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|  <p style="text-align: center;">PDA Policy / Procedure</p> | Document Number <p style="text-align: center;">EX-0003-03</p> |
| Applicable Site(s): <input checked="" type="checkbox"/> Global <input type="checkbox"/> US <input type="checkbox"/> Europe | Effective Date <p style="text-align: center;">04 April 2022</p> |
| Document Title: <p style="text-align: center;">Chapter Bylaws</p> | Supersedes: <p style="text-align: center;">EX-0003-02</p> |
| Originator: _____ Date: _____ Stephen M. Schaefer, Esq. Whiteford, Taylor & Preston LLP /Signature | Page 1 of 7 |
| Approved By: _____ Date: _____ Richard M. Johnson /Signature | |

Chapter Bylaws of the Parenteral Drug Association Inc.

ARTICLE I: NAME.

The name of the Chapter is the _____
Chapter hereinafter referred to as the "Chapter" of the Parenteral Drug Association, Inc.
hereinafter referred to as "PDA."

ARTICLE II: CORPORATE PURPOSE.

The Purpose of the Chapter is to provide a local forum for discussion, meetings, and information exchange, to promote PDA membership, and to further PDA's mission as determined by PDA's Board of Directors from time to time. As such, the Chapter shall:


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- a. Promote and enhance knowledge within the sciences and technologies addressed by PDA for the benefit of members and potential members within the Chapter's geographic territory which shall be provided for in the Charter of the Chapter.
- b. Develop programs and other activities that are designed to meet local needs consistent with the mission and objectives of PDA.
- c. Encourage membership in PDA and promote attendance at functions sponsored by the Chapter and PDA.
- d. Submit all scientific papers presented at Chapter meetings and intended for publication to PDA for consideration/inclusion in PDA proceedings and/or the *PDA Journal of Pharmaceutical Science and Technology*.

ARTICLE III: MEMBERSHIP.

SECTION 1. *Members*. All PDA members residing in the Chapter's geographic territory shall be members of the Chapter as provided for in

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|---|-----------------------|----------------------|
|  | Document Title: | Document Number: |
| | Chapter Bylaws | EX-0003-03 |
| | | Effective Date: |
| | | 04 April 2022 |

the Charter of the Chapter. Chapter membership shall be open only to regular members of the Association. A person's membership in the Chapter shall terminate upon the termination or expiration of their PDA membership. Participation in the Chapter's activities may be open to other interested persons, but such persons shall not hold office, be a member of the Nominations Committee, or vote in Chapter elections. Chapters may establish additional chapter membership dues subject to the approval of the Board of Directors.

SECTION 2. *Membership Benefits.* Membership benefits shall be those established from time to time by PDA and the Chapter Board, so long as the benefits established by Chapter Board are approved by PDA and do not conflict with the member benefits offered by PDA. All PDA members worldwide shall be eligible to attend all Chapter sponsored events at the PDA member rate. All pricing for Chapter activities or events shall follow PDA fee and pricing policies which may be amended from time to time by PDA.

SECTION 3. *Meetings of Membership and Quorum.* There shall be an annual meeting of the members of the Chapter, for receiving annual reports, electing officers, and the transaction of other business. Notice of such meetings shall be sent to each member at least three (3) months before the time appointed for the meeting. The members present at any meeting constitute a quorum for the purpose of transacting Chapter business.

ARTICLE IV: CHAPTER BOARD.

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SECTION 1. *Management.* The business and the affairs of the Chapter shall be directed, controlled, and managed by the Chapter Board who shall be the governing body of the Chapter.

SECTION 2. *Duties of the Chapter Board.* The Chapter Board shall manage all of the affairs, the property, and funds of the Chapter, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Chapter Charter, the PDA Bylaws, and any amendments thereto, the laws of the geographic territory in which the Chapter is located, and all principles, policies, practices, and guidelines issued by PDA.

SECTION 3. *Composition, Number and Term.* The Chapter Board shall consist of the Chapter Officers as set forth in Article V as well as any Chapter Board Members-At-Large duly elected thereto. There shall always be at least three (3) Chapter Board Members. The term of office for the Chapter Board Members shall be two (2) years, and until their successors are elected and assume office. Chapter Board Members may not be elected to the same office for more than two (2) successive terms. Non-consecutive terms are allowed. PDA's Board of Directors shall appoint the initial Chapter Board for newly formed or revitalized Chapters.

SECTION 4. *Election of Chapter Board Members-At-Large.* Chapter Board Members-At-Large shall be members of PDA and shall be elected at the same time and in the same manner as officers provided in Article V, Section 1. Members-At-Large shall assist the Chapter Officers in their duties and may take on specific roles as directed by the Chapter President. A Past President may be elected as a Member-At-Large immediately following the term as President.

SECTION 7. *Meetings.* The Chapter Board shall hold a yearly meeting no later than November of each year to plan the budget for the coming year; to propose meetings and programs for the coming year; and prepare an annual report for submission to PDA. Each Chapter Board

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|---|-----------------------|----------------------|
|  | Document Title: | Document Number: |
| | Chapter Bylaws | EX-0003-03 |
| | | Effective Date: |
| | | 04 April 2022 |

Member and PDA shall be informed of the time and place of the meeting at least six (6) months prior to the date set for the meeting. The Chapter Board may hold additional regular or special meetings. Special Meetings of the Chapter Board may be called by the President at the request of not less than a majority of the Chapter Board Members. Meetings of the Chapter Board may be held in person, by teleconference, and in any other manner by which all Chapter Board Members are able to hear one another and can actively participate in discussions and deliberations.

SECTION 8. *Quorum.* A majority of the Chapter Board shall constitute a quorum. In case there is not a quorum present, a lesser number may adjourn from time to time until a quorum is obtained. The vote of a majority of the Chapter Board Members present at any meeting at which there is a quorum shall be the act of the Chapter Board.

SECTION 9. *Compensation.* No Chapter Board Member shall be entitled to salary or compensation of any kind. However, reasonable expenses approved by the Chapter Board that are incurred by a Chapter Board Member while conducting business for the Chapter may be reimbursed by the Chapter, unless otherwise restricted by PDA.

ARTICLE V: OFFICERS.


SECTION 1. *Election and Term.* The initial officers shall be appointed by the PDA Board of Directors upon the suggestion of the founding members of the Chapter. Thereafter, the officers of the Chapter, who shall be members of the Chapter and persons of good character, not debarred by FDA or other Health Authority, shall be the President, President-Elect, Secretary, and Treasurer. The members of the Chapter shall nominate and elect a President-Elect, Secretary and a Treasurer biannually. The Secretary and Treasurer may be the same individual only if another suitable candidate cannot be identified. The officers shall serve for two (2) year terms or until their successors are elected. The President-Elect shall become President upon completion of the President's term of service. Chapter elections shall be conducted in such a manner as to allow as many chapter members to participate as possible, including by electronic means. An election cycle must include a general call for nominations and must allow ample time for members to respond and to vote. The candidates receiving the greatest number of votes for the positions to be filled shall be certified by the President as having been elected. In the event of a tie for any position, one of the tied candidates shall be elected by vote of the majority of Chapter Officers.

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SECTION 2. *Removal.* A Chapter Officer may be removed from office at any time, with or without cause, by PDA's Board of Directors. Any officer of the Chapter may be removed from office, with or without cause, at any time by a two-thirds (2/3) vote of the entire Chapter Board or a majority vote of the Chapter members.

SECTION 3. *Vacancies.* A vacancy in any office or position shall be filled by the majority vote of the entire Chapter Board and the appointee shall serve until his or her successor is duly elected at the next scheduled biannual election.

SECTION 4. *Duties of the President.* The President shall be the chief executive officer of the Chapter, and, subject to the control of the Chapter Board, shall have general supervision, direction and control of the business affairs of the Chapter and shall have other powers and

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|  | Document Title: | Document Number: |
| | Chapter Bylaws | EX-0003-03 |
| | | Effective Date: |
| | | 04 April 2022 |

duties as may be prescribed by the Chapter Board, which shall not contradict these Bylaws, the Chapter Charter, the PDA Bylaws, and any amendments thereto, or the principles, policies, practices, and guidelines issued by PDA. The President shall preside at meetings of the Chapter Board. Acting under the direction of the Chapter Board, and on its behalf, the President shall perform all acts, execute and deliver all documents, make committee and chair appointments, and take all steps authorized by the Chapter Board in order to affect the actions and policies of the Chapter Board. The President shall serve as the Chapter liaison to PDA and shall be the point of communication between the Chapter and PDA. The President shall represent the chapter in all chapter council meetings and is responsible for ensuring proper representation in his or her absence.

SECTION 5. *Duties of the President-Elect.* The President-Elect shall have such powers and perform such duties as may be assigned to him or her by the Chapter Board or the President. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President. The President-Elect serves as a secondary chapter representative in chapter council meetings. The President-Elect shall become President upon completion of his or her two (2) year term or upon the office of the President becoming vacant for any reason.


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SECTION 6. *Duties of the Secretary.* The Secretary shall preserve the record books and the full and correct minutes of the proceedings of all meetings of the Chapter Board. The Secretary shall be the custodian of the Charter, Bylaws, and minute books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. The Secretary shall also serve all notices required by law, these Bylaws, or by resolution by the Chapter Board, and it shall be his or her duty to prepare and file, with the appropriate bodies, official reports, returns, filings, and any other documents required by law or PDA. The Secretary shall perform other duties as may be delegated by the Chapter Board.

SECTION 7. *Duties of the Treasurer.* The Treasurer shall keep or cause to be kept, in books belonging to the Chapter, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all moneys and funds and other valuable effects of the Chapter, in the name of and to the credit of the Chapter, in such depository or depositories as may be designated by the Chapter Board. The Treasurer shall disburse funds of the Chapter in payment of its obligations, taking proper vouchers and receipts for such disbursements. The Treasurer shall render to PDA and to the Chapter Board at meetings of the Chapter Board, or whenever otherwise requested, correct statements and reports showing the financial condition of the Chapter. The Treasurer may sign corporate documents and instruments of the Chapter as necessary. The Treasurer shall comply and assure that the Chapter complies with the PDA Chapter Financial Principles. The Treasurer in conjunction with the Secretary shall be responsible for timely filing of tax documents and related financial documents to PDA or government agencies as required.

ARTICLE VI: COMMITTEES.

SECTION 1. *Committees.* The Chapter Board shall have the power to designate and appoint one or more committees to carry out Chapter initiatives and activities. The committee chair

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|  | Document Title: Chapter Bylaws | Document Number: EX-0003-03 |
| | | Effective Date: 04 April 2022 |

appointments are made by the President of the Chapter. Committee members must be current PDA members in good standing.

SECTION 2. *Term of Office.* Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to be eligible as a member thereof.

SECTION 3. *Removal.* Any member of a committee may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the entire Chapter Board. PDA reserves the right to remove committee members without obligation at anytime.

SECTION 4. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII: GEOGRAPHIC TERRITORY.

The geographic territory of the Chapter shall be established by the PDA President subject to the sole approval of the PDA Board of Directors. PDA may alter the Chapter geographic territory at its discretion. The Chapter may not conduct events outside its geographic territory without the prior written approval of PDA.

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ARTICLE VIII: FINANCES AND CONTRACTUAL OBLIGATIONS

Chapter financial requirements are stated in and governed by the Chapter Financial Principles, which may be amended from time to time by PDA at its sole discretion. Notwithstanding the foregoing, (1) the Chapter may charge fees for participation in and to support Chapter activities; (2) Chapter funds are subject to review, audit or reporting as required by PDA from time to time; (3) the Chapter shall not execute any contract or incur any financial obligation on behalf of PDA without the prior written approval of PDA; and (4) the Chapter shall be responsible for all of its own financial obligations incurred by it or attributed to its operations, including taxes, fees and assessments, if any.

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ARTICLE IX: PDA NAME AND LOGO.

The Chapter may not use PDA's name or logo in printed, graphic or electronic material without the prior written approval of PDA.

ARTICLE X: COMPLIANCE WITH THE LAWS.

The Chapter shall abide by all laws, statutes, rules and regulations, including antitrust laws that apply to organizations transacting business in the geographic territory in which the Chapter is located.

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ARTICLE XI: PROPERTY AND RECORDS.

Upon dissolution of the Chapter or revocation of the Chapter's Charter, all property, including funds, banking accounts, and records of the Chapter, shall be transferred to PDA after payment of the Chapter's bona fide debts.

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| Initial Here: _____ |
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|---|--|---|
|  | Document Title: Chapter Bylaws | Document Number: EX-0003-03 |
| | | Effective Date: 04 April 2022 |

ARTICLE XII: WRITTEN GUIDELINES.

From time to time, PDA at its sole discretion, may provide the Chapter written principles, policies, practices and guidelines (or may amend such principles, policies, practices and guidelines) which will be binding on the Chapter.

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ARTICLE XIII: REGULATORY OPINIONS.

The Chapter shall not take any governmental regulatory position or interpretation or make any policy statements on its own behalf or on behalf of PDA, without the prior written approval of PDA.

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ARTICLE XIV: DISSOLUTION.

If the Chapter does not have at least ten (10) members for a period of twenty-four (24) consecutive months, the Chapter may be dissolved by PDA. The Chapter may also be dissolved at the sole discretion of PDA for failure to comply with PDA's Bylaws, the written and approved PDA principles, policies, practices and guidelines, or the Chapter's Bylaws, including, but not limited to the failure of the Chapter to hold meetings on the schedule required in the Chapter Bylaws. Notice of the proposed dissolution of the Chapter shall be provided to the Chapter Board by PDA at least thirty (30) days prior to a meeting of the PDA Board of Directors to permit the Chapter to present its views regarding dissolution.

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ARTICLE XV: AMENDMENTS TO THE BYLAWS.


These Bylaws may be amended, altered, restated, or otherwise revised only upon the prior written approval of the PDA's Board of Directors. Such revisions shall not conflict with PDA's Articles of Incorporation, PDA's Bylaws and other governing rules adopted by PDA's Board of Directors. PDA's Articles of Incorporation, PDA's Bylaws and other governing rules shall govern in the event of any conflict with the Chapter Bylaws.

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ARTICLE XVI: RESERVED RIGHTS.

Any matter which is not provided for in this Charter is reserved for PDA.

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|  | Document Title: Chapter Bylaws | Document Number: EX-0003-03 |
| | | Effective Date: 04 April 2022 |

ARTICLE XVII: EFFECTIVE DATE.

These Bylaws are effective the _____ day of _____, 20 ____ .

_____, Chapter President

_____, Chapter President-Elect

_____, Chapter Secretary

_____, Chapter Treasurer

DESCRIPTION OF CHANGE

| Version | Date | Summary of Changes |
|------------|------------|--|
| EX-001-03 | 3/1/2010 | New |
| EX-0003-02 | 1/1/2011 | Convert to new format |
| EX-0003-03 | 04/04/2022 | Updated to align with changes to PDA Bylaws, added provisions described in chapter charter, additional edits for clarity and ease of understanding. Approved by BoD April 3, 2022. |
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