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ARTICLE I: NAME AND SEAL

SECTION 1. *Name and Abbreviation.* The name of this Association shall be Parenteral Drug Association, Inc. (hereinafter referred to as the "Association"). The name of the Association may be as abbreviated as "PDA".

SECTION 2. *Corporate Seal.* The corporate seal of the Association shall have inscribed thereon the name of the Association, the year of its organization, and the words "CORPORATE SEAL".

ARTICLE II: PRINCIPAL OFFICE

SECTION 1. *Location.* The principal office of the Association shall be in Bethesda, Maryland or in such other place as may be established from time to time by the Board of Directors.

ARTICLE III: PURPOSE

The purpose of the Association shall be:

- a. To promote and advance, in the interest of public health, the art and sciences of pharmaceutical technology and high standards for products of the pharmaceutical industry with emphasis on parenteral technology, sterile products, and related processes.
- b. To disseminate information and support education and training relating to pharmaceutical technology, sterile products, and related processes.
- c. To encourage a spirit of mutual support among its members and members of the health professions.
- d. To establish and maintain beneficial relations with government, health related organizations, academic communities, drug compendial organizations, and other interests in the pharmaceutical industry and related industries, including the conduct of appropriate cooperative activities.

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e. To encourage research and other activities relating to matters of scientific and technical interest in the field of pharmaceutical technology and products, with emphasis on parenteral technology, sterile products, and related processes.

f. To pursue such other purposes as it may be permitted under the law of the jurisdiction where it is incorporated as these may be approved from time to time by its Board of Directors.

ARTICLE IV: MEMBERSHIP

SECTION 1. *Individual Members.* Individual membership in the Association shall be available to any person having an interest in the Association and supporting its purpose. Individual Members shall be entitled to vote and hold office in the Association.

SECTION 2. *Associate Members.* Associate membership in the Association shall be available to any person having an interest in the Association and supporting its purpose. Associate Members shall not be entitled to vote or hold office in the Association.

SECTION 3. *Honorary Members.* Honorary membership in the Association shall be available to any person so designated by the Board of Directors. Honorary Members shall be entitled to vote and hold office in the Association.

SECTION 4. *Emeritus Members.* Emeritus membership shall be available to any person who has been an Individual Member of the Association for at least ten (10) consecutive years and who has retired from regular employment. Emeritus Members shall be entitled to vote and hold office in the Association.

SECTION 5. *Application For Membership.* All applicants for membership shall complete and submit to the Association the application form specified and provided by the Association. Applicants shall be admitted to membership in the Association upon completion of administrative processing of the required membership application and the payment of required dues.

SECTION 6. *Membership Dues and Benefits.* Membership dues and benefits for each class of membership shall be those established from time to time by the Board of Directors. The Board of Directors may add, delete, or adjust membership benefits as it deems necessary or desirable to further the purpose of the Association. No addition, deletion, or adjustment of membership benefits shall require any adjustment of dues for the membership period in which it occurs.

SECTION 7. *Denial, Suspension and Termination of Membership:* Any member may voluntarily terminate membership by written notice to the Association. The Association may terminate the membership of any member for failure to pay required dues. The Association may deny, suspend, or terminate the membership of any member who engages in conduct determined by the Board of Directors, in its sole discretion, to be detrimental to the purpose of the Association. All suspensions or terminations of membership shall be effective at the convenience of the Association in accordance with procedures established by the Board of Directors, and shall suspend or terminate, as the case may be, the right of the member to all membership benefits.

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ARTICLE V: BOARD OF DIRECTORS

SECTION 1. *Composition.* The Board of Directors shall consist of the elected Officers of the Association; the immediate past Chairman; and twelve (12) additional elected Directors.

SECTION 2. *Nomination and Election.* Elected Officers and elected Directors shall be nominated and elected as provided for under Article VIII of these Bylaws. Four elected Directors shall be elected each year.

SECTION 3. *Term.* Elected Directors shall serve a term of three (3) years, and until their successors are elected and assume office. Elected Directors shall not be limited in the number of terms they may serve but shall serve no more than two full terms consecutively. The immediate past Chairman shall serve as a Director for a term of two (2) years, and until a successor assumes office.

SECTION 4. *Duties and Authority.* The Board of Directors shall have general supervision, control, and direction of the affairs of the Association including, specifically, the expenditure of funds of the Association, and the hiring and compensation of the President of the Association. The Board of Directors may adopt such rules or procedures for the conduct of its business as it may deem advisable and it may delegate its authority and responsibility to one or more committees of the Board of Directors.

SECTION 5. *Regular Meetings.* The Board of Directors shall hold at least three (3) regular meetings each year at such times and places as it shall establish. Written notice of any regular meeting shall be provided to all Directors not less than fourteen (14) days in advance of a regular meeting.

SECTION 6. *Special Meetings.* Special meetings of the Board of Directors shall be held at the call of the Chairman or at the request of any four (4) Directors at such times and places as the Chairman shall establish. Written or oral notice of any special meeting shall be provided to all Directors not less than fourteen (14) days in advance of a special meeting.

SECTION 7. *Quorum.* At any meeting of the Board of Directors, nine (9) Directors shall constitute a quorum for the transaction of business. Any business transacted in the absence of a quorum shall be valid and binding if ratified by vote of nine (9) Directors.

SECTION 8. *Voting.* Directors shall not be permitted to vote by proxy or absentee ballot. Voting at a meeting may be by consensus or by votes cast in the manner specified by the presiding officer. Voting on matters before the Board of Directors other than at a meeting may be conducted by mail, telegram, "Fax", or telephone ballot or other appropriate means of communication approved by the Board of Directors, provided, however, that any vote other than at a meeting shall be ratified at the next meeting of the Board of Directors.

SECTION 9. *Compensation.* Elected Officers and elected Directors shall not be compensated for their service as Directors but may have expenses incurred in connection with their service as Directors paid or reimbursed by the Association. A Director may be compensated for independent services provided to the Association, provided that such compensation does not exceed the fair market value of the services and is approved by the Board of Directors without participation or vote of the Director providing the services.

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SECTION 10. *Resignation or Removal.* An elected Director may resign from the Board of Directors in writing with resignation effective as of the date it is received by the Association. An elected Director may be removed from office by vote of at least twelve (12) Directors or by two-thirds (2/3) vote of all Individual Members of the Association.

SECTION 11. *Vacancies.* Any vacancy among elected Directors shall be filled by vote of at least nine (9) Directors from among candidates nominated by the Nominating Committee. Additions to the Nominating Committee slate may be made by vote of at least twelve (12) Directors. An elected Director filling a vacancy shall serve the unexpired term of the Director whose resignation, removal, or death caused the vacancy.

ARTICLE VI: OFFICERS

SECTION 1. *Composition.* The elected Officers of the Association shall be the Chairman, Chairman-Elect, Secretary, and Treasurer.

SECTION 2. *Duties and Authority.* The elected Officers of the Association shall have the following duties and authority:

- a. *Chairman.* The Chairman shall preside at all meetings of the Association and the Board of Directors. The Chairman shall appoint all committee chairs with the approval of the Board of Directors and shall have such other duties and authority as are customary for the office.
- b. *Chairman-Elect.* The Chairman-Elect shall perform the duties of the Chairman in the temporary absence of the Chairman and shall become Chairman at the expiration of the Chairman's term or in case of a vacancy in that office.
- c. *Secretary.* The Secretary shall have such duties and authority as are customary for the office.
- d. *Treasurer.* The Treasurer shall have such duties and authority as are customary for the office.

SECTION 3. *Election and Term.* Elected Officers shall be elected as provided for in Article VIII of these Bylaws. Elected Officers shall serve for a term of two (2) years and until their successors are installed, except as may be otherwise provided in these Bylaws. Elected Officers shall not be limited in the number of terms they may serve but the Secretary and the Treasurer shall not serve more than two (2) terms in the same office consecutively. The Chairman shall not serve more than one (1) term consecutively, except when a vacancy in the office of Chairman is filled by the Chairman-Elect, in which case the Chairman-Elect shall serve both the partial unexpired term and the full normal term as Chairman.

SECTION 4. *Resignation or Removal.* An Officer may resign from office in writing with resignation effective as of the date it is received by the Association. An elected Officer may be removed from office by vote of at least twelve (12) Directors or by two-thirds (2/3) vote of all Individual Members of the Association.

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SECTION 5. *Vacancies.* A vacancy in the office of Chairman shall be filled by the Chairman-Elect. A vacancy in the office of Secretary or Treasurer shall be filled by vote of at least nine (9) Directors from among candidates nominated by the Nominating Committee. Additions to the Nominating Committee slate may be made by vote of at least twelve (12) Directors. In the case of simultaneous vacancies in the office of Chairman and Chairman-Elect, the office of Chairman shall be filled by vote of at least nine (9) Directors. Additions to the Nominating Committee slate may be made by vote of at least twelve (12) Directors. In case of a vacancy in the office of Chairman-Elect, the vacancy shall not be filled until the next election for elected Officers. An Officer elected to fill a vacancy shall serve until the next election for elected Officers and until a successor is elected and assumes office.

ARTICLE VII: PRESIDENT

SECTION 1. The President shall be an Officer of the Association and shall have duties and authority for day-to-day management of the Association including, specifically, authority to execute contracts on behalf of the Association as a corporate entity to which the President is not a party. The President shall be responsible to and report to the Board of Directors, and shall be employed by the Association on such terms and conditions as shall be approved by the Board of Directors.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. *Nomination.* A Nominating Committee, consisting of the Chairman, Chairman-Elect, and immediate past Chairman shall submit to the Board of Directors, at least thirty (30) days prior to the Board of Directors meeting next preceding July 1, a slate with at least two (2) candidates for each elected Officer and elected Director position to be filled in the next election. The candidate or candidates for each elected office and the candidates for elected Director shall be selected by vote of at least nine (9) Directors from among the candidates nominated by the Nominating Committee. Additions to the Nominating Committee slate may be made by vote of at least twelve (12) Directors.

SECTION 2. *Mail Ballot.* A mail ballot containing the names of all candidates for election, with provision for a "write-in" candidate for each position to be filled, shall be provided to each Association member entitled to vote. Ballots may be in any form to facilitate the voting procedure, including ballots which can be tallied by automatic data processing methods. Executed mail ballots must be received by the Association by the date printed on the ballots to be included in the vote tally.

SECTION 3. *Ballot Tally and Certification.* Ballots timely received shall be tallied, and the candidates receiving the greatest number of votes for the positions to be filled shall be certified by the President to the Board of Directors as having been elected. In the event of a tie vote for any position, one of the tied candidates shall be elected by vote of at least nine (9) Directors.

SECTION 4. *Installation.* Elected Officers and Directors shall be installed and assume office in accordance with a schedule established by the Board of Directors, but in no event later than the last day of the calendar year in which they are elected.

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ARTICLE IX: CHAPTERS

SECTION 1. *Establishment.* The Association shall have such chapters, domestic or foreign, as may be granted a charter by the Board of Directors upon petition of at least ten (10) Association members residing in a common geographic area. Appropriate common geographic areas shall be determined by the President with the approval of the Board of Directors.

SECTION 2. *Activities.* Chapters may engage in program activities consistent with the purpose of the Association and deemed to serve the needs and interests of Chapter members.

SECTION 3. *Chapter Governance.* Chapters shall adopt such Bylaws, subject to the approval of the Board of Directors, as shall serve the needs and activities of the Chapter. Chapter elected Officers shall be specified by the Chapter Bylaws. Each Chapter shall designate a Chapter member as liaison representative to the Association.

SECTION 4. *Membership and Dues.* Chapter membership shall be open only to Members of the Association. However, participation in Chapter activities may be open to other interested persons who may not hold office or vote in Chapter elections. Chapters may establish membership dues subject to the approval of the Board of Directors.

SECTION 5. *Finances and Use of Association Identification.* Chapters may charge fees for participation in and to support Chapter activities. All Chapter funds are subject to review or audit as required by the Association for compliance with applicable federal and state laws. No Chapter may execute any contract or incur any financial obligation for the Association without the consent of the President of the Association. Foreign Chapters shall bear sole responsibility for compliance with all laws applicable to them in their respective geographic areas. No Chapter may use the Association name or logo in printed or graphic material without the consent of the President of the Association.

SECTION 6. *Dissolution.* A Chapter not having at least ten (10) members for a period of twenty-four (24) consecutive months may be dissolved by the Association. A Chapter may also be dissolved for failure to comply with its charter, these Bylaws, or written and approved Association policies and practices, as well as for failure to hold meetings on a regular basis. Notice of proposed dissolution shall be provided to a Chapter at least thirty (30) days prior to a meeting of the Board of Directors to permit a Chapter to present its views regarding dissolution to the Board of Directors. A Chapter shall be dissolved by vote of at least twelve (12) Directors.

ARTICLE X: COMMITTEES

SECTION 1. *General.* The Association shall have standing committees as specified herein or such other standing or special committees as may be approved from time to time by the Board of Directors. Committee Chairs shall be Association members entitled to vote and appointed as provided for in Article VI, Section 2.a of these Bylaws. Committee membership shall otherwise be open to any person deemed qualified. Committee members shall serve at the pleasure of the Board of Directors. Committees shall meet at the call of the Chairman or the Chair of the committee and may establish subcommittees as deemed necessary or desirable. A majority of the members of a committee or subcommittee shall constitute a quorum for the

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transaction of business. All committee actions are subject to review and approval of the Board of Directors.

SECTION 2. *Executive Committee.* The Executive Committee shall consist of the elected Officers, Immediate Past Chairman, and President. It shall act on behalf of the Board of Directors in the operation of the Association and shall have such authority as may be established from time-to-time by the Board of Directors.

SECTION 3. *Nominating Committee.* The Nominating Committee shall consist of the Chairman, Chairman-Elect, and Immediate Past Chairman. It shall nominate candidates for election as elected Officers and elected Directors and to fill vacancies occurring in those positions pursuant to the procedures specified in these Bylaws.

ARTICLE XI: MEETINGS

SECTION 1. *Annual Meeting.* There shall be an Annual Meeting of the Association at such time and place as the Board of Directors shall establish. The Annual Meeting shall contain such activities and order of business as shall be published in the Annual Meeting program or agenda.

SECTION 2. *Special Meetings.* There shall be held such special meetings of the Association at such times and places as the Board of Directors shall establish. Special meetings shall have such activities and order of business as shall be published in the meeting program or agenda.

SECTION 3. *Meeting Notice.* Written notice of each meeting of the Association shall be given members not less than thirty (30) days prior to the date of the meeting.

ARTICLE XII: FINANCES

SECTION 1. *Fiscal Year.* The fiscal year of the Association shall be the calendar year.

SECTION 2. *Source of Funds.* Funds for activities of the Association shall be obtained from dues and any other sources approved by the Board of Directors.

SECTION 3. *Dues.* Dues for all classes of membership in the Association shall be in an amount and payable as established from time-to-time by vote of at least nine (9) Directors.

SECTION 4. *Budget.* The President shall prepare, in conjunction with the Executive Committee, an annual budget, and shall submit the budget to the Board of Directors for approval no later than the last Board of Directors meeting held in each fiscal year.

SECTION 5. *Financial and Investment Policy.* The financial and investment policy of the Association shall be as established from time to time by the Board of Directors with the advice of the President, and such other financial advisors as the Board of Directors may deem necessary or desirable.

SECTION 6. *Audit.* Following the close of each fiscal year, the financial records of the Association shall be audited by an independent certified public accountant who shall submit to

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the Association a certified audit report by such time as is established by the Board of Directors.

ARTICLE XIII: PARLIAMENTARY AUTHORITY AND PRECEDENCE

SECTION 1. *Parliamentary Authority.* The rules contained in *Robert's Rules of Order, Newly Revised*, in its latest edition, shall govern the Association in all cases to which they are applicable.

SECTION 2. *Precedence.* In any case of conflict between these Bylaws and any parliamentary authority or other rules or procedures, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the Board of Directors whose decisions shall be binding on all interested parties.

ARTICLE XIV: AMENDMENTS

SECTION 1. *Procedures.* Each proposed amendment of these Bylaws, approved by vote of at least twelve (12) Directors, shall be submitted with a mail ballot to all members entitled to vote. Ballots may be in whatever form is deemed by the Board of Directors to facilitate the voting procedure, including ballots which can be tallied by automatic data processing methods. Executed mail ballots must be received by the Association by the date printed on the ballots to be included in the vote tally. A proposed amendment of these Bylaws shall become effective upon receiving a two-thirds (2/3) vote of the ballots received.

ARTICLE XV: INDEMNIFICATION

SECTION 1. *General.* The Association shall indemnify any Officer, Director, or employee of the Association with regard to any claim, and related expenses, arising out of any act or omission alleged to have occurred while the Officer, Director, or employee was acting in that capacity on behalf of the Association. Such indemnification shall apply only in the event the Officer, Director, or employee is not otherwise insured or indemnified and then only to the extent permitted by law. Decisions of the Board of Directors, consistent with the advice of legal counsel, as to the right of indemnification under this provision shall be final and binding on all interested parties. Any right of indemnification under this provision shall inure to the benefit of the heirs and estate of any person so indemnified.

SECTION 2. *Insurance and Other Indemnification.* The Board of Directors shall have authority to obtain insurance to cover any obligation to indemnify and to grant indemnification in other cases permitted by law as it may deem necessary or desirable.

ARTICLE XVI: NOTICE

SECTION 1. *Previous Notice.* Any previous notice required to be provided any member of the Association may be given by printing the notice in a publication regularly provided members entitled to notice, or by mailing the notice to each member entitled to notice at the member's mailing address then indicated in the membership records of the Association. Previous notice provided by either method shall be deemed conclusively to be actual notice to members.

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ARTICLE XVII: DISSOLUTION

SECTION 1. *Distribution of Assets or Property.* If the Association should be dissolved, no member shall receive any portion of its remaining assets or property, but upon dissolution, the balance of any assets or property of the Association which remains after all debts and obligations are paid shall be distributed to any other nonprofit corporation which has been determined by the Internal Revenue Service to be exempt from federal income taxes under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 or any successor statutory provision.

DESCRIPTION OF CHANGE

Version	Date	Summary of Changes
EX-001-01	3/1/2010	New – Existing Bylaws added to this template
EX-0001-02	01/11/2011	Convert to new format