

## **BYLAWS of the CHICAGO DRUG and CHEMICAL ASSOCIATION**

(Adopted September 23, 1965)

(Last amended August 9, 2018)

### **ARTICLE I FORMATION**

**Section 1. Name.** The name of the association is CHICAGO DRUG & CHEMICAL ASSOCIATION (the "Association").

**Section 2. Object.** This Association is formed to foster and promote good will among its members.

**Section 3. Location.** The principal office of the Association shall be the business address of its Secretary, or as designated by the Board of Directors, but located in the State of Illinois.

**Section 4. Gender and Number.** Whenever the context requires or permits, the gender and number of words in these Bylaws shall be interchangeable.

### **ARTICLE II MEMBERSHIP**

**Section 1. Qualifications.** Persons who are at least 21 years of age and hold a "responsible position associated with or related to the drug and chemical industries", as determined by the Membership Committee and Board of Directors, shall be eligible for membership in this Association. Executive officers of state or national allied organizations shall likewise be eligible for election to membership.

**Section 2. Classes.** Membership shall consist of classes as follows:

*Resident (Class A).* Those members whose place of business or office is within 150 air miles distant from the City Hall of Chicago. Those outside the 150 miles can elect to maintain Class A membership.

*Non-Resident (Class B).* Those members whose place of business or office is more than 150 air miles distant from the City Hall of Chicago.

*Retired (Class C).* A Class A or Class B member, upon retirement from active business is eligible, upon application to the Board of Directors, for a Class C membership, as long as he or she remains retired.

*Honorary (Class D).* A member who has been a Director or an Officer of the Association, or has actively participated in committee work shall be eligible, at the discretion of the Board of Directors, to receive honorary standing in recognition of his or her service. The Board of Directors shall consider, on a case-by-case basis, whether to waive active membership obligations, including the payment of dues, for such Class D members.

All Class B, C and D members shall be entitled to all privileges of membership except holding office. A member can transfer from one membership class to another upon the approval of the Board of Directors, however, a membership cannot be transferred from one person to another. A member who has changed employer affiliation shall not remain eligible for membership without review and approval of the Board of Directors.

**Section 3. Election of Members.** All classes of members shall be elected by a two-thirds vote of the Board of Directors present in person or by proxy at any duly constituted meeting. Any membership application not approved by the Board of Directors cannot be resubmitted for a period of one year from date of disapproval. The Board of Directors shall have authority to set or limit the number of members in each class separately or collectively.

**Section 4. Initiation Fees and Dues.** Initiation fees, dues and arrearages shall be as determined by the Board of Directors from time to time.

**Section 5. Resignations.** Resignations shall be submitted in writing to the Board of Directors.

**Section 6. Removal of Members.** Any Member of the Association may be suspended, be temporarily deprived of all rights and privileges in the Association, or the property thereof, or he or she may be permanently dropped from the Association for just cause, as determined by the Board of Directors, by affirmative vote of two-thirds of the Board of Directors present in person or by proxy at any duly constituted meeting.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. Directors.** The management of the Association shall be vested in a Board of at least thirteen Directors whose terms shall be staggered so that at least five directors shall be elected annually each year for a term of two years or until their successors shall have been elected and duly qualified. Any Officer of the Association shall automatically be a member of the Board of Directors, and each shall serve as a Director only for that time for which he or she holds such elected office. The retiring President will serve as an *ex-officio* member of the Board of Directors for one year immediately following his or her retirement. Vacancies among the Directors may be filled for the unexpired term by Board of Directors.

**Section 2. Meetings.** Meetings of the Board of Directors shall be held at such times as the Board of Directors may by resolution determine. Special meetings of the Board of Directors may be called by the President or by three members of the Board on two days' notice to each member. Meetings of the Board of Directors shall be held at such places as they select and as designated in the notice of meeting.

**Section 3. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

**Section 4. Professional Assistance.** In order to insure efficiency in the management of the Association the Board of Directors may retain such firms or persons to render professional services as in its judgment may be required. Specific duties and compensation regarding such services shall be fixed by the Board of Directors and the term of any retainer shall not exceed one year.

**Section 5. Action by the Board of Directors.** Unless otherwise stated in these Bylaws, wherever action is required to be taken by the Board of Directors, such action may be taken by a majority of those entitled to vote at any Board of Directors' meeting where a quorum is present in person or by proxy.

**Section 6. Authority.** Where not inconsistent with the statutes of the State of Illinois, the provisions of the certificate of incorporation, or the Bylaws of this Association, the Board of Directors shall be empowered to take any and all action necessary to do all things that may be required for the conduct of the affairs of the Association.

#### **ARTICLE IV OFFICERS**

**Section 1. Officers.** Officers of the Association (the "Officers") shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected for a term of one year, commencing January 1, and ending December 31. It is the intent of these Bylaws that the President serve a single term of one year, provided however that under extenuating circumstances, as determined by the Board of Directors, the Board of Directors may extend a President's term for up to one additional year. The other Officers may serve consecutive one year terms at the discretion of the Board of Directors. A vacancy in any office may be filled for the unexpired term by the Board of Directors.

**Section 2. Duties of the President.** The President shall preside at all meetings, and discharge all duties incidental and customary to the office of President including those prescribed by the Board of Directors from time to time.

**Section 3. Duties of the Vice President.** The Vice President shall assist the President in the discharge of his or her duties and preside in the absence of the President. He or she shall also perform such other duties as assigned by the President or by the Board of Directors from time to time.

**Section 4. Duties of the Secretary.** The Secretary shall keep a record of all meetings of the Board of Directors and of the Association, and shall be responsible for all other duties and responsibilities customary to the office and not otherwise delegated by the Board of Directors.

**Section 5. Duties of the Treasurer.** The Treasurer shall be responsible for the collection, disbursement and the custody of all monies due the Association. He or she shall have the responsibility for keeping regular and correct accounts of the financial transactions of the Association and for all other duties and responsibilities customary to the office and not otherwise delegated by the Board of Directors. The accounts of the Association shall be audited by the Finance Committee of the Board of Directors, or by a firm of auditors as designated by the Board of Directors, at the end of his or her term of office and prior to turning them over to his or her successor.

**Section 6. Removals.** Any Officers elected or appointed may be removed by the vote of two-thirds of the Board of Directors present in person or by proxy at any meeting where a quorum is present, if, in their judgment, the best interests of the Association will be served thereby.

#### **ARTICLE V**

## MEETINGS

**Section 1.** The Association year shall run from January 1 through December 31. The annual meeting of the Association shall be held in November each year at the place designated by the Board of Directors for the purpose of electing Officers and Directors and transacting such other business as may come before the meeting.

**Section 2.** Special meetings may be called at any time during the year by the President upon the written request of one-third of the members of the Board of Directors or of fifteen members of the Association. Any such request shall state the purpose of the meeting.

**Section 3.** Fifteen members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the members of this Association. When not inconsistent with these Bylaws, Roberts Rules of Order shall govern.

**Section 4.** Notice of regular and special meetings shall be mailed or emailed to members, as determined by the Board of Directors in its reasonable discretion, not less than five nor more than forty days before the date thereof to all members of record as of the date of such notice. In cases of any special meeting, the purpose of said meeting shall be stated on the notice thereof. The mailing or emailing of any notice shall be made to the address on file with the Association and Secretary. It is the responsibility of the members to keep all phone, email and mailing addresses current.

## ARTICLE VI COMMITTEES

**Section 1.** The Association shall have the following standing committees (the "Committees"), whose chairmen and co-chairmen shall be appointed by the President.

**a-Finance Committee.** This Committee shall prepare a financial budget for each fiscal year and submit such budget to the Board of Directors for approval at the formation meeting.

**b-Membership Committee.** This Committee shall investigate and pass upon proposals for membership, reporting its findings and recommendations to the Board of Directors. A completed application shall be voted on by the Board of Directors. Upon approval the full initiation fee and dues required for the class of membership involved are to be paid by applicant.

**c-Banquet and Entertainment Committee.** This Committee shall arrange for and manage major social functions of the Association.

**d-Program and Luncheon.** This Committee shall arrange for all luncheon and other social meetings not handled by the Banquet and Entertainment Committee and shall provide speakers and/or other entertainment and promote attendance at such events.

**e- Publicity.** This Committee shall have charge of all publicity and press announcements regarding Association events, activities, important meetings or other events of interest, as determined by the Board of Directors from time to time, and shall prepare proper copy for the Association newsletter.

**f-Legislative.** This Committee shall be responsible for keeping the Association abreast of current requirements, maintaining and updating the Bylaws as directed by the Board of Directors and making relevant recommendations in the best interest of the Association. The Chairman shall act as the Parliamentarian of the Association and shall perform such duties as are customary to that office.

**g-Education.** The Chairman of this Committee shall be the most immediate available Past President of the Association. It shall be the duty of this Committee to:

(i) Conduct studies and recommend to the Board of Directors suggested activities in the education field that will be of value and a credit to the Association;

(ii) Prepare and submit to the Finance Committee an annual budget covering the costs of any proposed programs. Funds for the operation of any such programs, established by this Committee and approved by the Board of Directors, shall be made available by annually transferring to an Educational Reserve Account a sum of money which approximates the funds from any and all sources that were specifically generated in the prior calendar year to support philanthropic educational and other scholarship programs, plus any additional money appropriated by the Board Of Directors. This fund shall be available only for such purposes as may be recommended by the Committee and approved by the Board of Directors.

**Section 2.** The Board of Directors may from time to time establish other committees to be appointed by the President with the approval of the Board of Directors and having such powers and duties as the Board of Directors may designate. All committees shall act under the general direction of the Board of Directors and when called upon to do so report to the Board of Directors.

**Section 3.** Each standing committee shall have not less than three members, of which the Chairman must be a member of the Board of Directors or an Officer of the Association; only one other committee member may be a Director or an Officer. The President shall have ex-officio membership on all committees.

## **ARTICLE VII ELECTIONS**

**Section 1.** At least 30 days before the annual meeting of members, the President shall appoint a nominating committee, which shall consist of those among the seven most recent resident past Presidents who are able and willing to attend, with the most immediate available past President acting as chairman. This committee shall nominate candidates for Officers and Directors. The Vice President shall notify the members of the selections of the nominating committee at least 15 days before the annual meeting.

**Section 2.** Any fifteen or more members may, by written petition addressed to the Secretary and received not less than 15 days before the annual meeting of members, nominate candidates for election as Officers and Directors. The Secretary shall notify the membership of such selections at least 10 days before the date of the annual meeting.

**Section 3.** Officers and Directors, as provided in these Bylaws, shall be elected by a majority vote of the members in attendance at the annual meeting. All candidates nominated as provided in Sections 1 and 2 are eligible for election. The Officers receiving a majority and the Directors receiving the highest number of votes cast shall be declared elected, if otherwise qualified as set forth in these Bylaws, and shall take office on January 1 of the calendar year immediately following such election.

## **ARTICLE VIII AMENDMENTS**

**Section 1.** These Bylaws may be amended by a two-thirds vote of the members present at any meeting of the Association provided, however, that in order for any such proposed amendment to become valid it must first be signed by not less than ten members and a copy thereof published to the membership by the Secretary.