



[PROPOSED REVISED] BYLAWS

Article I. Purposes

Section 1. The purposes of the American Institute of the History of Pharmacy (herein after described as the "Institute") as stated in the Articles of Organization, may be achieved in the following ways:

- A. The Institute may issue publications devoted to the results of research on historical pharmacy, and may issue additional essays that offer the pharmaceutical practitioner helpful and interesting historical information.
- B. The Institute may provide a historical information service for the pharmaceutical profession and industry, and may help to inform the public about the development of pharmacy.
- C. The Institute may provide a clearinghouse of thought and instruction to help develop and promote the highest possible standards for teaching the history of pharmacy in American pharmaceutical education.
- D. The Institute may organize and sponsor historical meetings and exhibits.
- E. The Institute may offer historical awards and help scholars carry out projects in which the Institute is directly interested.
- F. The Institute may cooperate with endeavors in related fields to make the record of civilization as complete as possible, and may clarify the role of pharmacy within the evolution of the professions and sciences.
- G. The Institute may organize such other activities that are consistent with the purposes of the Institute and the interests of Institute members.

Section 2. The Institute shall be operated and managed exclusively for charitable, educational, and scientific purposes so as to qualify as, and to maintain its status as, an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future provision.

Article II. Members

Section 1. The membership of the Institute shall consist of the following classes:

A. Member. Any dues paying individual person, group, firm, or organization interested in the purposes of the Institute shall be a Member, subject to the provisions of Article II, Section 2.

B. Sponsor, Patron, and Contributing Member. Any individual person, group, firm, or organization offering special support to the Institute shall receive special recognition as Sponsor, Patron, or Contributing Member as determined by the Board of Directors. They shall have all the rights and privileges of a Member.

C. Life Member. Any individual person who pays the sum designated by the Board of Directors shall be recognized as a Life Member. Once this sum is paid, a Life Member shall not be required to pay additional membership dues, and shall have all the rights and privileges of a Member.

D. Honorary Member. Honorary Membership may be conferred upon any individual person whose activities have contributed significantly to historical endeavors in pharmacy or allied fields, or to pharmacy and its service to society. An Honorary Member shall be nominated by the Board of Directors and elected by a three-fourths vote of individual members present at an annual business meeting. An Honorary Member shall be a Member for life with all rights and privileges of a Member, and shall not be required to pay membership dues.

Section 2. Members may vote at the annual business meeting of the Institute or in any ballot sent (by mail or electronic communication) to Members, and may participate in such other benefits and activities as are provided to Members. Each group, firm, and organization member shall be entitled to a single vote.

Section 3. Membership dues shall be established by the Board of Directors. Members shall receive regular publications of the Institute published during the period for which their dues are paid. Annual membership dues shall be payable in advance, and Members in arrears shall be dropped from membership not later than one year after renewal payment is due.

Section 4. A meeting of Members shall be held annually, as provided in Article VII. Special meetings may be called by the Board of Directors or upon a written request signed by ten percent of the Members.

Article III. Board of Directors

Section 1. The Board of Directors is responsible for overall policy and direction of the Institute, and delegates responsibility to the Executive Director to conduct the day-to-day operations of the Institute in accordance with such policy and direction. The Board of Directors may exercise all such powers of the Institute and do all such lawful acts and things as are permitted by law, by the Articles of Organization, or by these Bylaws, unless otherwise expressly provided herein.

Section 2. The Board of Directors shall be comprised of up to thirteen directors, including (i) the Institute's officers (as defined in Article IV); (ii) three elected directors; (iii) up to three appointed directors (as defined below in Section 3); and (iv) the Dean of the University of Wisconsin-Madison School of Pharmacy and the Institute's Historical Director, each of whom shall be a non-voting, *ex officio* director.

Section 3. The Board of Directors by a two-thirds vote may appoint up to three directors (for one-, two-, or three-year terms) who have expertise that will help the Institute fulfill its objectives. Appointed directors shall possess all powers and rights of elected directors.

Section 4. The Institute's President, Vice President, Secretary, and three elected directors shall be elected to staggered three-year terms. The Treasurer shall be elected in the manner prescribed in Article IV, Section 2. Despite the expiration of a director's term, the director continues to serve until a successor is elected and installed.

Section 5. Except as provided below, no person shall serve as director for more than two consecutive three-year terms. No one shall be eligible for a term as a director which would, if completed, exceed the term limit. Term-limited directors are eligible to serve again after one (1) intervening year. The Treasurer and the Executive Director are exempted from this term-limit provision. Notwithstanding this term-limit provision, a director who is elected as President shall be eligible to serve up to two three-year terms in that position.

Section 6. The Board of Directors shall meet at least once a year and additional times at the discretion of the Board of Directors. A quorum shall consist of a majority of the directors then in office. A majority of the votes cast at a Board of Directors meeting, by mail ballot, or by telecommunications shall decide all

questions other than those where a greater proportion is required by these Bylaws.

Section 7. A director may participate in any meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 8. Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed (including by electronic means) by two-thirds of the directors then in office. Any such written consent shall be inserted in the minutes as if it were the minutes of a Board meeting.

Section 9. Any vacancy among the directors caused by death, resignation, removal, or otherwise may be filled by a majority vote of the remaining directors. A director chosen to fill a vacancy shall hold office for the balance of the term of the director who vacated the position.

Section 10. Any director may resign at any time by delivering written notice to the President or the Secretary. A director who fails to attend three consecutive meetings without excuse shall be presumed to have resigned.

Article IV. Officers

Sections 1. The officers of the Institute shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Executive Director of the Institute.

Section 2. The President, Vice President, and Secretary shall be elected as provided in Article III, Section 4, and Article V. The Treasurer shall be selected by a majority vote of the Board of Directors to serve a three-year term.

Section 3. The President shall preside at meetings of the Board of Directors and any meeting of Members convened pursuant to these Bylaws. The President shall have responsibility to oversee, supervise, and direct the affairs and functions of the Board of Directors.

Section 4. The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President shall also have such powers and perform such duties and services as

shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

Section 5. The Secretary shall be responsible for advising the Executive Director on matters relating to (i) the keeping of records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, and distributing copies of minutes and the agenda to each director, (ii) notifying Members of the date, time, and location of any meeting of Members (including the annual business meeting) and overseeing the taking of minutes at any meeting of Members, (iii) the election of directors, and (iv) assuring that corporate records are maintained.

Section 6. The Treasurer shall be responsible for the supervision of all financial affairs and the safe-keeping of Institute funds, including maintaining adequate financial records. The Treasurer shall provide advice to the Executive Director to assure that all monies deposited and paid out are in accordance with procedures authorized by the Board of Directors. The Treasurer shall render regular reports to the Board of Directors and an annual report to the membership based on the fiscal year.

Section 7. The Executive Director shall be the chief executive officer of the Institute with such responsibilities as specified by the Board of Directors and these Bylaws. The Executive Director, while employed as such, shall serve as a director and officer.

Article V. Nomination, Election, and Installation of Elected Directors

Section 1. At least 30 days before the annual business meeting, the Nominations Committee shall issue a slate of nominees to fill the position of any elected director whose term of office is about to expire. The slate of nominees shall be presented at the annual business meeting, where additional nominations may be made from the floor by any individual member in attendance if seconded by two additional members.

Section 2. Promptly after the annual business meeting, the Executive Director shall send a ballot to Institute members, by mail or electronic communication, that sets forth the final slate of candidates, with a return date of not less than 21 days from when sent. Upon return of the ballots, a committee appointed by the Executive Director shall supervise the counting of ballots, and the Executive

Director shall announce to the membership the results of the election. In case of a tie, the election shall be determined by a majority vote of the Board of Directors.

Section 3. Within 30 days after the election results are announced, newly elected directors shall be installed at a meeting of the Board of Directors.

Article VI. Committees

Section 1. The Board of Directors may from time to time create and appoint standing, special, or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Institute.

Section 2. The following standing committees shall be nominated by the President and ratified by the Board of Directors for a term of two years. Each standing committee shall include at least one member of the Board of Directors. The Executive Director shall serve as an ex officio member of each standing committee unless otherwise indicated.

A. The Nominations Committee shall be comprised of the President and two other Members and shall prepare the slate of candidates nominated to succeed the directors whose terms are about to expire (as provided in Article V, Section 1.

B. The Historical Studies Committee shall promote research in the history of pharmacy and teaching the history of pharmacy in the colleges and schools of pharmacy of the United States.

C. The Membership Development Committee shall provide advice to the Executive Director on matters related to membership recruitment and retention.

Article VII. Annual Business Meeting

Section 1. The annual business meeting of the Institute shall be held at a time and in a manner designated by the Board of Directors. Members shall be notified of the time and manner at least thirty days in advance of the meeting.

Section 2. The annual business meeting shall receive reports of officers and committees, and shall conduct such business as may come before it.

Section 3. A quorum shall consist of not less than ten Members. A majority of the votes cast by Members present shall determine the outcome of any vote, except for questions where a greater proportion may be required by law, by the Articles of Organization, or by these Bylaws.

Article VIII. Conflicts of Interest

Section 1. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the affected person shall (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Institute to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article IX. Indemnification

Section 1. The Institute shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or employee of the Institute against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Institute; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at

any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the Institute and the indemnified directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article X. Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order* shall govern the Institute in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or any special rules of order the Board of Directors may adopt.

Article XI. Amendments

Section 1. Before they are put before the membership to approve, amendments to these Bylaws shall be first approved by a majority vote of the Board of Directors. These Bylaws may be amended at an annual business meeting of the Institute by two-thirds vote of the Members present or by two-thirds of those voting in a ballot sent to Members, provided that all proposed amendments are published and distributed to Members at least sixty days prior to a vote.

Effective Date: If approved by a two-thirds majority of Institute members voting, these Bylaws shall take effect, and supersede existing Bylaws, on January 1, 2021, provided that the slate of nominees to the Board of Directors approved at the 2020 Annual Business Meeting shall be elected and installed pursuant to process specified in Article V of the existing Bylaws.