

**THE BYLAWS OF THE
NATIONAL COUNCIL ON
PATIENT INFORMATION AND EDUCATION (“NCPIE”)**

ARTICLE I. PURPOSES AND VALUES OF NCPIE.

NCPIE is organized to operate exclusively for the charitable and educational purposes stated in its Articles of Incorporation.

In carrying out these purposes, NCPIE is guided by the following values:

- (1) To represent a wide spectrum of organizations serving the public health through educational and advocacy programs that encourage the appropriate use of medicines, in order to achieve intended outcomes and improve public health;
- (2) To empower consumers to be more informed about and active in decisions affecting their use of medicines, by stimulating communication between consumers and health care professionals on the safe and appropriate use of medicines; and
- (3) To stimulate programs to ensure that medicine information is useful and scientifically accurate in whatever form and for whatever audience it is delivered.

ARTICLE II. MEMBERS.

Section 1. Classes of Membership and Eligibility. Any professional or other association, consumer organization, educational institution, business or firm, governmental agency or other bona fide organization which is engaged in matters relating to medication information and education, and which meets the values of NCPIE expressed in Article I, may request membership in NCPIE. The membership of NCPIE consists of the following classes: (i) Consumer Organization Members, (ii) Business Members, (iii) Healthcare Professional Organization Members, and (iv) Government Agencies and Non-Government Standard-Setting Organization Members.

A. Consumer Organization Members. Any organization which is a public sector consumer, patient advocacy, and/or disease advocacy group engaged in matters relating to medication information and education from a patient and/or consumer perspective is eligible for Consumer Organization Membership.

B. Business Members. Any organization engaged in matters relating to medication information and education that is a manufacturing company, health care delivery system, managed care organization, health care service organization, or pharmacy-based or other trade association is eligible for Business Membership.

C. Healthcare Professional Organization Members. Any national, state or

regional membership organization engaged in matters relating to medication information and education, including but not limited to nurse, pharmacist, physician, or physician assistant organizations, and any educational institution offering medication education and training to healthcare students, is eligible for Healthcare Professional Organization Membership.

D. Government Agencies and Non-Government Standard-Setting Organization Members. The Food and Drug Administration and any other federal, state or local agency or non-government standard-setting organization involved in medication information or education is eligible for Government Agency and Non-Government Standard-Setting Organization Membership.

Section 2. Request for Membership. Prospective members must submit a written membership application form. The Board of Directors will review the application form and promptly notify the applicant whether the request is approved or rejected. The decision of the Board is final. If approved, the new Member must designate one (1) individual to serve as its representative. This designation must be submitted in writing to the Chairperson. The Member may change its representative or designate an alternative representative by giving written notice to the Chairperson.

Section 3. Membership Dues. The membership dues structure is established and may be modified by the Board of Directors. The Board of Directors may establish dues in different amounts for different Members based on the membership class, or within a membership class, and may abate the dues of non-profit organizations.

Section 4. Rights and Privileges of Members.

A. Members are entitled to vote for Directors, as outlined in Article III, below.

B. Members are entitled to vote for amendments to NCPIE's Articles of Incorporation.

C. Members are entitled to vote for amendments to these Bylaws, as outlined in Article IX, below.

D. A reasonable number of Member representatives may attend a Board of Directors meeting, unless the Board of Directors determines that the meeting should be closed to only the Board of Directors.

E. Members have the right to request and receive current information on the activities of NCPIE, in accordance with procedures established by the Board of

Directors.

F. Members have the other rights and obligations provided by law, in the Articles of Incorporation, in these Bylaws, and by the Board of Directors.

Section 5. Members' Autonomy. NCPIE may from time to time develop proposals, reports, or recommendations concerning medication information and education for consideration by Members. However, NCPIE does not have the authority to develop rules controlling the independent activities of Members.

Section 6. Use of the Name "NCPIE". Members must not, explicitly or by implication, represent or make any expression which reasonably may be interpreted to indicate approval or sponsorship by NCPIE of any publication, project, or activity, unless approval or sponsorship has been granted in writing by NCPIE.

Section 7. Meetings of Members.

A. Annual Meeting. The annual meeting of Members will be held at a time and place designated by the Board of Directors.

B. Special Meetings. Special meetings of the Members may be called by the Chairperson, the Secretary, the Board of Directors, or by one-third of the Members entitled to cast votes at the meeting.

C. Notice. Written notice must be given to each Member no more than 180 days and at least 40 days prior to a regular annual meeting and no more than 50 days and at least 10 days prior to any special meeting. If a Bylaws amendment will be considered at the meeting, notice must be given at least 30 days in advance. The notice must specify the date, time, and place of the meeting. Notice of special meetings must also describe the purpose(s) of the meeting. Notice must be either delivered personally to each Member or mailed. If notice is given by mail, it will be deemed delivered when deposited in the United States mail addressed to the Member as its address appears in NCPIE records and with postage prepaid.

D. Quorum. One-quarter of the number of Members entitled to vote constitutes a quorum for the transaction of business at a meeting of the Members.

Section 8. Member Voting

A. Member Voting. Each voting Member is entitled to only one (1) vote on any matter regarding which it is entitled to vote. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all matters before the Members are decided by a majority vote of those Members who are entitled to vote on the matter and who are present at a meeting at which a quorum exists.

B. Method of Voting.

i. A Member may vote in person.

ii. A Member may vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission. However, if voting by one of these alternative methods, the Member must state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Member. Members who vote by electronic or telephonic transmission are deemed present in person for purposes of determining whether a quorum is present.

iii. A Member may vote by proxy. Members who vote by proxy are deemed present in person for purposes of determining whether a quorum is present.

Section 9. Voluntary Withdrawal. A Member may voluntarily withdraw from NCPIE at any time by written notice to the Secretary.

Section 10. Termination of Membership. The Board of Directors may terminate a membership: (i) if the Member ceases to be an organization eligible for membership as described in Article II; (ii) if the Member fails to pay its membership dues; (iii) if the Member violates these Bylaws or other NCPIE rules; and/or (iv) for other good cause. Prior to voting on a proposed termination, the Board of Directors must advise the Member of the reason(s) for the proposed termination and allow the Member an opportunity to submit a written response. Termination of a membership requires a three-quarters vote of the Directors in office. The decision of the Board is final.

Section 11. Liaison Status. The Board of Directors may authorize nonvoting, liaison status with NCPIE for any interested organization.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. General Powers and Duties. The affairs of NCPIE are managed by a Board of Directors. The Board of Directors is responsible for oversight of NCPIE's operations.

Section 2. Composition of the Board of Directors. The Board of Directors consists of twenty-five (25) voting Directors and two (2) non-voting Directors, as follows:

- A. Eight (8) voting Directors elected by the Consumer Organization Members. Of these eight Directors, at least three (3) should be representatives of consumer organizations, and at least three (3) should be representatives of patient/disease advocacy organizations.
- B. Eight (8) voting Directors elected by the Business Members. Of these eight Directors, at least two (2) should be representatives of pharmaceutical manufacturing companies, at least one (1) should be a representative of a national trade association representing brand pharmaceutical manufacturers, at least one (1) should be a representative of a trade association representing generic pharmaceutical manufacturers, at least one (1) should be a representative from a national association representing chain pharmacies, and at least one (1) should be a representative of a health care delivery and/or managed care system.
- C. Eight (8) voting Directors elected by the Healthcare Professional Organization Members. Of these eight Directors, two (2) should be representatives of nursing organizations, two (2) should be representatives of physician organizations, three (3) should be representatives of pharmacist organizations, and one (1) should be a representative of a physician assistant organization. At least one of each category should be a representative of a national organization.
- D. One (1) voting Director appointed by the United States Pharmacopoeia Convention.
- E. One (1) non-voting Director appointed by the Food and Drug Administration.
- F. One (1) non-voting Director elected by the NCPIE Board of Directors.
- G. If the number of representatives seeking election within a membership class subcategory is insufficient for that subcategory, then any Member organization within that membership class may seek election to the remaining Director seat(s). For purposes of illustration: Three Director positions should be filled with representatives of pharmacist organizations. If only two candidates representing pharmacist organizations are interested in election to the Board of Directors, the third seat set aside for this membership subcategory may be filled by a candidate from any Healthcare Professional Organization Member.

Section 3. Terms. A Director serves for a term of three years and remains in office until his/her successor is elected and takes office. Directors are elected according to a

staggered schedule. There is no limit to the number of terms a Director may serve.

Section 4. Qualification and Selection. To be eligible to serve as a Director, an individual must be a designated representative of a Member. At least 20 days prior to each annual meeting of the Members, the Nominating Committee must contact Members to solicit nominations for the Director positions that will become vacant at that annual meeting. A nominee must complete an official qualifications statement and submit supplemental materials, if requested, in order for his/her name to be included on the ballot. Any nominee who has not completed a qualifications statement by the deadline will not be included on the ballot. Ballot and voting information must be distributed to Members at least 15 days prior to the annual meeting.

Section 5. Director Vacancy. A vacancy in the Board of Directors will be filled by vote of the Board of Directors. The person elected to fill the vacancy must meet the qualification requirements set forth above in Section 2 for that Director seat. The candidate receiving the highest number of votes from the Board of Directors, even though less than a majority, is elected. A Director elected to fill a vacancy in an unexpired term serves for the unexpired term of his/her predecessor in office.

Section 6. Voluntary Resignation. A Director may voluntarily resign from the Board of Directors by giving written notice to the Secretary.

Section 7. Automatic Removal. An individual's service as a Director automatically ends upon the withdrawal or termination of the membership of the organization (s)he represents. Also, if a Director ceases to be the representative of the Member (s)he was elected/appointed to represent, then the individual's service as a Director automatically ends.

Section 8. Removal. The Board of Directors may remove a Director, with or without cause, by a three-quarters vote of the other Directors in office.

Section 9. Reimbursement of Expenses. Directors serve without compensation, except that they may receive reimbursement for expenses in connection with their services on behalf of NCPIE as permitted by policies adopted by the Board of Directors.

ARTICLE IV. OFFICERS.

Section 1. Enumeration of Officers & Powers. The Officers of NCPIE are: (i) a Chairperson, (ii) a Vice Chairperson, (iii) a Treasurer, and (iv) a Secretary. The Chairperson has general charge of all the business of NCPIE and its operation, and signs instruments requiring corporate signature. The Vice Chairperson serves in the absence of the Chairperson. The Treasurer is responsible for maintaining the books of NCPIE. The Secretary is responsible for keeping an accurate account of the proceedings of the meetings of the Board of Directors. The duties and powers of Officers are those customarily exercised by corporate officers holding these offices (except to the extent those duties and powers are inconsistent with law, the Articles of Incorporation, or these Bylaws).

Section 2. Chairperson, Vice Chairperson, and Treasurer (the “elected Officers”).

A. Term. Each elected Officer serves for a term of two years and remains in office until his/her successor is elected and takes office.

B. Qualification and Selection. To be eligible to serve as an elected Officer, an individual must be a Director. The Board of Directors elects Officers every other year. After an individual serves as the Chairperson, that individual is not eligible for election to an Officer position for a period of two years following the conclusion of his/her service as Chairperson. Two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

C. Vacancy. A vacancy in the office of an elected Officer will be filled by vote of the Board of Directors. An Officer elected to fill a vacancy in an unexpired term serves for the unexpired term of his/her predecessor in office.

D. Voluntary Resignation. An elected Officer may voluntarily resign his/her Officer position by giving written notice to the Secretary.

E. Automatic Removal. If an individual serving as an elected Officer ceases to be a Director, his/her service as an Officer automatically ends.

F. Removal. The Board of Directors may remove an elected Officer by a vote of the remaining Directors in office. An elected Officer may be removed only if his/her removal serves the best interests of the corporation.

G. Reimbursement of Expenses. Elected Officers serve without compensation, except that they may receive reimbursement for expenses in connection with their services on behalf of NCPIE as permitted by policies adopted by the Board of Directors.

Section 3. Executive Vice President & Secretary.

A. The Executive Vice President is the highest-ranking salaried staff member of NCPIE and is responsible for NCPIE’s day-to-day operations. The role of the Executive Vice President is governed by the employment agreement between NCPIE and the individual serving as the Executive Vice President.

B. The Executive Vice President serves as Secretary of the Corporation without additional compensation. The Secretary is an Officer, but is not a member of the Board of Directors.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS.

Section 1. Time of Meetings. Regular meetings of the Board of Directors must be held at

least once each year. Special meetings may be called by the Chairperson, Vice Chairperson, Secretary, or by one-third of the Directors in office. The time and place of Board meetings will be designated by the Chairperson, Vice Chairperson, or the Secretary.

Section 2. Notice of Meetings. At least 20 days' notice must be given to each Director of a regular meeting. Special meetings of the Board of Directors may be held upon five days' notice. If a Bylaws amendment will be considered at the meeting, notice must be given at least 30 days in advance. Notice of a meeting of the Board of Directors must specify the date, time, and place of the meeting. Notice must be either delivered personally to each Director or mailed to his or her business address. If notice is given by mail, it is deemed delivered when deposited in the United States mail addressed to the Director as his/her address appears in NCPIE records and with postage prepaid.

Section 3. Means of Attendance. Directors may participate in a meeting by conference telephone or by any other means of communication by which all participants are able to hear one another. Participation through these means constitutes presence in person at the meeting.

Section 4. Quorum. One-half of the number of Directors entitled to vote constitutes a quorum for the transaction of business at a meeting of the Board of Directors.

Section 5. Voting. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors are decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 6. Action Without a Meeting. An action may be taken without a meeting of the Board of Directors if a consent in writing describing the action to be taken is signed by all of the Directors entitled to vote. A written consent must be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE VI. COMMITTEES.

Section 1. Executive Committee.

A. Members. The Executive Committee consists of six (6) voting members of the Board, as follows: the Chairperson, the Vice Chairperson, the Treasurer, and additional voting Directors nominated by the Chairperson and approved by the Board of Directors. In addition, the Secretary serves as a member of the Executive Committee without vote.

B. Purpose. The Executive Committee may act in place of the Board of Directors between Board meetings, except on those matters specifically reserved to the Board by law, the Articles of Incorporation, and these Bylaws. Actions taken by the Executive Committee must be reported to the Board at the next Board meeting.

C. Quorum. Two-thirds of the number of the Executive Committee members entitled to vote constitutes a quorum for the transaction of business at a meeting of the Executive Committee.

Section 2. Nominating Committee.

A. Members. The Nominating Committee consists of the Vice Chairperson and six (6) voting Directors appointed by the Chairperson. The Vice Chairperson serves as the Chair of the Nominating Committee. The Chairperson serves as an *ex officio* nonvoting member of the Nominating Committee.

B. Purpose. The purpose of the Nominating Committee is to identify and recommend qualified applicants for election to the Board of Directors.

Section 3. Other Committees. The Board of Directors may establish other committees and task forces as it deems appropriate (including, but not limited to, a finance committee and/or an audit committee). However, if the proposed committee is authorized to exercise the authority of the Board of Directors, the creation of that committee requires a majority vote of all the Directors then in office.

ARTICLE VII. INDEMNIFICATION.

NCPIE shall indemnify its Officers, Directors, committee members, and employees to the fullest extent permitted by the laws of the District of Columbia. NCPIE may purchase insurance to cover this indemnification obligation as determined by the Board of Directors.

ARTICLE VIII. MISCELLANEOUS.

Section 1. Seal. The seal of NCPIE is circular in form and inscribed with the words: "National Council on Patient Information and Education," "District of Columbia," "1982" and "Corporate Seal." The Secretary and the Treasurer each have authority to affix the seal and attest to its validity, and the Board of Directors may extend this authority to other Officers.

Section 2. Fiscal Year. The fiscal year of NCPIE ends December 31, and may be changed by the Board of Directors.

ARTICLE IX. AMENDMENTS.

A two-thirds vote of the Directors in office is required to amend these Bylaws. However, if a proposed amendment would restrict or eliminate the right to vote of any class of Members, then the amendment must also be approved by vote of the affected class(es) of Members.