and serve for a term of three years with the exception of the student pharmacist. Student pharmacists shall serve a one year term running from July 1 through June 30. Each director, except for students, will be eligible to serve up to two successive three-year terms. The officers of the Board of Directors shall be elected by a majority vote of the Board of Directors for a one-year term. An officer is eligible to serve up to two successive one-year terms.

Section 3. Vacancies.

Any vacancy on the Board of Directors occurring due to resignation, death, retirement, disqualification or other cause, shall be filled by appointment by the Board of Directors of the Pennsylvania Pharmacists Association, and any director so appointed shall hold office for the unexpired portion of the term in which the vacancy occurs. If this unexpired portion is one year or more in length, it shall count as a full term.

Section 4. Compensation.

The members of the Board of Directors shall not be entitled to any compensation for serving as directors. All members of the Board of Directors may be allowed reimbursement for necessary expenses which are directly related to the performance of their duties as directors, according to an adopted reimbursement policy.

Section 5. Meetings.

The Board of Directors shall hold one regular annual meeting per year shall hold additional meetings as necessary to conduct business. The president may, at his/her discretion, call special meetings at such times as he/she deems appropriate.

Section 6. Notices.

Notice of meetings, other than the annual meeting, of Board of Directors shall be provided to each board member at least fourteen days prior to any such meeting..

Section 7. Quorum.

At all meetings of the Board of Directors a majority of directors shall constitute a quorum and the act of the majority of the Board present at any meeting of the Board at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by statute. If at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting without notice to any absent directors.

- A. In lieu of a meeting, the Board of Directors can act by unanimous written consent which requires that the Secretary/Treasurer circulate to all Board of Directors members a written resolution which contains sufficient information regarding the proposed action to be taken. Each Board of Directors member shall indicate their consent to the resolution by signing the resolution and returning the signed resolution to the Secretary/Treasurer. The resolution may be circulated and returned by hand delivery, U.S. mail, e-mail or fax. Signatures delivered via e-mail or fax transmission shall have the effect of an original signature.

Section 8. Responsibilities.

The Board of Directors shall have charge of the property of the Foundation and shall determine the expenditure and investment of funds. The Board shall manage the affairs and funds of the corporation as well as the fiscal, administrative and other corporate matters. The Board shall have the authority to make contributions of assets to individuals or other organizations for activities related to the objectives of the Foundation, but such objectives are limited exclusively to educational, scientific, and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The Board shall also have the authority to accept, on behalf of the Foundation, grants, contributions, gifts, bequests, and devices to further the purposes of the Foundation as aforesaid.

Article V **Officers**

Section 1. President.

- A. **Eligibility:** In order to be considered for election to the office of president, a Director shall have completed one term of service on the Board by the time he/she assumes the office.
- B. **Duties:** The President shall have the duty to preside over all meetings of the Board of Directors, call such meetings to order and preserve order. The President working with the Secretary/Treasurer, shall also be charged with the responsibility to identify potential candidates for the director positions and present such candidates to the Executive Council for consideration and election.

Section 2. Vice President

- A. **Eligibility:** In order to be considered for election to the office of Vice President, a Director shall have completed one year of service on the Board by the time he/she assumes the office.

- B. Duties:** The Vice President shall generally assist the President and shall assume the President's duties in his/her absence.

Section 3. Secretary/Treasurer.

The chief staff executive of the Pennsylvania Pharmacists Association shall serve as Secretary/Treasurer of the Foundation for a term concurrent with his/her services as chief staff executive of the Pennsylvania Pharmacists Association. He/she shall sign all necessary legal documents when so authorized by the Board of Directors. He/she shall keep accurate minutes of the meetings of the Board of Directors and see that copies of the minutes are sent to all members of the Board of Directors as soon as possible following such meetings. He/she shall be responsible for sending out notices of all meetings, for conducting the correspondence of the corporation, for preserving all papers and archives of the corporation, for serving as custodian of property of the corporation unless such custody is otherwise provided for, for signing and executing all routine papers or other instruments for the corporation as directed by the Board of Directors, for transacting the general business of the corporation, for employing personnel, and for such other duties as the Board of Directors may assign. As the Treasurer, he/she shall have the duty to keep account of all financial transactions of the corporation, to render statements of accounts of the corporation when requested, to prepare and present an annual report to the Board, and to exercise such other responsibilities as the Board may delegate.

Section 4: Immediate Past President: The Immediate Past President of the Foundation shall remain as an officer and director of the Board for a term of one or two years until such time as there is a new Immediate Past President.

Article VI

Financial Policy and Administration

Section 1. Fiscal Year.

The fiscal year of the Foundation shall be from July 1 to June 30.

Section 2. Limitations.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws.

Section 3. Funds.

All funds of the corporation shall be deposited in the name of the Pennsylvania Pharmacists Association Educational Foundation.

Section 4. Restricted Funds

The Foundation, through the approval of the Board, shall be able to establish designated or restricted funds as long as the stated purpose of any fund matches the Purpose and Objectives of the Foundation. All designated or restricted funds shall be created through a Fund Agreement outlining the intended

purpose and other pertinent specifics and that the Fund shall remain under the control of the Foundation

Article VII **Dissolution**

The assets of the corporation shall be permanently dedicated to an exempt purpose, as defined by section 501(c)(3) of the Internal Revenue Code, in the event of dissolution. Upon dissolution, all assets of the corporation remaining after payment of all legitimate outstanding obligations shall be distributed equally among those schools of pharmacy within the Commonwealth of Pennsylvania that are qualified as tax exempt entities, within the meaning of section 501(c)(3) of the Internal Revenue Code, at the time of dissolution of the corporation. In the event that no such pharmacy schools exist at the time of dissolution of the corporation, then said assets shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VIII **Liability and Indemnity**

Section 1. Liability.

Any person who serves as a Director, officer, employee, agent, or who serves on a committee or in any advisory capacity to the Foundation or the Board of Directors shall not be personally liable for monetary damages, fees, costs, expenses, or liability in any civil, administrative or other proceeding involving the person's good faith execution of his or her responsibilities on behalf of the Foundation, so long as the person was acting in good faith and within the scope of his or her official capacity. . The person shall not be entitled to these protections where they have acted outside of the scope of their duties and/or where their conduct constitutes self-dealing, willful misconduct, gross negligence, results in a conviction (including guilty plea, or plea of "no contest" ("nolo contendere") of a criminal statute or is an act which is intentionally injurious to the financial interests of the Foundation (for example, embezzlement, theft or material misrepresentation of financial information), as determined by a court of competent jurisdiction, administrative tribunal, arbitrator or other person or body with proper jurisdiction over a matter.

Section 2. Indemnity.

Subject to Section 1, above, the Foundation shall indemnify a director, officer, employee, agent, committee member or any person in an advisory capacity to the Foundation or its Board of Directors who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit against all judgments, damages, fines, costs, attorney's fees, court costs, investigative fees and any other costs, damages or fees incurred which are associated with the person's execution of their duties to the Foundation.

Section 3. Payment of Expenses.

Expenses incurred by a director, officer, employee, agent, committee member or any other person in an advisory capacity to the Foundation or its Board of Directors in defending any action or proceedings against which indemnification may be made, shall be paid by the Foundation in advance of the final disposition of such action or proceeding upon receipt of a written undertaking, signed by the person seeking payment of expenses, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation.

Section 4. Former Directors/Successors/Assigns.

The indemnification and advancement of expenses provided by, or granted pursuant to this Article VIII, shall be applicable to all current and former Directors, officers, employees, agents, committee members or advisors to the Foundation or the Board of Directors, as well as their heirs, executors, and administrators only for actions taken by them in the good faith execution of their responsibilities on behalf of the Foundation.

Section 5. Funding/Insurance.

The Foundation may pay for its indemnity/advancement of expenses obligations through either the creation of a fund which shall be under the control of and managed by the Board of Directors, or otherwise secure appropriate insurance to cover its indemnity/advancement responsibilities.

Article IX
Amendments

These By-laws may be amended by the affirmative vote of a majority of the directors who are present at any annual or special meeting called for that purpose. Written notice setting forth the proposed amendments and the time and place of the meeting shall be given by written notice to all directors at least ten (10) days prior to the meeting.