



GEORGIA PHARMACY ASSOCIATION, INC. BYLAWS Academy of Independent Pharmacy

ARTICLE I – NAME

This organization shall be known as the Georgia Pharmacy Association (GPhA™) Academy of Independent Pharmacy. This organization is an unincorporated subsidiary of the Georgia Pharmacy Association.

ARTICLE II – PURPOSE

To advance the concept of pharmacy care. To ensure the economic viability and security of Independent Pharmacy; to provide a forum for Independent Pharmacy to exchange information and develop strategies, goals and objectives; to address the unique business and professional issues of independent pharmacies; to develop and implement marketing opportunities for members of the Academy with emphasis on the third party prescription drug program/benefit market; to provide educational programs designed to enhance the managerial skills of Independent Pharmacy Owners and Managers; and to establish and implement programs and services designed to assist Independent Pharmacy Owners and Managers.

ARTICLE III– MEMBERSHIP

Section 1 - Active Members

Any active member of the GPhA™ having an ownership interest in an independent community pharmacy and possessing a valid license issued by the Georgia State Board of Pharmacy is eligible for membership in the Academy. Members shall have all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 2 - Affiliate Members

Any associate member of the GPhA™ having an ownership interest in an independent community pharmacy located outside the boundaries of the State of Georgia and possessing a valid license issued by the State Board of Pharmacy wherein above said pharmacy resides is eligible for “affiliate” membership in the Academy. Affiliate members shall have all rights, obligations and privileges of membership except the right to vote and hold office.

Section 3 - Associate Members

Any member of the GPhA™ not eligible for active membership in the Academy is eligible for associate membership. Associate members shall have all rights, obligations, and privileges of active members, except the right to vote and hold office.

Section 4 - Application Process

All applicants for membership must complete an application approved by AIP and the Georgia Pharmacy Association. All members must agree to abide by the bylaws of this academy as well as the bylaws of the Georgia Pharmacy Association.

Section 5 - Dues

Individuals claiming membership in the Academy under any membership classification will not be recognized as a member until dues have been paid. Payment of dues shall entitle a member to all privileges as set forth in Article III of these Bylaws. Dues shall be billed and collected by the Academy. All funds shall be separately accounted for and separately deposited into accounts established by the Georgia Pharmacy Association for the use by AIP. Academy member dues shall be used solely by the AIP to advance the mission and policies of the AIP as determined by the AIP Board of Directors and in accordance with and pursuant to these By-Laws.

ARTICLE IV– BOARD OF DIRECTORS

Section 1 - Board of Directors

The Board of Directors of the Academy shall consist of not less than ten (10), nor not more than fifteen (15) members with voting privileges. The number of members within this range shall be determined by the AIP Board of Directors. The Officers of the Academy shall serve on the Board of Directors. Members of the Board shall be active members in good standing of the Academy and the Georgia Pharmacy Association. Membership on the Board shall be by vote of the active members of AIP. Only voting members in good standing for at least two consecutive years shall be eligible to be elected to the Board.

Section 2 - Duties

The Board of Directors of the Academy shall meet at least annually and shall be responsible for making policy decisions and implementing policies. The Board of Directors of the Academy shall annually submit a report to the GPhA™ Board of Directors at the annual meeting of the Association regarding the activities of the Academy for the previous year.

The AIP Board of Directors shall establish dues for academy membership.

The AIP Board of Directors shall have the authority to waive or reduce dues.

Section 3 - Terms of Office

Part 1 - Board members are elected by active members of the Academy to a term of three years, unless the Board elects to adjust the same so that the term of office of approximately one-third of the Board members shall expire in a given year. No individual may serve as a Board member for more than three (3) consecutive three (3) year terms, or nine (9) consecutive years, and any individual who has served three consecutive three (3) year terms, or nine (9) consecutive years, shall remain ineligible until at least two (2) years have elapsed from his or her last date of service.

Part 2 - The terms of the chair elect, chair and Immediate Past Chair Elect shall automatically extend so that they may fulfill the ascendancy of office.

Part 3 - Individuals appointed or elected to fill the vacancy in a three (3) year term that was partially served by another individual, shall not be deemed to have served a three (3) year term for purposes of Section 3 and such term of service shall not be counted towards the nine (9) consecutive year limitation in Part 1 above, if at the time of such an appointment or election the remaining duration of such term was less than eighteen (18) months.

Part 4 - In order to create staggered terms within the current Board, with the exceptions listed below, all current members are considered to have served over fifteen years. These remaining members will draw for or volunteer for one-, two- or three-year terms divided as equally as possible whose terms shall commence at the 2023 Annual meeting.

Director Pete Nagle's and Director Tyler Young's terms will expire at the annual convention in April 2025

Director Annette Duncan's term will expire at the annual convention in April 2026.

Part 5 - The current Chair, Chair-Elect, and Immediate Past President as of April 2023 will roll off the board at the completion of their term of office as Immediate Past President. They shall remain ineligible to hold a board seat until at least two (2) years have elapsed from his or her last date of service.

The Corresponding Secretary will roll off the board at the completion of his or her board term with may extend no longer than two (2) years beyond 3 (three), 3 (three) year terms or a total of 11 years on the board.

In no instance shall any combination of terms result in a consecutive board term longer than fifteen (15) years.

In order to encourage members of the board to hold office in the Academy, and to create additional staggering, future officers may elect to continue to serve on the board, if elected, up to a total period of 15 years on board. For example, if elected as Chair Elect after seven (7) years on the board, that person would serve another six (6) years as an officer, leaving a possible 2-year term they could fill if elected.

Section 4 - Special Meetings of the Board

A special meeting of the Board may be called by the Board Chair or shall be called upon written request of three (3) or more Board members. Written notice of the date, time and purpose of each Special Meeting shall be sent to each Board member at least forty-eight (48) hours prior to the meeting. Special Meetings may be held via teleconference or videoconference. Actions of the Board at special meetings shall be limited to those relating to items posted in the notice for that meeting.

Section 5 - Quorum, Voting and Proxies

A majority of the members of the Board in office and eligible to vote shall constitute a quorum. If a quorum is present either through physical or virtual participation (as stipulated in Article IV, Section 7 below), a majority vote of those present and eligible to vote shall prevail as an act of the Board, except for items otherwise specified in these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the established quorum for that meeting. There shall be no voting by proxy.

Section 6 - Attendance Requirement

Reflecting the importance of attendance and participation, any Director who misses three (3) board meetings within a twelve-month period shall automatically be removed from the board. Exceptions to this requirement may be made on an individual basis due to extenuating circumstances, or an excused absence approved prior to the meeting, by action of the Executive Committee. For called in person meetings, either the chair, immediate past chair or chair elect are required to be in attendance in person.

Section 7 - Meeting Through Telecommunications/Videoconferencing

The Board may permit any or all Board members to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Board members participating may simultaneously hear each other's communications during the meeting. A Board member participating in a meeting by this means is deemed to be present for attendance and voting purposes

Section 8 - Action Without a Meeting

With the exception of actions pertaining to the discipline or removal of a Board member or employee, any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if 2/3rds (66%) of voting Board members consent to such action, as evidenced by signing and delivering to the Association one or more consents in writing or by electronic transmission describing the action taken. Such action by 2/3rds (66%) consent shall have the same force and effect as an affirmative vote of the Board at a duly constituted meeting at which the entire Board was present. Unless stated otherwise in the consent, actions that are the subject of a 2/3rds (66%) consent are adopted and effective on the date that the last of all Board members then in office has signed the consent and delivered

the same to the Association for inclusion in the minutes for filing with the corporate records reflecting the action taken. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 9 - Resignation

Any Board member may resign at any time by giving written notice to the President/Board Chair. Acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 10 - Vacancies

If a vacancy occurs in a Board member position, and the interval between the next regularly scheduled Board meeting and the Academy's next scheduled Board election is more than six (6) months, the vacancy shall be filled by the affirmative vote of a majority of the remaining Board members, and the appointee shall serve until earlier of the expiration of the vacated term or the next annual Board election whereupon such vacancy shall be filled for the remainder of the vacated term by the affirmative vote of a majority of the Active Members. If the interval between the next regularly scheduled Board meeting and the next Board election is less than six (6) months, the vacancy will not be filled until the next annual Board election whereupon such vacancy shall be filled for the remainder of the vacated term by the affirmative vote of a majority of the Active Members.

Section 11 - Compensation

Members of the Board of Directors of the Academy shall serve without compensation. Expenses may be reimbursed for Academy related activities with Board approval.

ARTICLE V -- OFFICERS

Section 1 - Officers

The Officers of this Academy shall consist of the Chair, Chair-Elect, Corresponding Secretary and Immediate Past President.

Section 2 - Chair

The Chair shall serve for a term of two years. The Chair shall preside at all meetings of the Academy and shall perform all other duties customarily-associated with that office. The Chair shall serve as an ex-officio member of all committees and shall discharge any other duties prescribed by these bylaws. The Chair shall appoint all standing and special committees. The Immediate Past Chair shall perform all duties of the Chair in the absence or inability of the Chair to serve until a new Chair is appointed by the Board. If the Immediate Past Chair is unable to fulfill the duties of the Chair, then the Chair Elect shall elevate to Chair.

Section 3 - Chair Elect

The Chair-Elect shall be elected by the Board of Directors and serve for a term of two years. The Chair-Elect shall perform such other duties as may be specifically delegated to him/her or as may be required under these Bylaws. The Chair-Elect shall be elevated to Chair after successfully serving his/her term.

Section 4 - Immediate Past Chair

The Immediate Past President shall serve for a term of two years, The Immediate Past Chair will act as Chair of the Nominating Committee and assure all functions of the Nominating Committee are met.

Section 5 – Corresponding Secretary

The Corresponding Secretary shall be elected by membership of the Academy and shall serve for a term of two years. The Corresponding Secretary shall keep a record of all proceedings and a roll of names and members.

Section 6 - Qualifications and Terms of Office

Individuals holding any office in the Academy shall be an active member in good standing of the Academy and the Georgia Pharmacy Association.

Section 7 - Order of Succession

In the event that the Chair is unable to perform his/her duties due to death, resignation, removal or other reasons, the Immediate Past Chair shall temporarily assume the office of Chair. In the event of a vacancy in the office of Chair-Elect, or Immediate Past Chair for any reason, the Board of Directors may appoint an active member to serve in an interim capacity to fill such vacancy for the unexpired term until the next scheduled election for the respective office(s). Succession of officers shall be Chair-Elect automatically elevated to Chair which automatically elevates to Immediate Past Chair after successfully serving his/her term.

ARTICLE VI– EXECUTIVE COMMITTEE

Section 1 - Meetings

The Executive Committee shall meet physically at least once annually and as needed thereafter. The Chairman of the Academy shall serve as Chair. Members of the Executive Committee of the Academy shall consist of the Chairman, the Chairman-Elect, the Immediate Past Chair, the Corresponding Secretary, the Vice President of the Academy and the CEO of The Georgia Pharmacy Association. The VP of AIP and GPhA™ CEO shall serve without voting privileges.

Section 2 - Duties

The Executive Committee shall be responsible for implementing policies and making interim policy decisions subject to the review of the Academy's Board of Director.

Section 3 - Compensation

The elected officers of the Academy shall serve without compensation. Expenses may be reimbursed for Academy related activities with Board approval.

ARTICLE VII – VICE PRESIDENT OF THE ACADEMY OF INDEPENDENT PHARMACY

Section 1. - The Vice President of Academy of Independent Pharmacy shall perform the administrative duties of the Academy. The Vice President of AIP shall read all communications, conduct all correspondence and business matters related to the Academy. Under the authority of the CEO of GPhA, the Vice President of AIP shall sign all contracts and authorize all payments. The Vice President of AIP shall notify all Academy members of their committee assignments and furnish each member of the various committees with the names and addresses of their associates serving on the respective committee. The Vice President of AIP shall serve as an ex officio, non-voting member of the Board of Directors of AIP. In the event a vacancy occurs in the position of the Vice President of AIP, the CEO of GPhA shall empanel a search committee consisting of the CEO of GPhA, the GPhA President and all members of the AIP Executive Committee for the purposes of interviewing and approving candidates for the vacant position.

ARTICLE VIII – GPhA CEO

Section 1 - The CEO of the Georgia Pharmacy Association shall serve as Secretary and is an ex officio, non-voting member of the Board.

ARTICLE IX– COMMITTEES

Section 1 - Committees may be created, when necessary, as follows: 1) upon the direction and appointment by the Chair or 2) by resolution approved at an annual meeting and subsequently appointed by the Chair of the Academy unless otherwise prescribed by said resolution. The activity of Committees shall be as specified by the creating motion or resolution.

ARTICLE X– NOMINATION AND ELECTION OF THE BOARD

Section 1 - Nominating Committee

Each year there shall be established by the last day of November of the previous year a Nominating Committee, which shall be chaired by the Immediate Past Chair and shall also include at least 3 other members of the AIP Board of Directors. appointed by majority vote of the Board, and who are not currently eligible for or seeking re-election.

Section 2 - Charge to the Nominating Committee

The Board shall each year assess its strengths and needs, and advise the Nominating Committee of: the number of positions open to election; whether any of the positions are to be for terms of fewer than three (3) years (to maintain staggering), and its recommendations as to any specific skills, characteristics and/or representation (geographic, demographic, practice setting, etc.) that the Board recommends be prioritized to enhance its governance capabilities in service to the AIP membership.

Section 3 - Call for Nominations

No less than ninety (90) days prior to the annual Board elections, the Nominating Committee shall issue a Call for Nominations to the membership, which shall include specific information as to the number of vacancies to be filled, an explanation of the duties and responsibilities of Board members as enumerated in the Board's governing policies, the current priorities as to skills and/or representation being sought, and the manner and deadline by which nominations are to be submitted, which must be no less than twenty one (21) days after the Call for Nominations is issued. The Call for Nominations shall also allow for nomination by petition, as noted in Article X, Section 4 below.

Section 4 - Nomination by Petition

Candidates may also be nominated by petition. If a candidate is nominated by a petition signed by at least five percent (5%) of the Voting Membership of the Academy, the ballot submitted to the respective Voting Members must include the name of the petition-nominated candidate(s) and will identify those recommended by the Board and those nominated by petition. If there are petition-nominated candidates, the ballot may include more than the number of candidates stipulated in Article X Section 6 below.

Section 5 - Screening and Recommendation to Board of Directors

The Nominating Committee and/or its designees shall: screen each nomination to ensure eligibility for service; provide eligible nominees with the Association's current Bylaws and governing policies; and shall evaluate each eligible nominee to further identify his/her qualifications, including but not limited to personal knowledge, skills, demonstrated commitment to AIP, professional relationships, professional associations, demonstrated ability to participate productively in group processes, commitment to support and participate in the Board's established governing structure, and, for current Board members, fulfillment of individual Board member's responsibilities. The Nominating Committee shall then recommend for the Board's consideration and approval a slate of candidates to appear on a ballot for election by the Voting Membership. The slate approved by the Board shall include the name of at least one (1) candidate.

Section 6 - Ballots

An election bulletin, including a link to the electronic ballot, shall be submitted to the Active Membership at least twenty-one (21) days prior to the annual Board election. The election bulletin shall include notice of the voting deadline, which shall be at midnight the day before the date of the annual Board election, and biographical sketches not to exceed 150 words and a photograph of each candidate. The names of the candidates shall appear in alphabetical order.

Section 7 - Voting

Each eligible Voting Member shall be entitled to vote for up to one candidate for each of the available seats open to election. Cumulative voting shall not be allowed. That number of nominees receiving the highest number of votes shall be declared elected. When electing Board members for terms of varying length, those receiving the highest number of votes shall be appointed to the terms of longest duration. Voting shall be administered by and results certified by a reputable electronic voting vendor. In the event of a tie, the Board shall select the Board member by written secret ballot.

Section 8 - Announcement of Election Results and Assumption of Office

After the certification of the election, the results shall be announced within 48 hours of the conclusion of the election, and the newly elected Board members shall be installed no later than 45 days thereafter.

Section 9 Suspension and Removal of Officers

Officers of the Academy may be suspended from office by action of the Board of Directors of the Georgia Pharmacy Association for violating the GPhA™ Bylaws, the Academy Bylaws for mis-, mal-, or non, feaseance of office. Within 60 days of the suspension, the suspended officer may request a reinstatement hearing to be held before the GPhA Board and AIP Chair whose decision shall be final. Officers may be removed from office for any of the above stated reasons, but no officer shall be expelled from membership in the Academy except by two-thirds vote of all members of the Academy present at an annual meeting, and only after the officer has been given opportunity to be heard in his/her own defense.

ARTICLE XI – QUORUM AND VOTING REQUIREMENTS

Section 1 – Quorum and Voting Requirements

Except as otherwise provided by the Articles of Incorporation or the Georgia Code each voting member is entitled to one vote on each matter voted on by the voting membership. A quorum is composed of those attending the meeting, provided that, unless fifteen percent (15%) or more of the voting power of all voting members is present at an annual or regular meeting, the only matters which may be voted on at such a meeting are those matters described in the notice of such a meeting. Except where a greater vote is expressly required by these Bylaws, if a quorum is present, the affirmative vote of a majority of the votes cast as to a particular matter is the act of the members of the Association with respect to the matter.

Once a member is represented for any purpose other than solely to object to holding a meeting or transacting business at the meeting, such a member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or is required by law or these Bylaws to be, set for that adjourned meeting.

If a quorum for transaction of business shall not be present at a meeting of members, the Voting Members entitled to vote thereat, who are present at such meeting, shall have the power to adjourn the meeting from time to time, until the requisite number of Voting Members shall be present. No notice other than announcements at the meeting before adjournment shall be required of the new date, time or place of the adjourned meeting, unless a new record date for such adjourned meeting is required by law or these Bylaws to be fixed. At such adjourned meeting (for which no new record date is, or is required to be, set) at which a quorum shall be present in person, any business may be transacted that might have been transacted at the meeting originally called.

Section 2 – Voting by Proxy

Voting by proxy shall not be allowed

ARTICLE XII – GENERAL PROVISIONS REGARDING NOTICES

Section 1 - Notices.

Notice of any annual or regular meeting shall be given to each member by telephone, electronic mail, facsimile, or mail at least seven calendar days prior to the meeting. Notice of any special member-wide meeting or meeting of the Board shall be given either personally, by mail, electronic mail, facsimile, or telephone at least two (2) calendar days prior to the meeting.

ARTICLE XIII– RULES OF ORDER

Subject to these Bylaws, all meetings of the membership shall be governed by the latest edition of Robert's Rules of Order. The ordinary rules of parliamentary procedure shall be enforced by the presiding officer. A majority vote of the Voting Members present shall decide the question. At meetings of the Board, Robert's Rules of Order may be invoked by the President/Board Chair, or by majority vote of the Board members present.

ARTICLE XIV – SUSPENSION AND AMENDMENT OF BYLAWS

The Board may adopt non-material revisions to correct grammar or punctuation in these Bylaws, or to conform to relevant statutes, by affirmative vote of at least two-thirds of the Board. All other proposals to suspend or amend these bylaws shall be subject to the following procedures:

- i) These Bylaws shall not be suspended without (1) the 2/3rds consent of Academy members present at a meeting, the date of which has been provided to all Academy members at least ten days in advance of the date of the meeting subject to GPhA Board of Directors Ratification; or (2) upon a quorum vote of the GPhA Board of Directors.
- ii) Except for non-material revisions, every proposition by the Board to alter or amend these Bylaws shall be sent via US Postal Mail and/or via electronic mail to all Academy membership at least 30 days prior to the annual meeting and shall be read and voted upon at the annual meeting of the Academy. The amendment shall be ratified by (1) the affirmative vote of two-thirds of the active members present and voting; and (2) upon a quorum vote of the Georgia Pharmacy Association's Board of Directors. Amendments and changes to these Bylaws are subject to ratification by the Georgia Pharmacy Association's Board of Directors.

ARTICLE XV– AFFILIATIONS

The AIP Board of Directors shall have sole authority to affiliate this Academy with any other organization.

ARTICLE XVI -- DISSOLUTION

In the event of dissolution of the Academy any monies remaining after all obligations have been settled, shall be returned proportionately to the academy members as determined by the Board of Directors of AIP if allowed by law.