

## MEMORANDUM

TO: IACP Membership

FROM: Scott Brunner, CAE  
Executive Vice President

DATE: October 16, 2019

SUBJECT: Proposed IACP Bylaws Changes

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Accompanying this memorandum are IACP Bylaws amendments proposed by the Board of Directors.

The document is presented in mark-up form so that you can see the proposed alterations. Many of the proposed amendments are housekeeping or clarifying in nature, and the intent of those should be clear from the context.

However, this memo is to share briefly the rationale for a handful of specific proposed changes, the purpose of which may not be apparent.

1. **IACP NAME CHANGE.** The Board of Directors has approved changing IACP's name to Alliance for Pharmacy Compounding. Therefore, all references to IACP and 'Academy' in these proposed Bylaws are amended to reflect the new syntax.
2. **CORPORATE MEMBERS VS. CORPORATE PATRONS.** Lines 45-46 would amend what we call corporations who affiliate with IACP. Referring to them as "members" has created occasional confusion as to their status and rights. In addition, our database system lacks the capacity to accommodate "group memberships." Referring to them as "patrons" we believe clarifies their role and allows us to manage those relationships differently than we manage dues-paying member relationships.
3. **EXECUTIVE VICE PRESIDENT BECOMES CHIEF EXECUTIVE OFFICER.** Throughout the Bylaws, with first reference on lines 141-142, the title of the organization's chief staff officer has been changed to Chief Executive Officer. The change helps avoid misunderstandings that arise from the EVP title and more accurately reflects the role. CEO has come into common usage in trade associations over the past 25 years.
4. **DEFINING THE ROLE OF THE BOARD OF DIRECTORS.** Lines 159-164 clarify the role of the Board of Directors as stewards of the organization. In the current Bylaws, no board role is indicated except what can be inferred by its name and the fiduciary duties required of it by law.
5. **CHANGING THE TITLE OF SECRETARY-TREASURER.** On line 170, and in all references following, the title of Secretary-Treasurer is changed to Treasurer. The proposed amendment more accurately reflects the role of that officer in our organization. It is standard practice in associations for the Secretary role to be reserved for the chief staff officer, and in fact, our EVP – and not our Secretary-Treasurer – has long served as our board secretary and performed all duties noted for that role. This proposed change reflects that reality.
6. **ONLY ACTIVE OR ASSOCIATE MEMBERS MAY SERVE ON THE BOARD.** Line 176 clarifies who is eligible to run for a seat and serve on the board.

**MEMORANDUM – Bylaws Amendments**

**October 16, 2019**

**Page Two**

7. **SERVICE REQUIRED IN ORDER TO RUN FOR OFFICER.** Line 197 clarifies that a candidate for officer must have completed one full year of service on the board before taking office as an officer. As presently worded, the Bylaws in effect require more than a year of service before one may run for an officer position.
8. **NOMINATIONS PROCESS.** Lines 278-284 simply clarify and standardize aspects of the nominations process.
9. **ROLES OF TREASURER AND CEO.** Lines 385-391 define the role of Treasurer as the organization's internal auditor and finance/budget liaison. In addition, the secretarial duties have been removed from that section. Lines 401-407 define the CEO's duties as organizational secretary.
10. **AMENDMENTS TO BYLAWS.** Lines 468-496 include clarifying amendments about the process of amending the bylaws, including the requirement of written notice to the membership of the substance of proposed changes and the right of the board to offer commentary on any amendment offered by petition.



ACADEMY BYLAWS

*These amended and restated Bylaws were adopted by action of the Board of Directors on 27 September 2018 and ratified by the IACP Membership 01 December 2018.*

# PROPOSED AMENDMENTS

October 2019

# PROPOSED AMENDMENTS

[ FYI: This document contains edits proposed by the Bylaws Committee  
and approved by the IACP Board of Directors, October 2019. ]

## Article I. Offices

### Section 1. Principal Office.

The Corporation shall maintain a principal office at such location as designated by the Board of Directors.

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## Article II. Purpose

### Section 1. Specific Purposes.

The Alliance for Pharmacy Compounding (the Alliance) is a non-profit organization established under section 501(c)(6) of the Internal Revenue Code, and is incorporated and established under the laws of the State of Texas. The purposes of the Alliance shall be consistent with those of professional and trade associations, specifically to promote, upgrade, defend, and safeguard the common professional and economic interests of the members of the Alliance.

Deleted: Section 2. Address of Registered Agent.  
The Corporation shall maintain a registered agent in the State of Texas identical with the principal office of the Corporation.

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## Article III. Membership

### Section 1. Classes of Members.

The Alliance shall have two (2) classes of voting members and three (3) classes of non-voting members designated as follows:

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#### a) Voting members.

1. Active Members. Active members shall be individuals who have earned a degree in pharmacy, are licensed or registered in the country, state, province and/or territory in which they practice and are engaged in pharmacy compounding. Active technician members shall be individuals who have earned the designation in the country, state, province and/or territory in which they practice and are engaged in pharmacy compounding.

2. Associate Members. Associate members shall be individuals who are not required to be engaged in pharmacy compounding or to be licensed or registered pharmacists. Associate members will have all the rights and privileges of the active members of the Alliance.

#### b) Nonvoting Members.

1. Student Members. Student members shall be individuals enrolled in an accredited school of pharmacy. Student members shall not have voting rights and shall not hold office in the Alliance.

2. Honorary Members. Honorary members shall be individuals who are elected to membership based upon their commitment to the Alliance, upon such criteria as determined by the Board of Directors. Honorary members shall not have voting rights and shall not hold office in the Alliance, unless otherwise eligible as an active or associate member.

3. Corporate Patrons. Corporate patrons shall be any corporate entity that supports the mission of the Alliance but is not otherwise eligible for membership as an active or associate member.

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Deleted: firms or Associations who are interested advancing the art and science of pharmacy compounding. Corporate members shall not have voting rights and shall not hold office in the Academy.

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### Section 2. Qualification.

Members specified in subsections (a) and (b) of Section 1 of this Article shall at all times continue to meet the criteria for their particular class of membership as specified above. The Board of Directors of the Alliance may establish standards and procedures for the acceptance of applications for new or renewal of membership including, but not

81 limited to, the rejection or removal of a member from the Alliance.

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82  
83 Section 3. Membership.

84 a) Voting. Only active members and associate members shall have voting rights, and shall have one (1) vote  
85 upon each matter submitted to a vote. They may vote either in person or by print or electronic ballot  
86 forms in the case of those matters for which balloting is permitted in these Bylaws.

87 b) Office in the Alliance. Only active members and associate members shall be eligible to hold office in the  
88 Alliance.

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89 c) Other Privileges. Other membership privileges and benefits for all current classes of membership include  
90 participation in various activities, programs and publications of the Alliance as may be designated by the  
91 Board of Directors.

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93 Section 4. Termination of Membership.

94 a) The failure of a member to pay dues within thirty (30) days following the due date or to meet other  
95 qualifications required for membership in a particular membership category shall result in the  
96 membership being automatically terminated.

97 b) The membership of an individual shall terminate upon the death of the member.

98  
99 Section 5. Dues.

100 The Board of Directors may at any meeting of the Board of Directors fix, change, amend or adjust the membership  
101 dues applicable to the classes of members enumerated in these Bylaws.

102  
103 Section 6. Affiliations with Other Professional Organizations.

104 All members shall be encouraged to maintain active membership in local, national and international pharmacy  
105 organizations. The Alliance will affiliate with the state, national and international organizations that support and  
106 promote the mission and vision of the Alliance.

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107  
108 Section 7. Sections.

109 a) The Board of Directors shall establish sections at the request of membership or to meet a perceived need,  
110 and shall determine eligibility requirements for membership within those sections. The purpose for  
111 creation of the sections will be to allow members to interact more effectively, to share common  
112 professional interests, establish standards of practice and provide input to the IACP Board related to policy  
113 development.

114 b) The Board of Directors shall adopt administrative rules and other such policies and procedures relating to  
115 section activities, as it deems necessary.

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116  
117 Section 8. Membership Year.

118 Annual memberships shall extend for twelve (12) months commencing on the anniversary date of the membership.

119  
120 Section 9. Annual Meeting.

121 The annual meeting of members shall be held each year for the purpose of providing education and a general  
122 membership meeting for the transaction of such business as may be brought before the Alliance. The Board of  
123 Directors shall approve the date, time and location of the meeting.

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124  
125 Section 10. Other Meetings.

126 Other regular meetings of the members for the transaction of such business as may come before the Alliance, or for  
127 activities that promote professional or personal growth and social interactions, shall be held on such date and at such  
128 time and place as approved by the Board of Directors.

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129  
130 Section 11. Special Meetings.

142 Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise  
143 prescribed by statute, on call of the President or within thirty (30) days of receipt of a written petition signed by not  
144 less than fifty (50) voting members.

#### 146 Section 12. Notice.

147 Notice of any meeting ~~of the membership~~ shall be given by written notice delivered to each member not less than  
148 thirty (30) days before the date of the meeting, either personally or by electronic or regular mail at the address of the  
149 member on record with the ~~Alliance~~. The purpose of and the business to be transacted at any special meeting of the  
150 members shall be specified in the notice of such meeting.

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#### 152 Section 13. Quorum.

153 The quorum for a general membership meeting shall be no less than fifty (50) voting members.

#### 155 Section 14. Conduct of Meetings.

156 The President and in his or her absence, the President-Elect, and in their absence any person chosen by the members  
157 present, shall call the meeting of the members to order and shall preside over such meeting. The ~~Chief Executive~~  
158 ~~Officer~~ of the ~~Alliance~~ shall act as the official secretary of all meetings of the members and may delegate the  
159 recording of the minutes to a staff member. Meetings of the members shall be conducted according to Robert's Rules  
160 of Order, as revised. The order of business to be conducted at each meeting of the members shall be determined by  
161 the presiding officer.

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#### 163 Section 15. Voting by Ballot.

164 With respect to the election of directors and officers, members shall vote by print or electronic ballot forms  
165 provided by the ~~Alliance~~. Ballot forms shall be made available not less than ~~twenty (20)~~ days prior to the date set for  
166 the voting deadline. The ballot form shall list the names of the individuals who have been nominated for election,  
167 and shall also include a deadline by which the completed ballot must be received by the ~~Alliance~~. Any ballot not  
168 received by the ~~Alliance~~ by the stated deadline shall be considered invalid and shall not be included in determining  
169 the votes for directors and officers. The ballot form may also include such other information or instructions as may be  
170 necessary or appropriate. ~~In any election in which there is a tie, the outcome shall be decided by the toss of a coin.~~

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### 172 Article IV. Board of Directors

#### 174 Section 1. General Powers and Role.

175 The governance of all the affairs, property and interests of the ~~Alliance~~ shall be vested in the Board of Directors. ~~The~~  
176 ~~Board shall lead the organization and be accountable to and for it. Its primary role shall be strategic, focused on the~~  
177 ~~future and determining the ends the organization is to achieve. It will delegate with clarity, oversee the chief~~  
178 ~~executive officer without micromanaging, allocate resources, and rigorously evaluate the progress of the~~  
179 ~~organization. The Chairman of the Board and Chief Executive Officer are empowered to execute agreements on~~  
180 ~~behalf of the Alliance when authorized to do so by action of the Board of Directors.~~

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Section 2. Number and Qualifications of Directors

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#### 182 Section 2. Number and Qualifications of Directors

183 a) The number of voting directors shall be twenty (20). They shall be elected in accordance with Section 3 of this  
184 Article. The Board of Directors shall be composed of:

185 i. The officers of the ~~Alliance~~ including one (1) President, one (1) Chairman of the Board, one (1)  
186 President-Elect, one (1) Vice President and one (1) ~~Treasurer~~.

187 ii. Thirteen (13) District Directors; (1) from District 1, and (2) from Districts 2-7  
188 iii. Two (2) At-Large-Directors

189 b) The ~~Chief Executive Officer~~ of the ~~Alliance~~ shall be an ex officio, non-voting member of the Board of  
190 Directors.

191 c) The IACP Foundation President shall be a non-voting member of the IACP Board of Directors.

d) Only Active and Associate members are eligible to serve on the Board of Directors.

### Section 3. Election and Term.

- a) The District Directors shall be elected by all of the voting members of that District by print or electronic ballot by a plurality of the votes cast. The terms shall be staggered so that as close as possible to one-third (1/3) of the Director positions expire/are elected each year.
- b) The Officers and At-Large Directors shall be elected by the voting members of the Alliance.
- c) The Vice President and Treasurer must have served at least one year on the IACP Board of Directors prior to taking office as an officer.
- d) Terms for incoming directors shall commence on the first day January, and they shall hold office for a term of three (3) years, or until their successors have been elected. No director shall serve for more than two (2) consecutive full terms.

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### Section 4. Resignation.

An officer or director may resign at any time by filing a written resignation with the President of the Alliance.

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### Section 5. Removal.

An officer or director may be removed from office for cause by the vote of a two-thirds (2/3) majority of the Board of Directors of the Alliance then in office either at a regular meeting or at any special meeting called for that purpose. Cause shall be defined as the failure of that officer or director to abide by these Bylaws or the in-effect governance policies of the Board of Directors.

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### Section 6. Vacancies.

In the event a vacancy occurs in the Board of Directors for any cause, the Directors of this Alliance may elect an interim director. An interim director elected by the Board of Directors shall serve until a successor is elected or the unexpired portion of the term. The term of service of an interim Director shall not be considered as part of the term limitations specified in Section 3.

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### Section 7. Attendance.

The Board of Directors may establish in its governance policies a stipulation requiring a minimum level of attendance at regular board meetings. Failure to fulfill this requirement shall be deemed to be a resignation by the director, unless the Board of Directors specifically waives this provision.

### Section 8. Board of Directors Meetings.

The Board of Directors shall meet no fewer than three times in each year. All meetings of the Board of Directors shall be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move to closed session for discussion of confidential or controversial issues. Final decisions on policy issues, however, may not be made in closed session.

### Section 9. Special Meetings.

Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, and shall be called by the Chairman of the Board or the President or upon the written request of a majority of the directors.

### Section 10. Meetings By Telephone or Other Communication Technology.

Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting.

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### Section 11. Notice.

272 Notice of the date, time and place of any meeting of the Board of Directors shall be given by written notice either  
273 delivered personally, by regular or electronic mail, or by facsimile to each director at least seventy-two (72) hours  
274 prior thereto. An emergency meeting of the Board of Directors may be called upon twenty-four (24) hours prior notice to  
275 each director. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall  
276 be specified in the notice of such meeting.

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#### 278 Section 12. Quorum.

279 A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any  
280 meeting of the Board of Directors.

#### 282 Section 13. Conduct Of Meetings.

283 Robert's Rules of Order, current edition, may be invoked by the Chairman of the Board or by a majority vote of those  
284 present at a meeting of the Board of Directors at which a quorum is established.

#### 286 Section 14. Manner of Acting.

287 The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board  
288 of Directors, unless the Articles of Incorporation or Bylaws of the Alliance require the act of a greater number.

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#### 290 Section 15. Voting

291 All Board votes will take place in person or via a live phone call/teleconference meeting.

#### 293 Section 16. Presumption of Assent.

294 A Director of the Alliance who is present at a meeting of the Board of Directors, or a committee thereof, at which  
295 action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's  
296 dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action  
297 with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent  
298 by registered mail to the Secretary of the Alliance immediately after the adjournment of the meeting. Such right to  
299 dissent shall not apply to a director who voted in favor of such action.

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#### 301 Section 17. Compensation.

302 Directors of the Alliance shall not receive compensation for serving as members of the Board of Directors.

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#### 304 Section 18. Committees of the Board of Directors.

- 305 a) Nominations Committee. The Nominations Committee shall be chaired by the Chairman of the Board and  
306 shall include at least three (3) other members elected annually by the Board of Directors. There shall be a  
307 call for nominations published in the official communication of the Alliance no later than September 1  
308 each year. The nomination period shall remain open for no less than twenty (20) days. The Nominations  
309 Committee shall be responsible for vetting candidates, including interviewing candidates for the office of  
310 Vice President, and recommending in advance of the Autumn meeting of the Board of Directors a slate of  
311 candidate(s) for each director and officer position.

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of President and Chairman of the Board.

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communication of the Academy prior to the first meeting of the  
Nominations Committee.

- 312 b) Other Committees. The Board of Directors may appoint, from time and time, from its own number,  
313 standing or temporary committees consisting each of no fewer than one (1) Director. The expectations  
314 and authority of each board committee shall be explicitly stated upon establishment of such committee  
315 and documented in the minutes of the board meeting creating such committee. No such committee  
316 shall have the authority of the Board of Directors in reference to amending, altering or repealing these  
317 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of  
318 the Alliance; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of  
319 consolidation with another Association; authorizing the sale, lease or exchange of all or substantially all of  
320 the property and assets of the Alliance other than in the ordinary course of business; authorizing the  
321 voluntary dissolution of the Alliance or adopting a plan for the distribution of the assets of the Alliance; or

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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. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## Article V. Officers

### Section 1. Executive Committee.

The principal officers of the Alliance shall be the Chairman of the Board, the President, the President-elect, Vice President and the Treasurer, each of whom shall be elected by the members; and the Chief Executive Officer, who shall be hired by the Board of Directors.

### Section 2. Election and Term of Office.

The officers of the Alliance other than the Chief Executive Officer shall be elected by the members by print or electronic ballot prior to the annual meeting. The President shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of Chairman of the Board and shall serve for a term of one (1) year in that office. The President-Elect shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of President and shall serve for a term of one (1) year in that office, at which time he or she shall succeed to the office of Chairman of the Board, as provided above, and shall serve for an additional term of one (1) year in that office. The Vice President shall hold office, beginning the first day of January for a term of one (1) year, at which time he or she shall succeed to the office of President-Elect and shall serve a term of one (1) year, at which time he or she will succeed to the office of President for a term of one (1) year, at which time he or she will succeed to the office of Chairman of the Board, as provided above, and shall serve for an additional term of one (1) year in that office. The Treasurer's term shall be three (3) years. Each officer shall serve until a qualified successor is elected upon expiration of the term of the officer, or until the officer's death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.

### Section 3. Duties of the Executive Committee.

The Executive Committee shall have the following responsibilities:

1. Meet on a regular basis as outlined in the governance policies.
2. Ensure that the directives of the Board of Directors are being fulfilled.
3. Ensure that Governance Policy responsibilities of the Board are being fulfilled on behalf of the membership.
4. The voting members of the Executive Committee shall be responsible for the annual review-process and evaluation of the Chief Executive Officer's performance. The Chief Executive Officer review process shall include salary and/or bonus recommendations to the Board of Directors.

### Section 4. Removal.

Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by the vote of a two-thirds (2/3) majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

### Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the same succession as stated in Section 2 of this Article, with the exceptions that the President, with approval from the Board, may make appointments for the Chairman of the Board, Treasurer or Vice President vacancies for the unexpired portion of the term.

### Section 6. President.

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399 The President shall represent the Board of Directors to the membership and to outside interests. The President shall  
400 have authority and obligations as set forth in these Bylaws and the Board of Directors' governance policies manual.  
401 The President shall, upon the expiration of the one-year term, succeed to the office of Chairman of the Board. The  
402 President shall preside at meetings of the membership.

#### 403 404 Section 7. Chairman of the Board.

405 The Chairman of the Board shall serve as the chief governance officer, responsible for the effective functioning of the  
406 Board of Directors. The Chairman shall call and preside at all meetings of the Board of Directors, shall chair the  
407 Nominations Committee; and shall perform such other duties as from time to time may be assigned by the Board of  
408 Directors.

#### 409 410 Section 8. President-Elect.

411 In the absence of the President, or in the event of the President's death, inability or refusal to act, the President-elect  
412 shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the  
413 restrictions upon the President. The President-elect shall perform such other duties as from time to time may be  
414 assigned by the Board of Directors. The President-elect shall, upon the expiration of the one-year (1) term, succeed to  
415 the office of President.

#### 416 417 Section 9. Vice President.

418 In the absence of the President, the President-elect, or in the event of their death, inability or refusal to act, the Vice  
419 President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to  
420 all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the  
421 Board of Directors. The Vice President shall, upon the expiration of the one (1) year term, succeed to the office of  
422 President-Elect.

#### 423 424 Section 10. Treasurer.

425 The Treasurer shall:

- 426 a) Serve as an internal auditor of the association's finances, reviewing monthly a sampling of bank deposits  
427 and association payables to assure adherence to financial policies.  
428 b) Serve as liaison and adviser to the Chief Executive Officer on resource allocation, budgeting and financial  
429 statements.  
430 c) Advise the Board of Directors on matters of fiscal policy.

#### 431 432 Section 11. Chief Executive Officer.

- 433 a) The Board shall employ a professional manager, titled "Chief Executive Officer", whose duties, term and  
434 compensation may be determined and amended by the Board.  
435 b) The Chief Executive Officer shall manage the day-to-day affairs of the Alliance in accordance with these  
436 Bylaws, the Board's governance policies and an employment agreement executed by the Board of  
437 Directors. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board. The Chief  
438 Executive Officer shall be responsible for the employment of additional staff in a manner consistent with  
439 the Board's governance policies.  
440 c) The Chief Executive Officer shall serve as secretary to the Board, keeping or causing to be kept a record of  
441 the official proceedings of the Board of Directors, including but not limited to ensuring these Bylaws, the  
442 minutes of the meetings of the Board of Directors and the upkeep of the Board of Directors' governance  
443 policies. The Chief Executive Officer may designate an employee to record and prepare minutes of  
444 meetings.  
445 d) The Chief Executive Officer shall assure that all notices are duly given in accordance with the provisions of  
446 these Bylaws or as required by law.

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official proceedings of the Board of Directors, including but not  
limited to ensuring these Bylaws, the minutes of the meetings  
of the Board of Directors and the upkeep of the Board of  
Directors' governance policies.  
b) Assure that all notices are duly given in accordance with the  
provisions of these Bylaws or as required by law.

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## Article VI. Indemnification

### Section 1. Mandatory Indemnification.

The Alliance shall, to the fullest extent permitted, indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Alliance. The Alliance may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise.

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## Article VII. Books & Records

### Section 1. Books and Records.

The Alliance shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

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## Article VIII. Finance

### Section 1. Fiscal year.

The fiscal year of the Alliance shall begin on January 1 and shall end on December 31 each year.

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### Section 2. Loans.

No moneys shall be borrowed on behalf of the Alliance and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### Section 3. Fiscal Controls.

The Board of Directors shall establish explicit standards for budgeting, financial activities and protection of the Alliance's financial assets in its governance policies along with systematic tools for monitoring and assuring adherence to such standards.

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## Article IX. Amendments to the Bylaws

### Section 1. Amendments.

These Bylaws shall be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of members voting by print and/or electronic ballot forms provided by the Alliance, provided the substance of the proposal to alter, amend or repeal existing Bylaws is provided to members with the ballot, and a period of at least 20 days is allowed for electronic voting.

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### Section 2. Proposed Amendments by the Directors.

A proposal to alter, amend or repeal the Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof by two-thirds (2/3) vote of the Directors. Such a proposal, including the substance of the proposed amendment(s), must be submitted to members for ratification as provided in Section 1 of this article.

### Section 3. Proposed Amendments by the Members.

A proposal to alter, amend or repeal the Bylaws may be submitted by signed petition of no fewer than fifty (50) members and must be submitted to the Board of Directors for review at least 45 days prior to the beginning of voting by the membership. The board shall have the right to provide commentary on the proposal to the

544 membership if it wishes. Any such proposed amendment by petition may be adopted by the vote of two-thirds (2/3)  
545 of the members of the Alliance who vote on the measure.

546  
547 These Amended and Restated Bylaws were adopted by action of the Board of Directors on 27<sup>th</sup> September  
548 2018 and ratified by the IACP membership for ratification on this 1<sup>st</sup> day of December 2018.

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**Deleted:** present in person at any regular or special meeting of the members at which a quorum is present. Such a proposal must be put forth by signed petition of no fewer than fifty (50) members and must be submitted to members for ratification as provided in Section 1 of this article.

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