

BYLAWS
OF the
ACCP FOUNDATION

ARTICLE I

OFFICES

The principal offices of the Corporation shall be located at 13000 West 87th Street Parkway, Lenexa, Kansas, 66215.

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which the Corporation is formed are set forth in the Articles of Incorporation.

ARTICLE III

BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by its Board of Directors, to be referred to as the Board of Trustees, and the Board of Trustees shall be responsible for, but not limited to, accomplishing the following:
 - A. Develop strategic plans and policies to conduct business and for future growth;
 - B. Identify, prioritize, and implement research and education agendas and programs for the corporation;
and
 - C. Guide and actively participate in the fund raising efforts of the Corporation.
2. The Trustees need not be residents of Missouri.
3. The number of Trustees shall be thirteen (13) to sixteen (16) members. The Trustees shall be made up of the following individuals:
 - A. Ex-Officio Members - Four individuals designated as Trustees by virtue of their positions with the American College of Clinical Pharmacy, a Missouri general not-for-profit corporation, ("ACCP"):
 - i) The Immediate Past President of the ACCP, a voting member, who shall function as the Vice-Chair;
 - ii) The President of the ACCP, a voting member;
 - iii) The Executive Director of the ACCP, a non-voting member;
 - iv) The Director of the ACCP Foundation, a non-voting member.
 - B. Elected Trustees - Six (6) individuals elected from the full membership of the ACCP in a manner consistent with paragraph 13 of this ARTICLE III. The chair will be selected from this group and
 - C. Appointed Trustees - Between three (3) and six (6) individuals as appointed by the Chair of the Board of Trustees in consultation with the Board of Trustees and in a manner consistent with paragraph 14 of this Article III.

4. Vacancies of ex-officio members will be replaced according to the ACCP Constitution and Bylaws. Vacancies in the elected trustees may be filled by an ACCP member either by selection by the remaining Trustees at any regular or special meeting by the vote of the majority of the Trustees present at such meeting at which a quorum is present. Vacancies in an appointed trustee will be filled by an approved appointee by the Board of Trustees and complete the term length of the position vacated. Vacancies in the Director or Executive Director position will remain open until that position is filled.
5. The Board of Trustees shall meet at least twice a year in person or through technology based conferencing for the purpose of electing, appointing, or installing the Board of Trustees and for the transaction of such other business as may come before the meeting.
6. Special meetings of the Board of Trustees may be called by the Chair of the Board or by written resolution or consent of the Board of Trustees. The Foundation Director will give notice of special meetings of the board and may designate any place, either within or without the state, or use technology based conferencing for the holding of any special meeting.
7. Notice of annual and special meetings of the Board shall be given to each Trustee with two (2) weeks advance notice by email, facsimile, or registered letter. However, such notice may be waived in writing if signed by the Trustees. The business to be transacted at the meeting need not be specified in the waiver of notice of such meetings, unless specifically required by law or by these Bylaws.
8. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting, and be required for adjourning the meeting. Unless otherwise required by charter or statute, the act of a majority of the Trustees present at any properly convened meeting at which there is a quorum shall be deemed the act of the Board.
9. At any meeting of the Board of Trustees, a Trustee entitled to vote may vote by proxy executed in writing by the Trustee or by his duly authorized attorney. No proxy shall be valid after (11) months from the date of its execution, unless otherwise provided in the proxy.
10. The Board of Trustees may appoint standing or temporary committees and invest such committees with such powers as the Trustees see fit. The committees shall be required to keep regular minutes of their transactions and shall report the same to the Board at their regular meetings or upon request.
11. The Board of Trustees shall make all rules governing the conduct and management of the Corporation that it deems advisable and which are not in conflict with the purpose of the Corporation, its Articles of Incorporation, or its Bylaws
12. Trustees shall receive no stated salary for their services as such but by resolution of the Board of Trustees may direct a fixed sum and expenses to be paid to the Trustee or Trustees for attendance at meetings of the Board. Nothing herein contained shall be construed to prevent any Trustee from receiving compensation for services to the Corporation rendered in a capacity other than Trustee.
13. The six individuals elected from the full membership of the ACCP shall be elected from a ballot of individuals recommended by the ACCP Nominations Committee. The two individuals so elected each year shall serve a three-year term, said term being staggered with the terms of the other four individuals so elected, such that two of the six positions are up for election each year. Individuals elected under this paragraph shall be eligible to immediately succeed themselves, presuming nomination by the ACCP Nominations Committee and election by the ACCP membership, once for a maximum of six continuous years.
14. No greater than six (6) nor fewer than three (3) individuals are to be appointed to the Board of Trustees by the Chair after consultation with the Board of Trustees. Each individual so appointed shall serve a two-year term. Individuals appointed under this paragraph shall be eligible to immediately succeed themselves twice for a maximum of six continuous years. Trustees do not need to be ACCP members or pharmacists.

ARTICLE IV

OFFICERS

1. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Trustees. The Chair shall be selected by the Board of Trustees from the elected Trustees and serve a one-year term, with the option to be annually re-elected as Chair by the Board of Trustees for a maximum of three one-year terms. The Vice-Chair shall be the immediate Past President of ACCP and serve a 1-year term. The Secretary will be the Director of the Foundation. The Treasurer shall be an elected or appointed Trustee and will be selected by the Board for a two-year term. The Board of Trustees may designate additional officers from time to time, as determined to be necessary for the operation of the Corporation.
2. A Board of Trustees Nominations Committee shall consist of four (4) individuals: the ACCP Executive Director, the Immediate Past President of the ACCP, and the two Elected Trustees scheduled to complete their elected terms on the Board at the end of the current year.
 - a. The ACCP Executive Director shall serve as Chair of the Nominations Committee.
 - b. The Nominations Committee shall annually prepare a slate for the office of Board of Trustees Chair.
 - c. Because the Treasurer is elected for a two-year term, the Committee shall prepare a slate for the office of Treasurer every other year or as necessitated by a vacancy in the office of Treasurer.
 - d. The slate prepared by the Nominations Committee shall consist of at least one (1) and not more than two (2) candidates for each office.
 - e. The slate shall be forwarded to the Board of Trustees for their consideration and action at a designated meeting of the Board.
3. If the Chair position becomes vacated, the Vice-Chair shall finish the year until a new Chair is elected in the subsequent year. Vice-Chair vacancy is filled per ACCP Constitution and Bylaws. If both the Chair and Vice-Chair positions are vacated in a given year, the Board of Trustees will elect a chair from the elected trustees for the remainder of the year. The Executive Director of ACCP shall fill the vacancy of secretary until another Director of the Foundation is hired. Treasurer replacement will be elected by the Board of Trustees from the current elected and appointed trustees and serve for the remaining term. Vacancies in an office may be filled by the Trustees at any regular or special meeting.
4. Any officer may be elected or removed without cause by the affirmative vote of a majority of the Board of Trustees.
5. The Chair shall preside at all meetings of the Board of Trustees, shall be the chief executive officer of the Corporation, and shall have general supervision and management of the affairs of the Corporation subject, however, to the control, when exercised, of the Board of Trustees. The Chair shall make reports to the Trustees and perform all such other duties as are incident to this office or are properly required by the Board of Trustees.
6. The Vice Chair shall perform all such duties as may be properly required by the Board of Trustees or by the Chair, and in the absence or inability of the Chair, shall exercise and perform the functions and exercise all the powers of the Chair.
7. The Secretary shall keep the minutes of the meetings of the Trustees, shall have the charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office or are properly required of the Secretary by the Board of Trustees or the Chair.
8. The Treasurer shall have oversight of all monies, transactions, securities, and accounting books of the Corporation. Together with the Director of the Foundation, they will prepare reports for all regularly scheduled Board of Trustee meetings.
9. The Director of the Foundation shall have custody of all monies and securities of the Corporation and shall keep regular books of account. The Director shall disburse the funds of the Corporation as may be ordered by the Board Trustees or the Chair, shall render an account of all transactions and of the financial condition of

the Corporation, and shall perform all duties incident to that office or that are properly required by the Board of Trustees or the Chair. The Director may give a bond or may be bonded for the faithful discharge of duties, if so determined by the Board of Trustees, in such sums as the Board of Trustees from time to time determine, the expense of such bonding to be paid for by the Corporation.

10. The salaries of the consultants, employees, and the officers shall be fixed by the Board of Trustees.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts. The Board of Trustees may authorize any officer or officers and any agent or agents 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.
2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confirmed to specific instances.
3. Checks, Drafts, Etc. All checks, drafts, or other 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 or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. Endorsements of instruments for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by rubber stamp of the Corporation or in such other manner as the Board of Trustees may from time to time determine.
4. Deposits. All funds of the Corporation not otherwise employed 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 Trustees may select.

ARTICLE VI

MANAGEMENT OF CORPORATE FUNDS

No funds received by donation, bequest, or any other means shall be diverted from the use to which they may be assigned by the donor, testator, or testatrix, unless such use is contrary to, or in conflict with, the purposes of the Corporation. The Board of Regents of ACCP, its governing body, shall annually approve in advance, a budget of revenues and expenses for this Corporation.

ARTICLE VII

SEAL

The Corporation shall have a corporate seal which shall have inscribed around the circumference thereof A.C.C.P. - Foundation, and elsewhere thereon shall bear the words "Corporate Seal." The corporate seal may be affixed by impression or may be by facsimile.

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

AMENDMENTS

The Board of Trustees shall have the power to make, amend, and repeal the Bylaws of this Corporation by an affirmative vote of a majority of Trustees present at any regular or special meeting of the Board.

ARTICLE X

PARLIAMENTARY PROCEDURES

The latest edition of Robert's Rules of Order shall govern parliamentary procedures of meetings of the Board of Trustees and any committee or task force meetings, except where the Bylaws take precedent.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the laws of the state of Missouri or by provision of these Bylaws, a waiver thereof in writing, signed by persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

INDEMNIFICATION

Every person who is or shall be or shall have been a Trustee or officer of the Corporation and his personal representative shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suite, or proceeding to which he may be made a party by some reason of his being or having been a Trustee or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duty as such Trustee or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorneys' fees, damages, and reasonable amounts paid in settlement.

ARTICLE XIII

INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by a majority of the members of the board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee.

ARTICLE XIV

DISSOLUTION

Section 1

In order to dissolve the Foundation, the Board of Trustees must adopt a resolution by a vote of three-fourths (3/4) of the Board members present at such regular or special meeting of the Board recommending that the Foundation be dissolved. Said resolution is then to be referred to the ACCP Board of Regents for their consideration. If adopted by a vote of three-fourths (3/4) of the Board of Regents members present at such regular or special meeting called to consider the resolution, then the Foundation shall be dissolved.

Section 2

Upon adoption of the resolution for dissolution by the ACCP membership, the Foundation 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 Foundation and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation.

ADMENDMENTS:

Article III, Section 1, 3-8,11,13,14

Article IV, Section 1,2,4-9

Article V, Section 1, removed 2-6

Article XI, Section 1

Article XII, numbering

Article XIII, numbering

Article XIV, numbering

Article XV, added

Amended November 29, 2005:

Article III, Section 14:

14. No greater than six (6) nor fewer than three (3) individuals are to be appointed to the Board of Trustees by the Chair after consultation with the Board of Trustees. Each individual so appointed shall serve a ~~three-~~two-year term. Individuals appointed under this paragraph shall be eligible to immediately succeed themselves ~~one~~ twice for a maximum of six continuous years. Trustees do not need to be ACCP members or pharmacists.

Amended November 14, 2009

Article V, Section 1, removed A, B and D.

- A. The Grants and Fellowship Selection Committee, which shall determine with approval from the Board of Trustees the selection criteria for all grants and fellowships, appoint and supervise all Grant Review Panels, review all submitted grants and fellowships, select from the submissions the award recipients for all competitions, and accomplish any other tasks as directed by the Board of Trustees.
- B. Research Advisory Committee, which shall be responsible for recommending a research agenda and the funding priorities for the Research Institute.
- D. Finance and Development Committee, which shall make specific recommendations to the Board of

Trustees about short- and long-term issues related to the Research Institute's budget, investments, and fundraising. At least annually, this committee will submit a detailed written analysis of the current and projected financial needs of the Research Institute that has been prepared in collaboration with the Research Institute Director, Treasurer, and Chair.

Article V, Section 1. Replaced with.

- A. The Community Advisory Panel (CAP), which shall operate in an advisory capacity to the BOT. The CAP provides feedback to the ACCP PBRN leadership and the Board of Trustees regarding prospective ACCP PBRN projects, reviews applications of all CAPs panel members and accomplish any other tasks as directed by the Board of Trustees. CAP members will be ACCP PBRN members and other appointed experts at the direction of the Board of Trustees.
- B. Frontiers Fund Committee, which shall make specific recommendations to the Board of Trustees about short- and long-term issues related to the Research Institute's fundraising efforts. Members of the Frontiers Fund Committee will consist of a Chair, appointed by the Director, and ACCP members at large. One Board of Trustee will serve on the committee. Members of the Frontiers Committee will have a history of being significant contributors to the Frontiers Fund.

Amended July 2012

Article IV, item 2 inserted.

2. A Board of Trustees Nominations Committee shall consist of four (4) individuals: the ACCP Executive Director, the Immediate Past President of the ACCP, and the two Elected Trustees scheduled to complete their elected terms on the Board at the end of the current year.
 - a. The ACCP Executive Director shall serve as Chair of the Nominations Committee.
 - b. The Nominations Committee shall annually prepare a slate for the office of Board of Trustees Chair.
 - c. Because the Treasurer is elected for a two-year term, the Committee shall prepare a slate for the office of Treasurer every other year or as necessitated by a vacancy in the office of Treasurer.
 - d. The slate prepared by the Nominations Committee shall consist of at least one (1) and not more than two (2) candidates for each office.
 - e. The slate shall be forwarded to the Board of Trustees for their consideration and action at a designated meeting of the Board.

Amended April 28, 2019:

Changed the corporation name on every occurrence throughout the Bylaws from ACCP RESEARCH INSTITUTE to ACCP Foundation.

Article V, STANDING COMMITTEES OF THE BOARD OF TRUSTEES removed entirely.

Article VI - XV, renumbered as V-XIV.