

**SOCIETY OF PAIN AND PALLIATIVE CARE PHARMACISTS
FOUNDATION
BYLAWS**

Adopted : 7/29/22

Revised: 4/26/24

ARTICLE I –NAME

The name of the corporation is the Society of Pain and Palliative Care Pharmacists Foundation, hereafter known as SPPCP Foundation.

ARTICLE II –OFFICES

The principal office of the corporation shall be at 315 E 5th Street, Suite 202, Waterloo, IA. The corporation may also have offices at such other places within or without the State of Iowa as the Board of Trustees may from time to time determine or the activities of the corporation may require.

ARTICLE III – MEMBERS

The corporation shall have no members.

ARTICLE IV – BOARD OF TRUSTEES

Section 1. General Powers and Authority.

The business affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number and Tenure

The corporation shall have no fewer than five (5) and no more than seven (7) trustees. Trustees shall serve staggered three-year terms. Trustees may serve no longer than two, consecutive, three-year terms unless approved by the Board of Trustees. Terms shall commence on January 1 and end on December 31 or when a successor is duly elected and qualified. The Board may designate such ex-officio or honorary trustees, serving in a non-voting capacity, as it deems appropriate.

Section 3. Selection of Trustees

Trustees shall be appointed based on the policies and procedures adopted by the Board of Trustees

Section 4. Vacancies, Resignations

Should a Trustee not fulfill his or her entire three-year term, the Board may elect a

replacement for the balance of the vacant term, but is not required to do so unless the vacancy would mean that there would be fewer than the minimum requirement of five Trustees. Resignations must be submitted in writing to the President and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. Trustees may be replaced either for or without cause by a two-thirds affirmative vote of all Trustees, provided that notice of the intent to take such action is provided to all Trustees at least 10 days in advance of meeting at which the action takes place.

Section 5. Quorum

A majority of the Trustees shall constitute a quorum for the transaction of business, but if less than a majority is present, a majority of those present may adjourn the meeting without further notice. Proxy votes are not allowed and shall not count towards a quorum.

Section 6. Compensation

Trustees shall not receive any stated salary for their services as trustees or as members of committees, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity as an officer, agent, or otherwise, and receiving compensation therefore.

ARTICLE V—OFFICERS

Section 1. Number and Qualifications

The officers of the organization shall be a President, Secretary, and Treasurer. The Board of Trustees has the authority but is not required, to appoint other officers. Any two or more of these offices may be held by the same person, except the office of President.

Section 2. Election and Term

Officers shall be elected annually by the SPPCP Foundation Board of Trustees and / or the membership of SPPCP based on the policies and procedures adopted by the Board of Trustees.

Section 3. Vacancies

A vacancy in any office which occurs for any reason may be filled by the Board of Trustees for the unexpired portion of the term. Officers may be removed from office for or without cause by a two-thirds affirmative vote of all Trustees, provided that notice of the intent to take such action is provided to all Trustees at least 15 days in advance of the meeting at which the action is to be taken.

Section 4. Duties and Authority

(a) President

The President shall preside at all meetings of the trustees and shall be the Chief Executive Officer of the corporation. They may sign, with any other proper officer of the corporation authorized by the Board of Trustees, any certificates, contracts, or other commitments or obligations which the Board has authorized to be executed, unless such authority has been expressly delegated elsewhere by the Board of Trustees or by law. They shall perform all duties as may be prescribed by the Board from time to time. In the absence of the Treasurer, the President shall have charge and custody and be responsible for all funds and securities of the corporation, including receipt and deposit of funds and disbursement of funds as authorized by the Board of Trustees.

(b) Secretary

The Secretary shall be responsible for assuring that minutes of the meetings of the Trustees are kept accurately; that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; and that corporate records are maintained appropriately. The Secretary shall generally perform all duties customarily incident to such office and such other duties as may be assigned by the President or by the Board of Trustees. In the absence of the President, the Secretary shall preside at meetings of the corporation.

(c) Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, including receipt and deposit of funds and disbursement of funds as authorized by the Board of Trustees. The Treasurer shall assure that accurate records and reports of financial transactions are maintained and provided to the Board of Trustees as requested. The Treasurer shall generally perform all duties customarily incident to such office and such other duties as may be assigned by the President or by the Board of Trustees. In the absence of the President and the Secretary, the Treasurer shall preside at meetings of the corporation.

(d) Executive Committee

The officers of the corporation shall comprise the Executive Committee, which is empowered to act on behalf of the Board of Trustees in between meetings of the Board of Trustees.

(e) Executive Director/Administrator

The Board of Trustees, at its discretion, may hire or contract an executive director, executive secretary, or other paid administrator to perform duties of officers and/or to perform other tasks and assume other responsibilities as assigned. The Executive

Director/Administrator, if selected, shall be an ex-officio, non-voting member of the Board of Trustees and the Executive Committee.

ARTICLE VI – MEETINGS

Section 1. Meetings

The Board of Trustees shall meet for the election or appointment of Trustees and officers and for the transaction of any other business of the corporation at an annual meeting to be held on a date mutually agreed upon by the Trustees and officers. Regular meetings of the Board of Trustees shall be held at such times as the Board of Trustees may from time to time determine.

Special meetings of the Board of Trustees may be called by the President or upon written request of 80% of the total number of Trustees of the corporation.

Any or all Trustees may participate in a regular or special meeting by, or conduct the meeting through use of, any means of communication by which all Trustees participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 2. Action Without Meeting

In addition to voting in person at a regular or special meeting of the Board of Trustees, action taken by a mail or telephone (voice or facsimile) or electronic (email) ballot of the members of the Board in which at least two-thirds (2/3) majority of the Trustees, in writing, including facsimile or email indicate themselves in agreement, shall constitute a valid action of the Board of Trustees and shall be reported in the minutes of the next regular or special meeting of the Board of Trustees.

ARTICLE VII – ADMINISTRATION

Section 1. Committees

The Board may establish such standing or ad-hoc committees as it deems necessary for carrying out the organization's program of work. Committees and committee chairs may be appointed by the President. Individual committees will operate on policies and procedures developed and regularly reviewed by individual committee and approved by the Board of Trustees.

Section 2. Fiscal Year

The fiscal year of the corporation shall be a calendar year.

ARTICLE VIII – EXECUTION OF CORPORATE INSTRUMENTS

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 officer or officers or an authorized agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Trustees.

ARTICLE IX – NOTICE AND WAIVER OF NOTICE

Section 1. Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Sufficient notice may also be given by sending the same via facsimile or email to the persons on the records of the corporation and shall be deemed to have been given on the day of such transmission. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section 2. Waiver of Notice

Whenever any notice is required to be given under the provision of any law, or under the provisions of the Articles of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated herein, shall be deemed proper notice.

ARTICLE X --INDEMNIFICATION

Section 1. Basic Indemnification.

The Corporation shall indemnify each of its officers and Trustees against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceedings in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct or gross negligence in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such right of indemnification shall not be deemed exclusive of any right or rights to which they may be entitled under any other bylaw, board resolution, agreement or otherwise.

Section 2 --Insurance of Risk

The Corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, Trustees, employees or agents against any liability or settlement based on liability asserted to have been

incurred by them by reason of being or having been officers, Trustees, employees or agents of the Corporation.

ARTICLE XI -- SEAL OF THE CORPORATION

The seal of the corporation shall be adopted by the Board of Trustees and may be changed from time to time in the discretion of the Trustees. The presence or absence of the seal on or from a writing shall neither add to or detract from the legality thereof nor affect its validity in any manner or respect.

ARTICLE XII -- AMENDMENTS

These bylaws may be altered, amended, or repealed and replaced by new Bylaws at a regular or special meeting of the Board of Trustees upon approval by a two-thirds (2/3) majority of the Board members, provided that notice of proposed changes or proposed new bylaws is submitted to Trustees in writing at least 10 days prior to the meeting at which the changes are to be considered.

The above Bylaws of this Corporation were adopted by the Board of Trustees as of the 29th of July, 2022 and revised on April 26th, 2024.

Revision approved: 4/26/24

Initial approval: 7/29/22

Next review: 1/1/26

4/24/24 changes:

- “Director” changed to “Trustee
- Board selection references policy and procedures document
- Individual committee responsibility for developing / reviewing policy and procedure documents