



Academy of  
Managed Care  
Pharmacy®

## AMCP BYLAWS

*Amended February 2018*

### ARTICLE I: NAME AND ORGANIZATION

**Section 1.1 Name** — The name of the corporation is the Academy of Managed Care Pharmacy, a New Jersey Nonprofit Corporation (“AMCP”).

**Section 1.2 Organization** — AMCP is a nonprofit corporation organized and existing under the New Jersey Nonprofit Corporation Act (the “Act”) and is registered as a foreign corporation conducting business in the Commonwealth of Virginia. AMCP is recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code.

### ARTICLE II: VISION, MISSION, AND PURPOSES

**Section 2.1 Vision and Mission** – The AMCP Board of Directors may by resolution establish a vision and mission for AMCP consistent with AMCP’s tax-exempt purposes.

**Section 2.2 Purposes** — The purposes for which AMCP is organized shall be as set forth in AMCP’s Certificate of Incorporation.

### ARTICLE III: MEMBERS

**Section 3.1 Preamble** — Membership in AMCP is offered to individuals and organizations which are involved in, or have interest in, the delivery of pharmacy services in managed health care systems.

#### Section 3.2 Definitions

- (a) Pharmacists are individuals who are licensed or eligible for licensure to practice pharmacy in the United States and its possessions.
- (b) Physicians are individuals who are licensed or eligible for licensure to practice medicine in the United States and its possessions.
- (c) Physician Assistants are individuals who are licensed or eligible for licensure to practice as a physician assistant in the United States and its possessions.
- (d) Nurses are individuals who are licensed or eligible for licensure to practice nursing in the United States and its possessions.

**Section 3.3 Categories of Membership** – Membership in AMCP is available in the following categories. Collectively, all members are referred to as “Members.” The AMCP Board of Directors may establish further membership criteria for all categories of membership to ensure all Members support the purposes of AMCP.

- (a) Active Members – Pharmacists, Physicians, Physician Assistants, and Nurses (as defined in Section 3.2) who support the mission and objectives of AMCP.
- (b) Associate Members – Individuals not eligible for Active membership, who support the mission and objectives of AMCP.
- (c) Corporate Members – Any organization or corporation which shows a community of interest

- in managed care pharmacy and wishes to promote and support the mission and objectives of AMCP. Each Corporate Member may appoint one or more individuals to represent the Corporate Member, as provided by resolution of the AMCP Board of Directors. If the appointed individual would otherwise be eligible to be an Active Member (as defined in Section 3.3(a)), that individual may vote on behalf of the Corporate Member (such a Corporate Member representative shall be referred to in these Bylaws as a “**Voting Corporate Member Representative**”). If the appointed individual would not be otherwise eligible to be an Active Member, that individual may not vote on behalf of the Corporate Member (such Corporate Member shall be referred to in these Bylaws as a “**Non-Voting Corporate Member Representative**”).
- (d) Honorary Members – Individuals who are elected for life by unanimous vote of the AMCP Board of Directors from among persons who are recognized for their outstanding contributions to managed care pharmacy.
  - (e) Student Pharmacist Members – Any individual enrolled full-time in a first professional pharmacy degree program at a school or college of pharmacy accredited by the Accreditation Council for Pharmacy Education (“**ACPE**”).
  - (f) Resident/Fellow/Graduate Student Members – Individuals who would otherwise be eligible as an Active Member (as defined in Section 3.3(a)) who are enrolled full-time in a graduate school program at a school or college of pharmacy at an ACPE-recognized institution or practicing full-time in a residency or fellowship related to pharmacy or managed care pharmacy.

### **Section 3.4 Rights of Members**

- (a) Active Members (as defined in Section 3.3(a)), Resident/Fellow/Graduate Student Members (as defined in Section 3.3(f)), Voting Corporate Member Representatives (as defined in Section 3.3(c)), and Honorary Members (as defined in Sections 3.3(d) and 3.4(d)) that are otherwise eligible as Active Members shall be eligible to vote in AMCP and collectively shall be referred to as “Voting Members.”
- (b) Active Members and Voting Corporate Member Representatives in good standing with AMCP shall be eligible to hold the offices of Treasurer and Director in AMCP. Only Pharmacists (as defined in Section 3.2(a)) that either (i) hold membership in the Active Member Category, or (ii) serve as a Voting Corporate Member Representative in good standing shall be eligible for the office of President-Elect, President, and Immediate Past President of AMCP.
- (c) Associate Members, Non-Voting Corporate Member Representatives, and Student Pharmacist Members shall be nonvoting Members of AMCP.
- (d) Honorary Members may vote and hold office in accordance with Sections 3.4(a) and 3.4(b) if otherwise eligible for the Active Member membership category.
- (e) All Members in good standing shall have the right to attend Member meetings, to receive AMCP’s publications, to receive a reviewed AMCP financial statement upon request and as available, and to receive miscellaneous services available from time to time to the membership.

**Section 3.5 Application for Membership** — Any person or organization desiring to become a member of AMCP and meeting the requirements for membership set forth in these Bylaws, shall submit an application for membership and dues, as may be established by the AMCP Board of Directors.

**Section 3.6 Establishing Dues for Classes of Membership** — The AMCP Board of Directors may establish different dues and assessments for different classes of Members and may adopt reasonable regulations for enforcement and collection thereof. No dues shall be required of Honorary Members to vote or hold office.

**Section 3.7 Transfers of Membership and Termination** — Individual membership in AMCP is not transferable or assignable and shall terminate upon the death of an individual member, voluntary resignation from membership in AMCP, or as provided herein. Individuals whose employment or practice changes will be reassigned to the appropriate membership category, as required. No person shall be a Member of AMCP who has failed to pay any membership dues and assessments for a period established by the AMCP Board of Directors. Further, the AMCP Board of Directors may terminate the membership of any person or organization for such other conduct inconsistent with the purposes of AMCP, applicable law, the Bylaws, AMCP's Certificate of Incorporation, or any policies or procedures established by the AMCP Board of Directors. The AMCP Board of Directors shall carry out the process for termination pursuant to policies and procedures adopted by the AMCP Board of Directors for such purposes.

**Section 3.8 Membership Benefits and Services** — Membership benefits and services for each class of membership will be established by the AMCP Board of Directors and can be modified as the Board deems necessary or desirable in furtherance of AMCP's purposes.

#### **ARTICLE IV: MEETINGS OF MEMBERS**

**Section 4.1 Annual Meeting** — The annual meeting of the Members shall be held at the annual meeting of AMCP.

**Section 4.2 Special Meetings** — Special meetings of the Members shall be held at the call of the President, the Secretary upon the vote of the AMCP Board of Directors, or upon receipt by the Secretary of a petition signed by twenty-five percent (25%) of the Voting Members. The following specific requirements apply to special meetings of the Members:

- (a) Petitions — Voting Members may petition to call a special meeting. The petition must state the action to be voted upon by Voting Members.
- (b) Any action taken at a special meeting shall be limited to the purpose set forth in the notice of such a meeting.
- (c) All voting at special meetings shall be by ballot.

**Section 4.3 Notice of Members' Meetings** — Written notice of the time, place, and purpose of every meeting (annual or special) of Members shall be given by the Secretary to each Member by either postal or electronic means. Notice of the annual meeting shall be given between thirty (30) and sixty (60) days in advance of the meeting. Notice of special meetings shall be given between fifteen (15) and sixty (60) days in advance of the meeting. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken and at the adjourned meeting only business shall be transacted as might have been transacted at the original meeting.

**Section 4.4 Quorum** — The presence, in person, of at least 5% of Voting Members shall constitute a quorum for the transaction of business at any meeting of the membership.

#### **Section 4.5 Voting Specifications**

- (a) Only the Voting Members shall be entitled to vote.
- (b) Proxy voting shall not be permitted at any meeting of the Members or for any election conducted by AMCP.

- (c) The AMCP Board of Directors shall establish a date as the record date for determining the AMCP's Voting Members. The Secretary shall make and certify a list of Voting Members and their addresses listed in AMCP records, for use in connection with carrying out of any Member vote.

**Section 4.6 Manner of Acting** – Except as otherwise required by these Bylaws or the Act, the Voting Members may take action in the following ways:

- (a) Action at a Meeting. The vote of a majority of Voting Members present, in person, at a meeting at which a quorum is present shall constitute an action of the Members, unless a greater proportion is required by these Bylaws, the Certificate of Incorporation, or the Act.
- (b) Action Without a Meeting.
  - (1) Director Election by Ballot. Voting Members may vote to elect the Directors of AMCP by transmission of ballot as provided in Section 5.5.
  - (2) Other Action by Ballot. Voting Members may take action by ballot on matters put to a vote of the Members by the AMCP Board of Directors upon sufficient notice and subject to the quorum requirements of Section 4.4 and compliance with the procedures set forth herein. Any action by written ballot may be considered the act of the Voting Members if: (1) a majority of all Voting Members submit an affirmative ballot approving the action and (2) AMCP follows all procedures required by the Act for such ballots. The submission of an affirmative ballot by a Voting Member shall be deemed to be the Voting Member's written consent to action. All written ballots will be filed with the minutes of proceedings of Members.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1 Composition and Term of AMCP Board of Directors and Officers** — The AMCP Board of Directors shall consist of nine (9) voting directors and the Chief Executive Officer/Secretary, who shall be an *ex-officio* and non-voting member of the Board. The voting Directors of the AMCP Board of Directors shall consist of the President, President-Elect, Immediate Past President, Treasurer, and five other at-large Directors.

At the conclusion of the annual meeting of the Members, the President-Elect shall automatically succeed to the office of President and the President shall automatically succeed to the office of Immediate Past President. The term of office for the President-Elect, President, and Immediate Past President is one (1) year. After serving as the Immediate Past President, the individual may not again stand in an election for President-Elect.

At the conclusion of the annual meeting of the Members in odd numbered years, the following members of the AMCP Board of Directors shall be installed into office for the terms indicated:

Treasurer	Two-Year Term
Two At-Large Directors	Two-Year Term

At the conclusion of the annual meeting of the Members occurring in even numbered years, the following members of the AMCP Board of Directors shall be installed into office for the terms indicated:

Three At-Large Directors	Two-Year Term
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The Treasurer and at-large directors may serve no more than two consecutive terms in the same office or position and shall in no case serve as a member of the AMCP Board of Directors in one or more positions for more than nine (9) consecutive years.

**Section 5.2 Compensation** — Directors shall serve without compensation as such, except that reasonable reimbursement shall be made for expenses incurred in accordance with policies established by the AMCP Board of Directors.

**Section 5.3 Resignation** — Any Director may resign by written notice to the Secretary of AMCP. The resignation shall become effective upon receipt thereof by the Secretary of AMCP or at such subsequent time as shall be specified in the notice of resignation.

**Section 5.4 Nomination of Directors and Officers**

- (a) Nominations for Director and Officer positions shall be made by the Committee on Nominations. The Committee on Nominations must submit for election two candidates for the following elected positions, which are or will be vacant: President-Elect and Treasurer. The Committee must submit for election two candidates for each at-large Director position that will become vacant. Candidates will be chosen from among the applications received and shall be approved by the majority of the Committee on Nominations.
- (b) The schedule for the nomination and election of Directors and Officers shall be approved annually by the current AMCP Board of Directors so that the election is certified not later than thirty (30) days prior to the meeting where the newly elected Directors and Officers will be installed. The AMCP Board of Directors shall establish a date by which all ballots for the election of Directors and Officers must be returned and shall be considered the closing date of the election.

**Section 5.5 Election of Directors and Officers**

- (a) A ballot shall be sent to each Voting Member at the address shown on AMCP's records. The ballot will list the candidates approved by the Committee on Nominations for each vacant/expiring Director and Officer position. Write-in candidates shall not be permitted. Each Voting Member shall have the right to cast one (1) vote for each vacant/expiring Director or Officer position. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected. There shall be no cumulative voting. The Board of Canvassers, as such body is appointed pursuant to policies established by the AMCP Board of Directors, shall decide a tie by lot. The Board of Canvassers shall certify the election by reviewing the submitted ballots and/or report of the balloting (as forwarded by an outside accountant or election company). Ballots must be received by the closing date of the election as specified by the AMCP Board of Directors at which time the vote shall be closed and the Secretary shall report the results to the President. The election shall be reported to the Members during the annual meeting. There shall be no minimum quorum level necessary for such ballot elections. Once the election is certified and reported by the Board of Canvassers, the results of the election shall not be subject to change.
- (b) The term of office of all Directors and Officers positions shall begin the day after the conclusion of the AMCP annual meeting during which their installation occurs for either one (1) or two (2) year terms as set forth in Section 5.1. Installation shall occur at the AMCP annual meeting immediately after the election of such Directors and Officers.

**Section 5.6 Annual Meeting** – The annual meeting of the AMCP Board of Directors shall be held without notice in conjunction with the annual meeting of Members.

**Section 5.7 Regular Meetings** – In addition to the annual meeting, regular meetings of the AMCP Board of Directors shall be held at least two (2) times annually. Notice of the time and place of each regular meeting of the AMCP Board of Directors shall be given to each Director at the address on AMCP records by mail, electronic mail, or telephone no less than fifteen (15) days prior to the date of the meeting.

**Section 5.8 Special Meetings** – Special meetings of the AMCP Board of Directors may be called by the President in his or her discretion, or shall be called by the President upon the request of four (4) members of the Board. Notice of the time, place, and purpose of each special meeting of the AMCP Board of Directors shall be given at the address that appears on AMCP records by mail, electronic mail, or telephone at least three (3) days prior to the date of such meeting.

**Section 5.9 Quorum** – A majority of the AMCP Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting.

**Section 5.10 Manner of Acting** – Except as otherwise required by these Bylaws or the Act, the AMCP Board of Directors may take action in the following ways:

- (a) Action at a Meeting. The action of a majority of Directors attending any duly convened meeting at which there is a quorum present shall be the act of the AMCP Board of Directors, unless a greater proportion is required by these Bylaws or the Act.
- (b) Action by Unanimous Written Consent / Without a Meeting. The members of the AMCP Board of Directors may act without a meeting, if, prior to or subsequent to such action, each member of the AMCP Board of Directors shall consent in writing to such action. Such written consents may be transmitted electronically, and shall be filed with the minutes of the AMCP Board of Directors.
- (c) Proxy voting by Directors shall not be permitted.

**Section 5.11 Teleconferencing** – The members of the AMCP Board of Directors may participate in a meeting of the Board or such committee by telephonic means or any other means of communication by which all persons participating are able to hear and/or interact with each other.

**Section 5.12 Policy-Making Powers** — The policy-making powers of AMCP shall be vested in the AMCP Board of Directors, which shall have charge, control, and management of the policies, property, affairs, and funds of AMCP; and shall have the power and authority to do and perform all acts or functions not inconsistent with law, these Bylaws, or AMCP's Certificate of Incorporation. The Directors shall issue a report regarding the policies, property, affairs, and funds of AMCP at least once each year. A copy of the report shall be made available to each Member. The AMCP Board of Directors may establish supplemental policies and procedures related to and consistent with these Bylaws, the Certificate of Incorporation, and the Act in AMCP's Operational Policies and Procedures Manual and in other policies or procedures that the AMCP Board of Directors may resolve to adopt from time to time.

**Section 5.13 Vacancies** — Officer and Director vacancies caused by resignation, removal, or death shall be filled by the AMCP Board of Directors. Vacancies due to resignation, removal, or death may be filled at any time by the affirmative vote of a majority of the remaining members of the AMCP Board of Directors. Any Officer or Director chosen to fill a vacant office shall hold office until the expiration of the term of office of his/her predecessor and until his/her successor is duly elected and qualified. The term of office of a Director appointed by the AMCP Board of Directors to fill a vacancy in accordance with this Section shall not be counted as service on the AMCP Board of Directors for the purposes of calculating term limits. The filling of any vacancies on the AMCP Board of Directors and in Officers positions shall be reported to the Members by the Secretary.

**Section 5.14 Removal of Directors and Officers** — Any elected at-large Director or Officer may be removed from office at any time for cause by the affirmative vote of two-thirds (2/3) of the whole Board of Directors, excluding the affected Director or Officer. A vote for removal of an at-large Director or Officer will be conducted by written ballot, in person — face-to-face — at an assembled meeting of the Board of Directors. No proxies, mail, telephone, other electronic means or indirect means of voting shall

be permitted. Written ballots shall be tallied by a third party legal counsel who is not a member of AMCP, its Board, or staff. This Section does not pertain to the Secretary of AMCP (Chief Executive Officer), whose service for AMCP shall be subject to the terms of a contract with AMCP pursuant to Article VIII of these Bylaws.

**Section 5.15 Advisory Directors** — The AMCP Board of Directors may from time to time designate non-voting Advisory Directors to serve in an advisory capacity to the AMCP Board of Directors, who shall be entitled to notice of all AMCP Board of Directors meetings and who may be invited to express their views at any AMCP Board meeting.

## **ARTICLE VI: OFFICERS**

**Section 6.1 Officers** — The Officers of AMCP shall consist of a President, President-Elect, Immediate Past President, Secretary, and Treasurer who shall be ex-officio members of the AMCP Board of Directors and who shall be elected or appointed pursuant to Section 5.5. The Chief Executive Officer (“CEO”) of AMCP shall serve as the Secretary.

### **Section 6.2 Duties of Officers**

- (a) **President** — The President shall preside at all meetings of the Members and shall from time to time perform such other duties as the AMCP Board of Directors shall designate. The President shall also be the principal elected official of AMCP and shall, subject to the direction and control of the AMCP Board of Directors, have general supervision, the direction, and control of the business and affairs of AMCP and its Officers and agents. The President shall serve as the Chair of the AMCP Board of Directors and shall preside at all meetings of the Board and the Board’s Executive Committee. The President shall perform all the duties commonly incident to such office and such other duties as the AMCP Board of Directors shall from time to time designate.
- (b) **President-Elect** — The President-Elect shall perform such duties as the President shall from time to time delegate to him/her and shall perform such other duties as the AMCP Board of Directors shall designate. In the absence or disability of the President, unless otherwise determined by the AMCP Board of Directors, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- (c) **Immediate Past President** — The Immediate Past President shall perform such duties as the President shall delegate from time to time including, if so delegated, presiding as the Chair of AMCP Board of Directors and Executive Committee meetings should the President be unavailable.
- (d) **Secretary** — The CEO shall serve as Secretary of AMCP. As Secretary, the CEO shall attend all meetings of the Members and the AMCP Board of Directors. The Secretary (or his/her designee) shall keep the minutes of all Member and AMCP Board of Directors meetings and give notice of all Member and AMCP Board of Directors meetings. He or she shall, in general, have all the powers usually vested in the Secretary of a corporation and shall perform the duties incident to such office.
- (e) **Treasurer**
  - (1) The Treasurer shall serve as Chair of the Finance Committee, as specified in Section 7.3, be responsible for overseeing the keeping of the accounts of AMCP, and the collection of its funds and disbursement of them under the direction of the AMCP Board of Directors. He or she shall report to the AMCP Board of Directors setting forth the financial condition of AMCP at each regular meeting of the AMCP Board of Directors and shall provide any additional information requested by the Board. The books shall at all

times be subject to the inspection of the AMCP Board of Directors.

- (2) In general, the Treasurer shall perform all duties usually performed by the Treasurer of a corporation and shall, subject to the foregoing limitations, have the power and authority commonly incident to such office.

**Section 6.3 Resignation** — All Officers shall hold office for the terms specified in Section 5.1 and until their successors are elected and qualified. Any Officer may resign by written notice to the Secretary of AMCP. The resignation shall be effective upon receipt thereof by the Secretary of AMCP or at such subsequent time as shall be specified in the notice of resignation. Any vacancy in an office resulting from a resignation shall be filled pursuant to Section 5.13.

## **ARTICLE VII: COMMITTEES**

**Section 7.1 Committees** — In addition to the Committees described in this Article VII, the AMCP Board of Directors shall be empowered to establish such committees as are necessary to conduct AMCP's business by vote of a majority of the Directors then in office. The President of AMCP shall designate members of the committees so established. Any committee that is to have the authority of the AMCP Board of Directors must be established by resolution adopted by a majority of the entire Board, and must consist solely of Directors. However, no committee shall make, alter, or repeal any Bylaw of AMCP; elect, appoint, or remove any Officer or Director; or amend or repeal any action previously adopted by the Board. The designation of any committee and the delegation of authority thereto shall not operate to relieve the AMCP Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The members of any committee may participate in a meeting of such committee by telephonic means or any other means of communication by which all persons participating are able to hear and interact with each other.

**Section 7.2 Executive Committee** — The Executive Committee shall consist of the Immediate Past President, the President, the President-Elect, and the Secretary/CEO. The President shall serve as the chair of the Executive Committee. The Secretary/CEO shall serve as a non-voting member of the Executive Committee. The Executive Committee shall have the power to act on behalf of AMCP, subject to the limitations set forth in Section 7.1. The sections of these Bylaws addressing meeting notice, quorum, manner of acting, and other procedural matters for the AMCP Board of Directors shall also apply to the Executive Committee.

**Section 7.3 Committee on Nominations** — The Committee on Nominations shall consist of six (6) individuals: five (5) who are Voting Members, including the chairperson, and one (1) non-voting AMCP staff member. A non-voting alternate individual who is a Voting Member will also be selected. The Immediate Past President once removed shall serve as the Chairperson. All Committee on Nominations Members are selected by the Chairperson in consultation with the President, and subject to the approval by the AMCP Board of Directors. The Committee on Nominations shall not have or exercise the authority of the AMCP Board of Directors.

**Section 7.4 Finance Committee** — The Finance Committee shall report to the AMCP Board of Directors and shall consist of seven (7) voting members and one (1) non-voting member. The voting members shall include the Immediate Past President, President, President-Elect, Treasurer, and three (3) other Active Member or Voting Corporate Member Representatives. The CEO shall be a non-voting member. The Finance Committee shall review a proposed budget for the forthcoming year and submit it to the AMCP Board of Directors for approval; review, assess, and monitor operations of AMCP to assure that budget objectives are met or that appropriate changes thereto are made; review and assess performance of investments and assets of AMCP; review all investment policies and financial policies of AMCP; oversee the responsibilities of the Treasurer set forth in Section 6.2(e); and oversee the financial operations of AMCP.



The Finance Committee shall not have or exercise the authority of the AMCP Board of Directors.

#### **ARTICLE VIII: CHIEF EXECUTIVE OFFICER**

**Section 8.1 Employment** — The AMCP Board of Directors shall, on behalf of AMCP, enter into a contract with an individual to serve CEO, with such terms and for such fixed period as the AMCP Board of Directors deems reasonable and in the best interests of AMCP. The CEO shall be chosen by, and serve at the pleasure of, the AMCP Board of Directors pursuant to the terms of his or her contract.

**Section 8.2 Duties** — The CEO shall be responsible for the management, implementation, and execution of the activities of AMCP. The CEO shall serve as the Secretary and shall be a non-voting member of the AMCP Board of Directors and Executive Committee. By virtue of the office, the CEO shall be a non-voting, *ex-officio* member of all AMCP committees, councils, commissions and any other group established by the AMCP Board of Directors, and shall be the non-voting Chair of the AMCP Foundation for Managed Care Pharmacy Board of Trustees. The Chief Executive Officer is responsible for day-to-day operations and supervision of staff and the Executive Director of the AMCP Foundation.

**Section 8.3 Bonding** — The CEO and/or any other individual who may be responsible for AMCP's funds, shall be bonded by a bonding firm approved by the AMCP Board of Directors in such amount consistent with AMCP's funds.

#### **ARTICLE IX: AMCP'S MARK AND LOGO**

The name, logo, and other marks of AMCP shall be used on official AMCP letterhead and printed and electronic materials issued by AMCP. AMCP's marks or logo shall not be used by Members without approval by the CEO. The AMCP Board of Directors shall take reasonable measures to ensure that AMCP's marks, logo and the name of AMCP are not misused and are protected under the applicable laws.

#### **ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

AMCP shall indemnify every agent of AMCP as defined in, and to the fullest extent permitted by, the Act.

#### **ARTICLE XI: FISCAL YEAR AND FINANCIAL REVIEW**

**Section 11.1 Fiscal Year** — The Fiscal Year of AMCP shall be established by resolution of the AMCP Board of Directors.

**Section 11.2 Financial Review** — A review in accordance with generally accepted accounting standards by independent certified public accountants shall be made of the financial condition and results of operations of AMCP on an annual basis.

#### **ARTICLE XII: NO DISCRIMINATION**

The affairs of AMCP shall be carried on without discrimination as to race, creed, gender, sexual orientation, age, physical handicap or national origin.

#### **ARTICLE XIII: DISSOLUTION**

Any liquidation or dissolution of ACMP shall be approved and carried out in accordance with the terms of AMCP's Certificate of Incorporation and the provisions of the Act.

#### **ARTICLE XIV: AMENDMENTS; POLICIES AND PROCEDURES**

The Bylaws of AMCP may be amended by the AMCP Board of Directors pursuant to the following procedure. The AMCP Board of Directors shall send notice of proposed amendments to the Bylaws to all Voting Members and provide the Voting Members with ninety (90) days to comment on the proposed

amendments. Following the ninety (90) day period, the AMCP Board of Directors shall approve the proposed amendments at a meeting of the AMCP Board of Directors by a majority vote of those Directors present and voting.

#### **ARTICLE XV: FORCE AND EFFECT**

The Bylaws are subject to the provisions of the Act and the Certificate of Incorporation of AMCP as they may be amended from time to time. If any provision of the Bylaws is inconsistent with a provision in the Act or in the Certificate of Incorporation; the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

#### **ARTICLE XVI: PARLIAMENTARY GUIDE**

*Roberts Rules of Order*, as amended from time to time, shall be the AMCP's parliamentary guide, and shall inform procedures of the AMCP Board and Members but only when not in conflict with the provisions of these Bylaws, the Certificate of Incorporation, the Act, or any policies or procedures adopted by the AMCP Board of Directors. Any such apparent conflict shall be resolved by the AMCP Board of Directors, whose decision shall be binding on all interested parties. No action otherwise valid under the provisions of these Bylaws or the Act shall be invalidated solely due to any violation of a provision in *Roberts Rules of Order*.

#### **ARTICLE XVII: WAIVER OF NOTICE**

Any notice of meetings required to be given under these Bylaws may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein. Such waiver shall be filed by the Secretary with the minutes of the meeting. Attendance at a meeting without protesting the lack of notice of such meeting shall constitute waiver of notice.