

BYLAWS of The Georgia Pharmacy Association Political Action Committee, Inc.

Article I: The Organization

Section 1.1. Name. The name of this organization is the Georgia Pharmacy Association Political Action Committee, Inc. (hereinafter referred to as "PharmPAC").

Section 1.2. Offices. The principal office of the PharmPAC is 6065 Barfield Rd NE, Suite 150, Atlanta, GA 30328, or the location hereafter established by the Board of Directors of PharmPAC.

Section 1.3 Coordination. PharmPAC will act in conformity with the mission and strategic objectives of the Georgia Pharmacy Association, Inc. (hereinafter referred to as "GPhA")

Article II: Mission Statement

The mission of PharmPAC is to make contributions to those persons holding or running for elected office, without regard to party affiliation, who have demonstrated their interest in preserving and advancing the practice of Pharmacy.

Article III: Members

As set forth in PharmPAC's Articles of Incorporation, there are no members. PharmPAC is one hundred (100) percent owned by GPhA.

Article IV: Board of Directors

Section 4.1. Governance. PharmPAC shall be governed by a Board of Directors.

Section 4.2. Responsibilities. The primary responsibilities of the Board of Directors shall be implementing the mission of the PharmPAC and overseeing the affairs of the PharmPAC. Each Director is required to discharge these duties in accordance with the fiduciary obligations established by law.

4.2.1. Management Authority. The property and business of the Corporation shall be managed under the authority of the Board of Directors. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

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(a) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by (i) the Articles of Incorporation of the Corporation; (ii) a corporation organized under the Georgia Nonprofit Corporation Code; or (iii) other applicable state or federal law

(b) None of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of the Corporation's activities, which are not in themselves in furtherance of the purposes of the Corporation; and

(c) All income and property of the Corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the Corporation.

4.2.2. Conflict of Interest and Disclosure Policy. Each Director must sign a copy of the Conflict of Interest and Disclosure Policy at each annual meeting. If a Director refuses to sign a true and correct copy of the Policy, that Director shall be removed from the Board in accordance with the provisions of Section 4.7.

Section 4.3. Number, Selection and Qualifications of the Board of Directors. There may be no fewer than five (5) nor more than nine (9) voting Directors. Notwithstanding Section 4.4 below, one of the voting Director positions shall be an annual rotating position to be appointed by the then GPhA President/Board Chair. The remaining voting Directors shall be appointed by the GPhA Board of Directors in accordance with Section 4.4 below. Each voting Director must be an active member (pharmacist or affiliate) of GPhA. In addition, the GPhA Chief Executive Officer (CEO) shall serve as an ex-officio, non-voting Director.

Section 4.4. Term of Office. Except as provided in Section 4.4.1 below, members of the Board of PharmPAC shall serve a four (4) year term of office, and are eligible for re-appointment for a total of three (3) consecutive four (4) year additional terms.

Section 4.4.1. Staggering of Terms. Exceptions to the four (4) year terms may be made in order to stagger the expiration of Directors' terms. In such instances, Directors may be appointed to a term of two (2) or three (3) years. A term of less than two (2) years shall not count towards the term limitation in Section 4.4 above.

Section 4.5. Compensation. Directors are not entitled to receive any compensation for serving in that capacity, but they may be reimbursed for their reasonable expenses in accordance with board-approved policies.

Section 4.6. Officers.

4.6.1. Elected Officers. The board shall elect from its membership, at the annual meeting, a Board Chair and a Vice Chair.

4.6.2. Secretary/Treasurer. The GPhA Chief Executive Officer shall serve as Secretary/Treasurer.

4.6.3. Term. Each elected officer so named will serve for a term of two (2) years, and thereafter until his or her successor is elected, so long as that officer remains a member of the board.

4.6.4. Removal; Vacancy. Any elected officer may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present or by decision of the GPhA Board of Directors. Any vacancy occurring in any office of PharmPAC shall be filled by the political action committee's Board of Directors at its next subsequent meeting.

4.6.5. Duties of Officers.

4.6.5.1. Duties of the Board Chair. The Board Chair shall be responsible for assuring that the Board fulfills its governance duties as prescribed by law, these Bylaws and the Board's governing policies then in-effect, shall be the primary spokesperson for the Board, and shall perform such other duties as may be prescribed by the Board.

4.6.5.2. Duties of the Vice Chair. The Vice Chair shall perform the duties of the Board Chair in the event of his/her absence, disability or refusal to act, and shall perform such other duties as may be assigned to the Vice Chair by the Board. It shall be anticipated that at the conclusion of the term of the Board Chair, the Vice Chair shall be elected to that office of Board Chair, unless the Vice-Chair chooses not to serve or the Board determines that selection of another officer would better serve the interests of PharmPAC.

4.6.5.3. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep or cause to be kept an official record of the Minutes of the Board's meetings and the Governing Policies in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required by law or the provisions of the Articles of Incorporation; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) have responsibility for the custody, maintenance and preservation of those corporate records which the Corporation is required by the Georgia Nonprofit Corporation Code or otherwise to create, maintain or preserve;

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(e) in general perform, or see to the performance of, all duties typically incident to the office of “secretary” and such other duties as from time to time may be assigned by the Board; (f) be the custodian of PharmPAC’s funds; and (g) keep detailed and accurate accounts of all contributions turned over to and expenditures made by PharmPAC.

Section 4.7. Discipline and Removal of Directors. The Board may discipline or remove other Directors by the affirmative vote of a majority of all voting Directors present at a meeting at which consideration of such action is noted on the meeting notice/agenda.

Section 4.8. Vacancies. If any vacancy shall occur in the membership of the Board of Directors by reason of the resignation, removal or death of a director, the remaining Directors shall continue to fulfill their duties. The GPhA Board of Directors may elect to fill any vacancies. A Director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If such unexpired term is less than two (2) years, it shall not be counted towards the term limitation set forth in Article IV, Section 4.4 above.

Article V: Meetings of the Board of Directors

Section 5.1. Regular and Special Meetings. The Board of Directors shall meet as needed, at such times and places that the board may from time to time determine. At least one meeting shall be in person, and other meetings may be held telephonically provided that all members present can hear each other’s comments and deliberations. Special meetings shall be called by the Chair of the Board of Directors or by any three (3) Directors by giving notice to the Secretary or the Chair. Actions of the Board of Directors at special meetings shall be limited to those relating to items posted in the notice for that meeting.

Section 5.2. Annual Meeting. The annual meeting of the Board of Directors shall be held once per year at a time and place so designated by the Board of Directors.

Section 5.3. Quorum; Voting. A majority of all sitting, voting board members shall constitute a quorum at all meetings of the board. A vote by simple majority of the directors present and voting shall constitute the formal action of the PharmPAC except where these bylaws or the provisions of applicable law require a greater majority. Attendance or voting may not be by proxy.

Section 5.4. Notice of Meetings; Right to Attend.

5.4.1. Notice. Notice of any annual or regular meeting shall be given to each Director by telephone, electronic mail, facsimile, or mail at least seven calendar days prior to the meeting. Notice of any special meeting of the Board shall be given to each Director either

personally, by mail, electronic mail, facsimile, or telephone at least two (2) calendar days prior to the meeting.

Section 5.5. Telephone Conference. One or more directors may participate in meetings of the board, at the discretion of the Chair, by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other's deliberations. Directors not physically present (but telephonically present) at any annual or regular meeting will be counted toward a quorum and may vote.

Section 5.6. Action Without a Meeting. Any action which may be taken at a meeting of the Board or any other committee of the Board may be taken without a meeting if written consent setting forth the action so taken shall be signed by all Directors or the members of the committee, as the case may be. The written consent shall be filed with the Secretary of the PharmPAC. Notwithstanding the foregoing, approval for the distribution of PharmPAC funds to persons holding or running for elective office may be made via electronic mail by a majority of Directors entitled to vote without holding a meeting, special meeting, or obtaining unanimous consent of all Directors or the members of the committee, as the case may be.

Article VI: Board Committees

Section 6.1. Establishment of Board Committees

6.1.1. The Board of Directors may authorize the establishment of committees, advisory groups, or task forces (collectively "Board Committees") from time to time and assign duties to them. No Board Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Board member, elected officer or employee of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another entity; (e) authorize the sale, lease or exchange of any substantial property or assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Association; or (h) amend, alter or repeal any resolution of the Board. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him, or her by law.

Article VII: Finance

Section 7.1. Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors. The Board of Directors shall have the power to change the fiscal year of the corporation, from time to time, which shall become the taxable year of the corporation upon the approval of the Internal Revenue Service. The initial fiscal year of the PharmPAC shall be from January 1 to December 31.

Section 7.2. Bank Accounts. All checks and demands for money and notes of the PharmPAC shall be managed, by order of a Board resolution, by the Chief Executive Officer of the GPhA, who shall provide a quarterly accounting to the Board of Directors of the financial condition of the organization. The Board of Directors shall report the financial condition of the PharmPAC to the GPhA Board of Directors periodically, but not less than semiannually.

Section 7.3. Audit. The accounts of the PharmPAC shall be audited at least annually by a Certified Public Accountant. A copy of such audit shall be presented to the Board of Directors.

Section 7.4. Budget. The Chief Executive Officer, in his/her capacity as Secretary/Treasurer of PharmPAC, shall prepare an annual budget and manage the finances of PharmPAC in accordance with policies adopted by, and under the oversight of, the Board of Directors.

Article VIII: General Provisions

Section 8.1. Waiver of Notice. Whenever any notice is required to be given under the Georgia Nonprofit Corporation Code or provision of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need to be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 8.2. Records. An original or duplicate record of the proceedings of the Board of Directors and other bodies, the books or records of account, and the bylaws, shall be kept at the registered office or principal place of business.

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Section 8.3. Amendments. These bylaws may be amended or repealed by a vote of a majority of all the members of the PharmPAC's Board of Directors at any meeting of the Board, provided that seven (7) days' notice of the proposed amendments has been provided to each member of PharmPAC's Board of Directors. Amendments are subject to the approval of the GPhA's Board of Directors.

Section 8.4. Conflict and Disclosure of Interest Policy. PharmPAC shall adopt a conflict and disclosure of interest policy.

Adopted this ____ day of _____, 20__, by vote of the Directors of the Corporation.

By: _____
Director