

BY-LAWS
OF
THE ACCP FOUNDATION

1. GENERAL

1.1 NAME & PURPOSE: The name of the corporation shall be the ACCP Foundation, hereafter referred to as “the Foundation”. The Foundation’s purpose is to advance human health by supporting and disseminating pharmacotherapeutic and clinical pharmacy research, scholarship, and practice innovation.

1.2 PRINCIPAL OFFICE: The principal office of the corporation shall be in the offices of the AMERICAN COLLEGE OF CLINICAL PHARMACY, INC. (ACCP).

1.3 FISCAL YEAR: The fiscal year of the Foundation shall begin on January 1 and end on December 31 of each year unless otherwise changed by the Directors.

2. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be responsible for, but not limited to, accomplishing the following:

- Developing strategic plans and policies to conduct business and for future growth;
- Guiding and actively participating in the fundraising efforts of the Corporation.

2.1 BOARD OF DIRECTORS: Beginning after the 2027 ACCP Annual Meeting (October 20, 2027), the Board of Directors shall consist of twelve members (9 voting and 3 non-voting) as follows:

Ex-Officio Members

Five individuals designated as Directors by virtue of their positions with the American College of Clinical Pharmacy, a Missouri general not-for-profit corporation (“ACCP”), or the official journals of ACCP, or the Foundation.

Voting Ex-Officio Directors

- The Executive Director of ACCP
- A Regent representative from the ACCP Board of Regents

Non-voting Ex-Officio Directors

- The editor-in-chief of *Pharmacotherapy*, an official journal of ACCP
- The editor-in-chief of the *Journal of the American College of Clinical Pharmacy*, an official journal of ACCP
- The chief staff executive of the Foundation

Elected Directors

Three individuals elected from the full membership of the ACCP in a manner consistent with paragraph 2.18. Elected Directors will be voting members.

Appointed Directors

Three individuals appointed by the Chair of the Board of Directors in consultation with the Board of Directors and in a manner consistent with paragraph 2.19. Appointed Directors will be voting members.

Miller Family Representative Director

A representative of the Russell R. Miller family who shall either be William A. Miller, Barbara J. Miller, Diane L. Miller, or a lineal descendant of any of them. William A. Miller will serve as a member of the Foundation Board of Directors until he designates his successor or upon his death or inability to serve as the then serving Miller Family Representative. The then serving Miller Family Representative shall designate their successor by a written statement for that purpose, signed and dated by the then serving Miller Family Representative and delivered to both the Foundation Board of Directors and the ACCP Board of Regents. If the then serving Miller Family Representative fails to appoint his or her successor in the manner described above, the Foundation Board of Directors shall appoint a replacement from among the ACCP membership. The Miller Family Representative Director will be a voting member.

2.2 2024-2025 BOARD OF DIRECTORS (Upon date of effective merger through October 21, 2025): According to the Plan of Merger of Pharmacotherapy Publications, Inc. (PPI) and the ACCP Foundation, seven legacy PPI Directors and nine legacy ACCP Foundation Trustees will serve out their board terms on the new Foundation Board of Directors.

This includes:

PPI Board of Directors: Chair, James E. Tisdale (voting); PPI Directors Candice Garwood (Regent representative from the ACCP Board of Regents, voting), Cynthia Jackevicius (voting), William A. Miller (Miller Family Representative, voting), the ACCP Executive Director (voting), the *Pharmacotherapy* Editor-in-Chief (non-voting), the *Journal of the American College of Clinical Pharmacy* Editor-in-Chief (non-voting);

ACCP Foundation Trustees (voting): Kelly E. Caudle, Henry Dunnenberger, Mary W.L. Lee, P. David Rogers, Marc H. Scheetz, Kathleen Stringer, Eva M. Vasquez, Titilola M. Afolabi, and Katie J. Suda.

1.0 FTE Foundation Chief Staff Executive position (non-voting), for a total of seventeen Director positions in 2024 – 2025.

2.3 2025 - 2026 BOARD OF DIRECTORS (October 22, 2025 – October 20, 2026): According to the Plan of Merger of Pharmacotherapy Publications, Inc. (PPI) and the ACCP Foundation and in a manner consistent with paragraph 2.2, the 2025 - 2026 Board of Directors will be composed of six legacy PPI Directors, four legacy ACCP Foundation Trustees serving out their board terms on the new Foundation Board of Directors, and one new Foundation Director.

This includes:

PPI Board of Directors: Chair, James E. Tisdale (voting); PPI Directors Candice Garwood (Regent representative from the ACCP Board of Regents, voting), William A. Miller (Miller Family Representative, voting), the ACCP Executive Director (voting), the *Pharmacotherapy* Editor-in-Chief (non-voting), the *Journal of the American College of Clinical Pharmacy* Editor-in-Chief (non-voting);

ACCP Foundation Trustees (voting): Kelly E. Caudle, Marc H. Scheetz, Titilola M. Afolabi, and Katie J. Suda.

One newly appointed voting Director will be added to the Board of Directors to serve a 3-year term.

1.0 FTE Foundation Chief Staff Executive position (non-voting), for a total of twelve director positions in 2025 – 2026.

2.4 2026 - 2027 BOARD OF DIRECTORS (October 21, 2026 – October 19, 2027): According to the Plan of Merger of Pharmacotherapy Publications, Inc. (PPI) and the ACCP Foundation and in a manner consistent with paragraph 2.2, the 2026 - 2027 Board of Directors will be composed of four legacy PPI Directors, two legacy ACCP Foundation Trustees serving out their board terms on the new Foundation Board of Directors, one 2025 appointed Director, one newly appointed Director, and two newly elected Directors.

This includes:

PPI Board of Directors: A regent representative from the ACCP Board of Regents (voting), William A. Miller (Miller Family Representative, voting), the ACCP Executive Director (voting), the *Pharmacotherapy* Editor-in-Chief (non-voting), and the *Journal of the American College of Clinical Pharmacy* Editor-in-Chief (non-voting);

ACCP Foundation Trustees (voting): Titilola M. Afolabi, and Katie J. Suda;

One Foundation voting Director, previously appointed in 2025;

One newly appointed voting Director will be added to the Board of Directors to serve a 3-year term;

Two newly elected voting Directors; one to serve a two-year term and one to serve a three-year term;

The Foundation Chief Staff Executive (non-voting), for a total of twelve directors in 2026 – 2027.

2.5 TENURE: Except as otherwise provided in these by-laws, beginning October 20, 2027, each Director shall hold office for a period of three years or until their successor is appointed.

2.6 POWERS: The affairs of the Foundation shall be managed by the Directors who shall have and may exercise all the powers of the corporation except those powers reserved by the Board of Regents of ACCP. By way of illustration and not by limitation, the powers reserved to the Board of Regents of ACCP are:

Approval of the Foundation Mission Statement and Strategic Plan, including any updates or other modifications to either document.

Approval of the annual Foundation budget.

Approval of the appointment of the Editors-In-Chief of the official journals of ACCP.

2.7 COMMITTEES: The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all their powers. Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless otherwise

designated by the Directors, any committee shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The members of any committee shall remain in office only at the pleasure of the Directors.

2.8 SUSPENSION OR REMOVAL: A Director may be suspended or removed with or without cause by a vote of the majority of the Directors. If the suspension or removal is with cause, notice of the cause for such suspension or removal must be provided to the Director to be suspended or removed, and such Director shall have the opportunity to meet in person with the other Directors to be heard as to why such suspension or removal is not justified.

2.9 VACANCY OF POSITION: Vacancies in the elected Directors may be filled by an ACCP member as selected by the remaining Directors at any regular or special meeting by the vote of the majority of the Directors present at such meeting at which a quorum is present. Vacancies in an appointed Director may be filled by an individual appointed by the Chair of the Board of Directors in consultation with the Board of Directors. The successor Director shall have and may exercise all the powers as the remaining Directors.

2.10 REGULAR MEETINGS: The Board of Directors shall meet at least twice a year in person or through technology-based conferencing. A Director of the Foundation who is present at a regular meeting at which action is taken on any matter shall be presumed to have assented to such action taken unless their dissent shall be recorded in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

2.11 SPECIAL MEETINGS: Special meetings of the Directors may be held at such times and places when called by the Chairperson, the chief staff executive, or by written resolution or consent of the Board of Directors. A Director of the Foundation who is present at a special meeting at which action is taken on any matter shall be presumed to have assented to such action taken unless their dissent shall be recorded in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

2.12 CALL AND NOTICE:

- A. No call or notice shall be required for regular meetings of the Board of Directors, provided that reasonable notice specifying the purpose of a regular meeting shall be given to each Director a) if a contract is to be discussed and/or executed, b) transactions of the corporation with interested persons are to be discussed and/or authorized, c) amendments to these By-Laws are to be discussed and/or approved, d) as required by law or the Articles of Incorporation of the Foundation.
- B. Reasonable notice of the time and place for a special meeting of the Directors shall be given to each Director. The purpose of the special meeting shall be included in the notification of the time and place for such special meeting. "Reasonable Notice" is hereby defined as notification by e-mail at least 72 hours before the special meeting; or in person by telephone at least 72 hours before the special meeting.
- C. Whenever notice of a meeting, regular or special, is required, such notice need not be given to any Director if a written waiver of notice, executed by them or their authorized representative, before or after the meeting is provided to the Directors. Notice also need not be provided to any Director who attends any regular or special meeting without protesting the reasonableness or sufficiency of notice provided to them at such meeting.

2.13 QUORUM: At any meeting of the Directors, a majority of the voting Directors shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.14 ACTION BY VOTE: When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, other than appointment of Directors.

2.15 ACTION BY ELECTRONIC VOTE: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken by email or other electronic voting process, without a meeting, if the equivalent to a quorum of Directors vote and the results are filed with the records of the meetings of the Directors.

2.16 COMPENSATION: The Directors shall be entitled to receive for their services reimbursement of expenses for attendance at meetings.

2.17 CHAIRPERSON: The Chairperson shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such powers and duties as may be determined by the Directors.

2.18 ELECTED DIRECTORS: The three individuals elected from the full membership of the ACCP shall be elected from a ballot of individuals recommended by the ACCP Nominations Committee. The individual elected each year shall serve a three-year term, said term being staggered with the terms of the other two individuals so elected, such that one of the three positions are up for election each year.

2.19 APPOINTED DIRECTORS: Three individuals are to be appointed to the Board of Directors by the Chair after consultation with the Board of Directors. Each individual so appointed shall serve a three-year term, said term being staggered with the terms of the other two individuals so appointed, such that one of the three positions are appointed each year. Appointed directors are not required to be ACCP members or pharmacists.

3. OFFICERS

3.1 The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors. Beginning with the 2026 – 2027 Board term, the Chair shall be elected by the Board of Directors from the current Directors and serve a one-year term, with the option to be annually re-elected as Chair by the Board of Directors for a maximum of three one-year terms. The Secretary will be the Chief Staff Executive. The Treasurer shall be elected by the Board of Directors from the current Directors and serve a one-year term, with the option to be annually re-elected as Treasurer by the Board of Directors for a maximum of three one-year terms. The Board of Directors may designate additional officers from time to time, as determined to be necessary for the operation of the Corporation.

3.2 Officers of the 2024 – 2026 Board of Directors: James E. Tisdale, PPI Board of Directors Chair will maintain his position as Chair of the Foundation Board of Directors and serve a two-year term ending 10/20/2026. The Treasurer shall be elected by the Board of Directors from the current Directors and serve a one-year term, with the option to be annually re-elected as Treasurer by the Board of Directors for a maximum of three one-year terms. The Foundation Executive Staff will serve as Secretary.

3.3 A Board of Directors Nominations Committee shall consist of three (3) individuals: the ACCP Executive Director, the Elected Director scheduled to complete their elected term

on the Board at the end of the current year and the Appointed Director scheduled to complete their appointed term on the Board at the end of the current year.

- 3.3.1 The ACCP Executive Director shall serve as Chair of the Nominations Committee.
 - 3.3.2 The Nominations Committee shall annually prepare a slate for the office of Board of Directors Chair and Treasurer.
 - 3.3.3 The slate prepared by the Nominations Committee shall consist of at least one (1) and not more than two (2) candidates for each office.
 - 3.3.4 The slate shall be forwarded to the Board of Directors for their consideration and action at a designated meeting of the Board.
- 3.4 If the Chair position becomes vacated, the Board of Directors will elect a chair pro tempore from among the current directors for the remainder of the year. If the Secretary position is vacated, the Chair will appoint a new secretary from within the staff or the board to fill the vacancy. Treasurer replacement will be elected by the Board of Directors from the current directors and serve for the remaining term. Vacancies in an office may be filled by the Directors at any regular or special meeting.
- 3.5 The Chair shall preside at all meetings of the Board of Directors and shall have general supervision and management of the affairs of the Board subject, however, to the control, when exercised, of the Board of Directors. The Chair shall perform all such duties as are incident to this office or are properly required by the Board of Directors.
- 3.6 The Secretary shall keep the minutes of the meetings of the Directors, 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 Directors or the Chair.
- 3.7 The Treasurer shall have oversight of all monies, transactions, securities, and accounting books of the Corporation. Together with the Chief Staff Executive of the Foundation, they will prepare reports for all regularly scheduled Board of Director meetings.
- 3.8 The Chief Staff Executive of the Foundation will serve as the chief executive officer of the corporation, shall have custody of all monies and securities of the Corporation and shall keep regular books of account. The Chief Staff Executive shall disburse the funds of the Corporation as may be ordered by the Board of Directors 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 Directors or the Chair.
- 3.9 The salaries of any consultants or contractors will be approved by the Board of Directors as a part of the annual budgeting process.
- 3.10 The salaries of the Chief Staff Executive and any Foundation staff will be determined by the ACCP Executive Director and approved as a part of the annual ACCP and Foundation budgeting processes.

4. EXECUTION OF DOCUMENTS

- 4.1 All documents approved or accepted by the Board of Directors, including, but not limited to, deeds, leases, transfers, contracts, bonds, notes, or any other obligation of the Foundation shall be signed by the Chairperson or the Chief Staff Executive of the Foundation. Any person, firm, corporation or business entity to whom such documents are

directed may act upon and rely in good faith on such document notwithstanding any inconsistent provisions of the Articles of Incorporation, By-Laws, resolutions or votes of the corporation.

5. PERSONAL LIABILITY/INDEMNIFICATION

5.1 The Directors of the Foundation shall not be personally liable for any debt, liability, or any other obligation of the corporation. Any person, corporation, or any other entity extending credit to, contracting with, or having any claim against, the Foundation may look only to the funds or other assets of the Foundation for the payment of any such contract or claim or for the payment of any debt, damages, judgment, or decree, or for any money that may otherwise become due or payable to them from the Foundation.

5.2 The Foundation shall indemnify and hold harmless any Director against any and all claims or damages described in section 5.1 herein except in such cases where the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

6. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.1 Contracts: The Board of Directors 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.

6.2 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 Directors. Such authority may be general or confirmed to specific instances.

6.3 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 individual(s) as the Directors may designate by Board action. In no event shall such checks be signed by less than two individuals. 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 Directors may from time to time determine by Board action.

6.4 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 Directors may select.

7. AMENDMENTS

7.1 The By-Laws may be amended, altered or repealed in whole or in part by a vote of the majority of Directors at any regular or special meeting of the Board of Directors.

8. PARLIAMENTARY PROCEDURES

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

9. WAIVER OF NOTICE

9.1 Whenever any notice whatever is required to be given under the laws of the state of Massachusetts 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.

10. DISSOLUTION

10.1 In order to dissolve the Foundation, the Board of Directors 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.

10.2 Upon adoption of the resolution for dissolution according to section 10.1, 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.

The above By-Laws are certified to have been duly adopted by the Board of Directors of the Foundation on the ____21st____ day of __November____, 2024.

By James Tisdale

James E. Tisdale
Title: Chair, Board of Directors
REPRESENTATIVE OF THE FOUNDATION BOARD OF DIRECTORS