

BYLAWS

Council on Credentialing in Pharmacy

As amended at CCP board meeting: May 2, 2012

ARTICLE I - Name

The name of the Corporation shall be the Council on Credentialing in Pharmacy (hereinafter referred to as the Corporation).

ARTICLE II - Corporate Purpose

The purpose of this Corporation shall be as provided for in the Articles of Incorporation of the Corporation.

ARTICLE III - Offices

Section 1. Principal Office. The principal office of the Corporation shall be located at 2215 Constitution Avenue, NW, Washington, D.C. 20007, in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The principal office of the Corporation in the District of Columbia may be relocated from time to time as determined by the Board of Directors.

Section 2. Registered Office. The Corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV - Membership

Section 1. Membership. The Corporation shall have three categories of Members: Practitioner Members, Credentialing Members, and General Members. Applicants for membership in any category must be approved by a majority vote of the Board of Directors. Application procedures for organizations seeking membership shall be established and uniformly applied by the Board of Directors, and may be revised as may be required from time to time upon a majority vote of the Board of Directors.

Section 2. Description of Members. The Practitioner Members, Credentialing Members, and General Members are organizational or institutional entities and are defined as follows:

Practitioner Members shall be national membership associations or societies whose membership is composed primarily of individual pharmacists and/or pharmacy technicians. Credentialing Members shall be independent national organizations or subunits of a Practitioner Member organization in good standing who conduct (a) post-licensure certification programs aimed primarily at individual

pharmacists; (b) certification of pharmacy technicians; (c) accreditation of pharmacy practice sites; or (d) accreditation of pharmacist or pharmacy technician education and training programs. General Members shall be other interested national organizations, institutions, or governmental agencies who support the mission of the Corporation and who wish to contribute to policy development and quality advancement initiatives related to pharmacy credentialing.

Section 3. Privileges of Members. All Practitioner Members, Credentialing Members, and General Members in good standing shall have full privileges as voting members of the Corporation. Each Member shall be entitled to one (1) vote in all elections or in any other matter that requires approval by the membership. Members shall be considered in good standing if they are current in payment of their dues and/or any assessments that have been approved by the Board of Directors.

The Board of Directors may approve a one-time request of a Member in good standing to temporarily suspend its membership in the Corporation for a period not to exceed 12 consecutive calendar months. Such request must be made in writing by the chief executive officer of the Member organization to the President of the Corporation, and shall provide the reason(s) for the request. A majority vote of the Board of Directors shall be required to approve the request.

Section 4. Responsibilities of Members. It shall be the responsibility of all Members to (a) pay all dues and/or assessments in a timely manner; (b) participate regularly and fully in the work of the Corporation; and (c) provide information as appropriate to its own constituencies regarding the resources, guidelines, and other materials developed by the Corporation.

Section 5. Dues. All Members shall pay dues in amounts and for time frames determined by a majority vote of the Board of Directors. The Board of Directors may establish financial assessments from time to time for purposes of accomplishing specific projects or activities consistent with the purpose and objectives of the Corporation. Any such assessments shall require approval by a majority vote of the Board of Directors.

Section 6. Termination of Membership.

Voluntary termination. Membership in the Corporation may be terminated voluntarily by the Member upon receipt of a letter of resignation issued by the chief executive officer of the Member organization to the President of the Corporation. The resignation shall be effective either immediately or at the time requested by the Member, provided that any outstanding dues/assessment amounts have been paid at the time the termination is to take effect. No vote of the Board of Directors shall be required for voluntary termination.

Termination for cause. A Member may have its membership in the Corporation terminated for cause upon a formal motion of a Member in good standing at a scheduled meeting of the Corporation. An affirmative two-thirds vote of the Members of the Corporation shall be required for such termination. A motion to terminate a Member “for cause” shall be in order only under at least one of the following conditions:

- Non-payment of dues and/or approved assessments within 180 days of receipt of an invoice;
- Failure of the Member’s director or alternate to participate in three meetings of the Corporation within a calendar year or four meetings over a period of two years (unless a formal suspension of membership has been previously approved);
- The transfer of ownership of the Member to another entity;
- Objective evidence that the Member has or is publicly disparaging or opposing the efforts of the Corporation;
- Objective evidence that the Member is conducting its own business or programs in ways that are inconsistent with the Corporation’s mission and guidelines.

Upon being informed of a vote to terminate its membership in the Corporation, the Member shall have 30 days to file a one-time appeal of the termination decision of the Board of Directors. The appeal shall be filed by the chief executive officer of the Member organization and shall address in specific terms the condition(s) cited above in the communication to the Member from the Corporation. The Board of Directors shall review the appeal at the next scheduled meeting of the Corporation and shall determine whether to approve the appeal. A two-thirds vote of the Board of Directors shall be required to approve the appeal; otherwise, the original vote to terminate the Member shall stand. The vote of the Board of Directors on the appeal shall be final.

ARTICLE V - Board of Directors

Section 1. Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors who shall be the governing body of the Corporation.

Section 2. Duties of the Board of Directors. The Board of Directors shall manage all of the affairs, the property and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation, and any amendments thereto, and the laws of the District of Columbia. The duties of the Board of Directors shall include, but not be limited to:

- a. Identification and prioritization of the Corporation’s goals;
- b. Setting objectives for the Corporation;
- c. Review of financial reports and making fiscal decisions;
- d. Determination of dues and assessments of the Members; and
- e. Election of Corporation officers.

The Board of Directors shall also have such other duties as may be prescribed by law.

Section 3. Appointment of Directors. Each Member shall appoint one (1) voting Director to the Board. In addition, each Member may designate an Alternate Director for its appointed Director, who may be designated by the Member to vote under the terms of Article V, Section 5.

Section 4. Vacancies on the Board. All vacancies on the Board of Directors shall be filled by the Member responsible for that Director's position. Changes in Directors shall be communicated in writing by the CEO of the member organization to the Secretary/Treasurer.

Section 5. Voting Process. In the absence of the Director, the Alternate Director is authorized to represent that Member and shall have all rights of the Director for that meeting. Not less than 5 days prior to the meeting, the CEO of the Member organization or Director may designate a person other than the Alternate Director to represent that Member and have all rights of the Director for that meeting. Any vote cast shall be that of the Director and shall be binding on the Member. The five day notice requirement of this Section may be waived by a majority of the Directors present at the meeting.

ARTICLE VI - Meetings

Section 1. Meetings. Unless otherwise decided by the Directors, regular meetings of the Board of Directors shall be held quarterly at a time and place determined from time to time by the Board, provided that the Board shall meet at least two (2) times each year to transact the business required in Article VI, Sections 5 and 6. Notice of the time and place of the meeting shall be communicated to each Director at least fourteen (14) days prior to the meeting.

Special meetings of the Board of Directors may be called by the President or may be called at the request of not less than one-third (1/3) of the Directors. Notice of the time and place of the meeting shall be communicated to each Director at least fourteen (14) days prior to the meeting.

Each Member may send up to three representatives to each Board of Directors meeting but each Member is entitled to only one (1) vote by the individual appointed by the Member to serve as Director or Alternate Director as provided for in Article V, Sections 3 and 5.

Unless specifically authorized by the Board of Directors, the Member shall be responsible for its costs and the costs of each of its representatives attending any Board of Directors meeting.

Section 2. Quorum. Two-thirds (2/3) of the total number of Directors then serving shall constitute a quorum, but, in case there be no quorum present, a lesser number may adjourn the meeting until a quorum is obtained or proceed with the meeting for informational purposes only without the transaction of any business. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board, except as a larger vote may be required by the laws of the District of Columbia, these Bylaws, or the Articles of Incorporation.

Section 3. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, by mail, electronic, or fax vote, if a written consent of such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the meeting of the Board of Directors.

Section 4. Conference Call. Directors may participate in any meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 5. Meeting for Election of Officers. At the last scheduled meeting of the calendar year, the business to be transacted shall include the election of officers as provided for in Article VII.

Section 6. Meeting to Approve Annual Accounts. At the first scheduled meeting of the calendar year, the business to be transacted shall include the adoption of the annual accounts from the previous year.

ARTICLE VII - Officers

Section 1. Election. The Board of Directors shall elect from among the Directors a President and a Secretary/Treasurer, and such other officers as it shall deem necessary and desirable. The offices of President and Secretary/Treasurer may not, however, be held by the same person. The officers so elected shall serve for a two year term beginning on January 1 and they are eligible for reelection for successive terms, but no officer shall serve more than (1) successive term in the same office. The President shall be elected in odd numbered years and the Secretary/Treasurer in even numbered years, other than as required to fill a vacancy in accordance with Article VII, Section 3. All officers shall serve until their successor has been duly elected and has assumed the office, other than in the case of the removal of an officer in accordance with Article VII, Section 2.

Section 2. Removal. All officers of the Corporation appointed or selected by the Board of Directors may be removed from office at any time by an affirmative vote of not less than two-thirds (2/3) of the Directors.

Section 3. Vacancies. A vacancy in any office shall be filled by a vote of a majority of the Directors. Officers elected to fill a vacancy shall serve for the unexpired term of the previous officer.

Section 4. Duties of the President. The President shall be the chief executive officer of the Corporation. S/He shall be subject to the control of the Board of Directors, have general supervision, direction and control of the business affairs of the Corporation, shall have the general powers and duties of management usually vested in the office of President, and shall have other powers and duties as may be prescribed by the Board of Directors and by these Bylaws. The President shall preside at meetings of the Board of Directors. Acting under the direction of the Board of Directors, and on its behalf, the President shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board. In the absence of the Secretary/Treasurer, the President may appoint a Director to temporarily fulfill the required duties.

Section 5. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Directors, preserve in record books the full and correct minutes of the proceedings of all

such meetings, and be the custodian of the Articles of Incorporation, Bylaws, Corporate Seal, and Minute Books. Additional duties of the Secretary/Treasurer are to:

- Sign and execute all corporate documents and instruments whereupon the Secretary/Treasurer's signature may be lawfully required;
- Serve all notices required by law, the Bylaws, or by resolution of the Board of Directors;
- Prepare and file, with appropriate bodies, the official reports and documents required by law to be filed by nonprofit corporations. Keep or cause to be kept, in books belonging to the Corporation, complete and accurate accounts of all receipts and disbursements, resources and liabilities;
- Deposit all monies and funds and other valuable effects of the Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board of Directors;
- Disburse funds of the Corporation in payments of its obligations, taking proper vouchers and receipts for such disbursements;
- Render to the President and to the Directors at the meetings of the Directors, or whenever otherwise requested, correct statements and reports showing the financial condition of the Corporation, including an annual statement of the income, expenditure, assets and liabilities of the Corporation presented at the meeting scheduled in accordance with Article VI, Section 6;
- Sign corporate documents and instruments as necessary and in accordance with Board policy;
- Arrange for the performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Corporation, whenever so directed by the Board; and
- Preside at any meeting of the Board of Directors in the absence of the President.

ARTICLE VIII - Committees

Section 1. Nominating Committee.

Appointment and Term. The Corporation shall have a Nominating Committee consisting of four (4) members appointed annually by the President from among the Directors and Alternate Directors of the Corporation. The Nominating Committee shall designate one of its members to serve as chairperson of the Committee.

Nominations for Officers. No later than 60 days before the meeting called for the purpose in accordance with Article VI Section 5, a communication shall be directed to all Directors by the chairperson of the Nominating Committee, requesting nominations of Directors to be elected to applicable officer positions at the business meeting. The Nominating Committee shall present to the Directors no later than 14 days prior to the business meeting the name of at least one nominee for each officer position available. Nominations for officers may also be made by any Director present at the meeting.

Section 2. Other Committees.

Authorization and Appointment. The Board of Directors shall have the power, by resolution adopted by a majority of the Directors to designate one or more other committees. The President shall have the authority to appoint the members of any such committee authorized by the Board of Directors.

Term of Office. Unless otherwise specified by the Board of Directors, each member of a committee shall serve a term of one (1) year and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Removal. Any member of a committee may be removed at any time by vote of the Board of Directors.

Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

ARTICLE IX - Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by a different person serving as an officer of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. Loans. No loans may be issued or contracted on behalf of the Corporation and no evidence of indebtedness shall be incurred or issued unless authorized by a resolution of the Board of Directors.

ARTICLE X - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI - Indemnity

The Corporation shall indemnify Directors and officers who may have served at its request as Directors and officers against damages awarded against them, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such a Director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such Director or officer may be entitled under any Bylaw, agreement or otherwise.

ARTICLE XII - Notices

Section 1. Method of Giving Notices. Whenever notice is required to be given by these Bylaws, the same shall be given as specified by email, depositing the same with the U.S. Postal Service or by any other manner of delivery commonly used by businesses within the United States to the last known address of the individual entitled to such notice.

Section 2. Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records of the Corporation.

ARTICLE XIII - Corporate Seal

The Board of Directors shall provide a suitable seal containing the name of the Corporation and the year in which it was first incorporated. The seal shall be in the custody of the Secretary.

ARTICLE XIV - Parliamentary Procedures

The latest edition of Robert's Rules of Order shall govern parliamentary procedures of meetings of the Board of Directors, the Annual Meeting of the Members, and meetings of any committees, except where specifications of these Bylaws take precedence.

ARTICLE XV - Amendments

These Bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of a majority of the voting Directors then in office or two-thirds (2/3) of the Directors present at any meeting of the Board at which there is a quorum present, whichever is higher, provided that the amendment or proposal shall first be mailed, in any manner provided for notices by these Bylaws, to each Director of the Board at least thirty (30) days prior to the meeting at which it is proposed.

ARTICLE XVI - Dissolution

Section 1. Procedure. In order to dissolve the Corporation, the Board of Directors must adopt a resolution by an affirmative vote of at least three-fourths (3/4) of the voting Directors then in office approving that the Corporation be dissolved.

Section 2. Winding Up Affairs. Upon adoption of the resolution for dissolution by the Members, the Corporation shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor of the Corporation and shall proceed to collect its assets and apply and distribute them as determined by the Board of Directors.