

BYLAWS
OF
PARENTERAL DRUG ASSOCIATION, INC.

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 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 determined by the Board of Directors.

ARTICLE III. PURPOSE

Section 1. Purpose. The purposes of the Association are as stated in the Articles of Incorporation.

ARTICLE IV. MEMBERSHIP

Section 1. Regular Members. Regular membership in the Association shall be available to any individual person having an interest in the Association and supporting its purpose. Regular Members shall be entitled to vote and hold office in the Association. The Board of Directors may from time to time establish, change, and remove membership classes of Regular Members.

Section 2. Non-Voting Memberships. The Board of Directors may from time to time establish other membership classes without voting rights and without the right to hold office in the Association.

Section 3. 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 4. Membership Dues and Benefits. Membership dues and benefits 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 5. 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.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the elected Officers of the Association; the immediate past Chair; nine (9) elected Directors; and three (3) appointed Directors.

Section 2. Nomination and Election of Elected Directors. Three (3) Directors shall be elected each year by the members of the Association. The Nominating Committee shall present a candidate slate for elected Directors to be filled at the next election to the Board of Directors for approval. The approved candidate slate, which shall have at least two (2) candidates for each open elected Director position, will be submitted to the members of the Association for voting with the ability of the members to vote for write-in candidates. The candidate(s) receiving the most votes by the members of the Association shall be elected. In the event of a tie vote, one of the tied candidates shall be elected by a majority vote of the Board of Directors.

Section 3. Nomination and Appointment of Appointed Directors. One (1) Director shall be appointed each year by the Board of Directors. The Nominating Committee shall present a candidate slate for the appointed Director to the Board of Directors. The

appointed Director will be appointed by a majority vote of the Board of Directors. The appointment will be made by the Board of Directors holding office in the year before the appointed Director takes office.

Section 4. Term. Directors shall serve a term of three (3) years, and until their successors are selected and assume office. 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 Chair shall serve as a Director for a term of two (2) years, and until a successor assumes office.

Section 5. 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 6. 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 or oral notice of any regular meeting shall be provided to all members of the Board of Directors not less than fourteen (14) days in advance of a regular meeting. Special meetings of the Board of Directors may be held at the call of the Chair or at the request of any four (4) members of the Board of Directors at such times and places as the Chair shall establish. Written or oral notice of any special meeting shall be provided to all members of the Board of Directors not less than two (2) days in advance of a special meeting. Meetings of the Board of Directors may be conducted in person or through the use of any means of communication by which all members of the Board of Directors participating may simultaneously hear each other during the meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each member of the Board of Director signs a consent in the form of a record describing the action to be taken and delivers it to the Association.

Section 7. Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote by the members of the Board of Directors carries any action, except where

otherwise provided in these Bylaws. Members of the Board of Directors shall not be permitted to vote by proxy or absentee ballot.

Section 8. Compensation. Members of the Board of Directors shall not be compensated for their service but may receive complimentary registration to the Association's meetings and events.

Section 9. Resignation or Removal. A 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 for cause by a two-thirds (2/3) vote of all Regular Members of the Association. A Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors, if the Director is absent from three (3) consecutive regular meetings of the Board of Directors without the Board of Directors excusing such absences, or as otherwise permitted by law. An appointed Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

Section 10. Vacancies. Any vacancy among Directors shall be filled by a majority vote of the Board Directors. A 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 Chair, Chair-Elect, Secretary, and Treasurer.

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

a. Chair. The Chair shall preside at all meetings of the Association and the Board of Directors. The Chair 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. Chair-Elect. The Chair-Elect shall perform the duties of the Chair in the temporary absence of the Chair and shall become Chair at the expiration of the Chair'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 or prescribed by the Board of Directors, including, but not limited to, the preparation or supervising the preparation of the minutes of the meetings of the Board of Directors and the members of the Association and the maintaining and authenticating of records of the Association required to be kept by law.

d. Treasurer. The Treasurer shall have such duties and authority as are customary for the office or prescribed by the Board of Directors, including, but not limited to, the monitoring of the financial affairs of the Association.

Section 3. Election and Term. 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 Chair shall not serve more than one (1) term consecutively, except when a vacancy in the office of Chair is filled by the Chair-Elect, in which case the Chair-Elect shall serve both the partial unexpired term and the full normal term as Chair. The Nominating Committee shall present a candidate slate for elected Officers to be filled at the next election to the Board of Directors for approval. The approved candidate slate for elected Officers will be submitted to the members of the Association for voting with the ability of the members to vote for write-in candidates. The candidate(s) receiving the most votes by the members of the Association shall be elected. In the event of a tie vote, one of the tied candidates shall be elected by a majority vote of the Board of Directors.

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 a two-thirds (2/3) vote of the Board of Directors or for cause by two-thirds (2/3) vote of all Regular Members of the Association.

Section 5. Vacancies. A vacancy in the office of Chair shall be filled by the Chair-Elect. A vacancy in the office of Secretary or Treasurer shall be filled by a majority vote of the Board of Directors. In the case of simultaneous vacancies in the office of Chair and Chair-Elect, the office of Chair shall be filled by a majority vote of the Board of Directors. Until such replacement has been filled by the Board of Directors, the

President shall assume the role of presiding officer for meetings of the Board of Directors, unless otherwise decided by a majority vote of the Board of Directors. In case of a vacancy in the office of Chair-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 & CHIEF EXECUTIVE OFFICER

Section 1. The President & Chief Executive Officer ("President") shall be a non-voting 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 through the Chair, and shall be employed by the Association on such terms and conditions as shall be approved by the Board of Directors.

ARTICLE VIII. 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 Regular 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. Revocation of Charter. A chapter not having at least ten (10) members for a period of twenty-four (24) consecutive months may have its charter revoked by the Association. A chapter charter may also be revoked by the Association 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 revocation of the charter 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 revocation to the Board of Directors. A chapter charter shall be revoked by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IX. 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 by the Chair and approved by the Board of Directors. 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 Chair or the chair of the committee. Committees may establish subcommittees as deemed necessary or desirable. 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 Chair, 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 Chair, Chair-Elect, and Immediate Past Chair. The Nominating Committee will be responsible for overseeing the process to solicit candidates for elected Officer and Director positions; for presenting a candidate slate to the Board of Directors for approval; and for making recommendations to the Board of Directors on the nominations and election process.

ARTICLE X. MEMBER MEETINGS

Section 1. Meetings. There shall be an annual meeting of the members of the Association at such time and place as determined by the President. Special meetings of the members of the Association may occur at such times and places as determined by the Board of Directors. The members present at a meeting of the members constitute a quorum, and a majority of votes carries any action.

Section 2. Meeting Notice. Written notice of each meeting shall be given to the members of the Association not less than thirty (30) days prior to the date of the meeting.

Section 3. Electronic Meetings. A meeting of the members of the Association may be held by means of the Internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 4. Action by Ballot. Any action that may be taken at a meeting of the members of the Association may be taken without a meeting if the Association delivers a ballot to every member entitled to vote on the matter. The votes cast by ballot constitute a quorum, and a majority of votes carries any action.

ARTICLE XI. 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. 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 4. 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 5. 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 the Association a certified audit report by such time as is established by the Board of Directors.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. All meetings of the members of the Association and the Board of Directors of the Association shall be governed by the rules set forth in the latest edition of The Modern Rules of Order, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board of Directors. The Board of Directors may vote to suspend The Modern Rules of Order by a majority vote.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors and a two-thirds (2/3) vote of the members of the Association at a meeting or by ballot.

ARTICLE XIV. INDEMNIFICATION

Section 1. General. The Directors, Officers, committee and advisory board members, employees, and other volunteers of the Association shall be indemnified and held harmless by the Association from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the Association to the fullest extent permitted by

law.