CHAPTER CHARTER OF THE

OF THE OF THE PARENTERAL DRUG ASSOCIATION, INC.

TO WHOM THESE PRESENTS MAY COME,

BE IT REMEMBERED that the Parenteral Drug Association, Inc. (hereinafter referred to as "PDA"), a District of Columbia non-profit corporation, with its principal office located in the State of Maryland, in the United States of America, having found due compliance with the requisites in the PDA Bylaws for the establishment of a PDA Chapter and this action having been approved by resolution of the Board of Directors on ______, 20____.

NOW THEREFORE, this Charter is issued to the _____CHAPTER (herein after referred to as the "Chapter") of PDA with all the rights and privileges appertaining to a chapter for the duration permitted by the PDA Bylaws, under and subject to compliance by the Chapter to the terms and conditions of this Charter hereinafter set forth:

ARTICLE I

<u>Purpose</u>

The purpose of the Chapter is to provide a local forum for discussion, meeting and information exchange and to promote PDA membership, and further PDA's mission as determined by PDA's Board of Directors from time to time.

ARTICLE II

Chapter Governance

The Chapter shall adopt Chapter Bylaws approved by the PDA Board of Directors, which 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. The Chapter shall be governed by a Chapter Board whose number of members and manner of election or appointment shall be provided for in the Chapter Bylaws. PDA's Board of Directors shall appoint the initial Chapter Board and initial Chapter Officers for newly formed or revitalized Chapters. A Chapter Board member or Chapter Officer may be removed from office at any time, with or without cause, by PDA's Board of Directors.

ARTICLE III Membership

Pursuant to PDA's Bylaws, the Chapter's membership shall be limited to members of PDA residing in the geographic territory of the Chapter as defined below. An individual's membership in the Chapter shall terminate upon the termination or expiration of the individual's 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.

ARTICLE IV 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. The initial geographic territory shall be _______. 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.

ARTICLE V Finances and Contractual Obligations

The Chapter financial requirements are stated in and governed by the Chapter Financial Principles, which may be amended from time to time by PDA at it 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.

ARTICLE VI 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 VII 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.

ARTICLE VIII 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.

ARTICLE IX 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.

ARTICLE X 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.

ARTICLE XI 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 this Charter, 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.

ARTICLE XII Reserved Rights

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

IN WITNESS THEREOF, and by virtue of the authority vested in the undersigned have hereunto set their hands and seals of the Parenteral Drug Association, Inc. this _____ day of ______, 20_____.

Chair of the PDA Board

Date

PDA President

Date

ACCEPTED AND AGREED

_____ CHAPTER OF PDA

Chapter President

Date