

**BYLAWS  
OF  
DISTRICT V NABPAACP**

***Article one  
Offices***

The principal office of the corporation in the State of North Dakota, shall be located at 1906 East Broadway, Bismarck, in Burleigh County , North Dakota. The corporation may have such other offices, either within or without the State of North Dakota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

***Article Two  
Members***

Section 1. The Members of District V NABPAACP shall be the Boards of Pharmacy and the Colleges of Pharmacy within District V NABPAACP. The initial Members are:

**MEMBER COLLEGES**

Drake University  
College of Pharmacy  
28<sup>th</sup> & Forest Avenue  
Des Moines IA 50311

University of Nebraska  
College of Pharmacy  
986000 Nebraska Medical Center  
Omaha NE 68198-6000

University of Iowa  
College of Pharmacy  
Iowa City IA 52242

North Dakota State University  
College of Pharmacy  
Box 2650 University Station  
Fargo ND 58105-6050

University of Minnesota  
College of Pharmacy  
308 Harvard Street SE  
Minneapolis MN 55455-0343

South Dakota State University  
College of Pharmacy  
Box 2202 C  
Brookings SD 57007-0197

Creighton University  
School of Pharmacy  
2500 California Plaza  
Omaha NE 68178

College of Pharmacy & Nutrition  
110 Science Place  
University of Saskatchewan  
Saskatoon SK S7N 5C9

Faculty of Pharmacy  
Winnipeg Manitoba R3T 2N2  
Canada

**MEMBER BOARDS**

Iowa Board of Pharmacy Examiners  
400 SW 8<sup>th</sup> Street – Suite E  
Des Moines IA 50309-4688

South Dakota State Board of Pharmacy  
4305 S Louise Ave Suite 104  
Sioux Falls SD 57106

Minnesota State Board of Pharmacy  
2829 University Ave SE Suite 530  
Minneapolis MN 55414-3251

Manitoba Pharmaceutical Association  
187 St. Mary's Road  
Winnipeg Manitoba R2H 1J2  
Canada

Nebraska Board of Examiners in Pharmacy  
P O Box 94986  
Lincoln NE 68509-4986

Saskatchewan College of Pharmacists  
700-4010 Pasqua Street  
Regina Saskatchewan S4S 7B9

North Dakota State Board of Pharmacy  
P O Box 1354  
Bismarck ND 58502-1354

Section 2. Each Board of Pharmacy and College of Pharmacy, or faculty of Pharmacy shall have one vote.

***Article Three***  
***Board of Directors***

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Board of Directors. The Board of Directors shall consist of one representative of each of the member Boards and Colleges of District V. There shall be no terms of office except that the individual will hold office as long as they hold their position with the respective Board of Pharmacy or College of Pharmacy.

Section 3. Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held without any other notice than this by-law as specified by the Board. The annual meeting shall be held in conjunction with the regular annual meeting of the Boards of Pharmacy and Colleges of Pharmacy in August of each year or as otherwise designated by the Board of Directors. Additional regular meetings shall be held at the principle office of the corporation in the absence of any designations in the resolution.

Section 4. Special Meetings. Special meetings of the board of Directors may be called by or at the requests of the President, the Secretary/ Treasurer or any four directors, and shall be held at the principle office of the corporation, by teleconference, by web conference or at any such place as the Directors may determine.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally, sent by email, or communicated by telephone to each director at his/her address as

shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any regular, special or annual meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise required in these bylaws, the business to be transacted at the meeting need not be specified in the notice or waiver of such meeting.

Section 6. Quorum – Board Decisions. Except as otherwise provided in these bylaws, the majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. But, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Except as otherwise required by law or these bylaws, the act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Attendance. Any Board member may attend in person or file a proxy to serve on their behalf with the secretary/treasurer of the corporation.

Section 8. Compensation. Directors as such shall not receive any salaries for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

#### ***Article Four Officers***

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer or a combination thereof and such officers as is determined, by election or appointment of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until a successor has been duly elected and qualifies. The manner of election by the Board of Directors shall be determined by the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby. But such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

#### **Article Five Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, or him/her by law. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing bylaws; electing, appointing, or removing any member of any such committee or any director or officer; amending the articles of corporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking the proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

#### **Article Six Contracts, Checks, Deposits and Gifts**

Section 1. Contracts. The Board of Directors may authorize any officer or officers or 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 may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. 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 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 Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer.

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 or solicit on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

***Section Seven  
Books and Records***

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. All books and records of the corporation may be inspected by a director or his/her agent or attorney, for any proper purpose at any reasonable time.

***Section Eight  
Fiscal year***

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January in each year and end at midnight on the 31<sup>st</sup> day of December of the same year.

***Article Nine  
Prohibitions***

This corporation shall not have or issue shares of stock. No dividend, or pecuniary profit, shall be paid and no part of the income of this corporation shall be distribution to its members, directors, or officers. This corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, as determined by the Board of Directors. This corporation may confer benefits in conformity with its purposes and upon its dissolution or final liquidation, and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

No loans shall be made by this corporation to its directors, officers or members. Any director of this corporation who votes for or assents to the making of a loan to a director, officer or member of this corporation, and any director, officer or member participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

***Article Ten  
Waiver of Notice***

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or other acts, regulations or statutes of the State of North Dakota or under the provision of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article Eleven**  
**Indemnification**

When any claim is asserted, whether by action in court or otherwise, against any person by reason of said person being or having been a director, or officer of this corporation, the court in the proceeding in which such claim has been asserted, or any court having the requisite jurisdiction of an action instituted by such director or officer on his or her claim for indemnity, may assess indemnity against this corporation, its receiver, or trustee, for the amount paid by such director or officer in satisfaction of any judgment on or in compromises of any such claim (exclusive in either case of any amount paid to the corporation), and any expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection therewith to the extent that the court shall deem reasonable and equitable, provided, nevertheless, that indemnity under this article may be assessed only if the court finds that the person indemnified was not guilty of gross negligence or willful misconduct in the performance of his or her duties as such director or officer. The right and remedy provided by this article shall be exclusive when any action brought on such claim has resulted in judgment against the person claiming indemnity or when the person claiming indemnity has paid or agreed to pay any sum in settlement of any such claim or action, and in such case indemnity shall be awarded only upon order of the court pursuant to the provisions of this Article.

In all other cases not enumerated in the foregoing paragraph, this corporation shall indemnify any director or officer or former director or former officer of this corporation against expense and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason of said person being or having been such director or officer, except in relation to matters as to which he or she shall have been guilty of gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

**Section Twelve**  
**Amending Articles of Incorporation**

At the request of the board or any member or members of the board, the Board of Directors shall adopt a resolution setting forth the proposed amendment(s) to the articles of incorporation and directing that it be submitted to a vote at a meeting of directors, which may be either an annual, regular or special meeting. The resolution shall be discussed and not voted upon at the initial meeting called to consider the resolution but said vote shall only occur at a subsequent meeting, unless the requirement of voting at a subsequent meeting is waived by the entire board. The proposed amendments shall be approved by a majority of the entire Board of Directors to be effective. Written or printed notice setting forth the proposed amendment(s) or a summary of the changes to be effected thereby shall be given to each director not less than ten (10) nor more than one-hundred twenty (120) days before the date of the initial meeting called to consider the resolution either personally, by email, when emailed or

deposited in the United States Mail addressed to the member at his/her or its address as it appears on the records of the corporation, with postage thereon prepaid.

**Article Thirteen  
Amendment of Bylaws**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the entire Board of Directors at any annual meeting, regular meeting or any special meeting, if at least ten (10) days written notice is given to each director prior to the initial meeting to consider the proposal(s) of intention to alter, amend or repeal or to adopt new bylaws and said notice shall set forth the proposed alteration(s), amendments(s), repeal(s) or summary of the changes to be effected. Any proposal(s) to alter, amend, repeal or otherwise change the bylaws shall be discussed and not voted upon at the initial meeting wherein the proposal(s) is first discussed but said vote shall only occur at a subsequent meeting, unless the requirement of voting at a subsequent meeting is waived by the entire board. Written or printed notice setting forth the proposed amendment(s), alteration(s), repealer(s), addition(s), or a summary of the changes shall be given to each director not less than ten (10) nor more than one-hundred twenty (120) days before the date of the initial meeting where the proposal(s) shall be first considered either personally, by email or by mail. If emailed or mailed, such notice shall be deemed to be delivered when emailed or deposited in the United States mail addressed to the member at his/her or its address as it appears on the records of the corporation, with postage thereon prepaid.

Adopted and/or amended this \_\_\_\_\_ day of \_\_\_\_\_, 2010  
By the Board of Directors.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Certificate of Bylaws

I, \_\_\_\_\_, the Secretary of the District V NABPAACP Corporation, a North Dakota Non-Profit Corporation, hereby certify:

The foregoing bylaws, comprising of \_\_\_ pages, are the bylaws of said corporation, as amended or otherwise altered to date. The bylaws in effect at present are the same as those amended or otherwise altered to date by this corporation.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010

\_\_\_\_\_  
Secretary

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010  
\_\_\_\_\_

Notary Public