

Commission for Certification in Geriatric Pharmacy

BYLAWS

Commission for Certification in Geriatric Pharmacy
1321 Duke Street
Alexandria, VA 22314
703-535-3036 phone
703-739-1500 fax

Amended by the CCGP Board of Commissioners
January 27, 2015

TABLE OF CONTENTS

ARTICLE I	ORGANIZATION AND PURPOSE Section 1. Organization Section 2. Purpose
ARTICLE II	BOARD OF COMMISSIONERS Section 1. Powers and Duties Section 2. Number, Tenure and Qualifications Section 3. Terms of Office Section 4. Election of Commissioners Section 5. Nomination of Commissioners Section 6. Removal Section 7. Filling of Vacancies Section 8. Place of Meetings Section 9. Regular Meetings Section 10. Special Meetings Section 11. Compensation of Commissioners Section 12. Conduct of Meetings Section 13. Quorum and Voting Section 14. Consent in Lieu of Meeting
ARTICLE III	COMMITTEES Section 1. Executive Committee Section 2. Nominating Committee Section 3. Examination Development Committee Section 4. Professional Development Committee Section 5. Ethics and Grievance Committee Section 6. Other Committees
ARTICLE IV	OFFICERS Section 1. Designation Section 2. Terms of Office Section 3. Chair Section 4. Chair-elect Section 5. Secretary/Treasurer Section 6. Immediate Past Chair Section 7. Assistant Secretary/Treasurer Section 8. Vacancies
ARTICLE V	EXECUTIVE DIRECTOR
ARTICLE VI	LIABILITY, INDEMNIFICATION, AND CONFLICTS OF INTEREST Section 1. Right of Indemnification Section 2. Insurance

Section 3. Mergers
Section 4. Conflicts of Interest

ARTICLE VII FINANCES AND RECORDS
Section 1. Checks

Section 2. Fiscal Year
Section 3. Records

ARTICLE VIII MISCELLANEOUS PROVISIONS
Section 1. Additional Areas of Certification
Section 2. Amendments to the Bylaws
Section 3. Notice
Section 4. Waiver of Notice

**BYLAWS
OF
COMMISSION FOR CERTIFICATION IN GERIATRIC PHARMACY**

ARTICLE I - ORGANIZATION AND PURPOSE

Section 1. Organization. The Corporation shall be and remain incorporated as a non-stock corporation under the General Corporation Law of Delaware. The Corporation will be a non-profit corporation and will maintain tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Purpose. The purposes for which the corporation is formed are as stated in the Certificate of Incorporation.

ARTICLE II – BOARD OF COMMISSIONERS

Section 1. Powers and Duties. The governing body of the Corporation is the Board of Commissioners, which has authority and is responsible for governance of the Corporation. The Board of Commissioners establishes Corporation policy and monitors implementation of policy by the Corporation’s employed staff under the direction of the Executive Director. The Board of Commissioners specifically adopts rules, regulations and policies regarding the qualifications and credentialing requirements of candidates for certification in geriatric pharmacy practice, as well as the continuing certification of certified geriatric pharmacists.

Section 2. Number, Tenure and Qualifications. The number of Commissioners on the Board shall be twelve (12). Subject to the term limitations under Section 3 of this Article II, each Commissioner shall hold office until his/her successor shall have been duly elected or until his/her death, resignation, or removal.

The Board of Commissioners shall consist of:

- (a) seven (7) pharmacists (the “Pharmacist Commissioners”);
- (b) one (1) representative of the public (the “Public Commissioner”);
- (c) one (1) representative appointed by the Board of Directors of the American Society of Consultant Pharmacists (the “ASCP Board of Directors Liaison Commissioner”), serving in a non-voting capacity;
- (d) two (2) individuals who represent stakeholders with interest in certified geriatric pharmacists (the “Stakeholder Commissioners”); and

(e) The Executive Director of the Corporation, serving in an *ex officio*, non-voting capacity.

Section 3. Terms of Office. Unless earlier removed, each Commissioner, except the ASCP Board of Directors Liaison Commissioner and the Corporation's Executive Director, shall serve a term of three (3) years or until his or her successor is duly elected, and each may serve as a Commissioner for no more than two (2) consecutive terms. The ASCP Board of Directors Liaison Commissioner shall serve a term of one (1) year or until his or her successor is duly elected, and may serve for no more than four (4) consecutive terms. The terms of office of Commissioners commence at the event of the Corporation's Annual Meeting. The Corporation's Executive Director serves as a non-voting, *ex officio* member of the Board of Commissioners for so long as he or she holds the employed position of Executive Director.

Section 4. Election of Commissioners.

(a) Pharmacist Commissioners. The Pharmacist Commissioners shall be elected by the Corporation's Board of Commissioners from a slate of candidates as prescribed in Section 5 of this Article II. Only licensed pharmacists who are Certificants (current Certified Geriatric Pharmacists) may be elected to serve as Pharmacist Commissioners.

(b) ASCP Board of Directors Liaison Commissioner. The ASCP Board of Directors Liaison Commissioner shall be appointed to the Corporation's Board of Commissioners by the Board of Directors of ASCP. The ASCP Commissioner must be a Certificant.

(c) Other Commissioners. The Public Commissioner and the Stakeholder Commissioners shall be appointed by the Corporation's Board of Commissioners, and need not be Certificants. The Stakeholder Commissioners may represent payers, employers, or other health professionals, such as physicians or nurses.

Section 5. Nomination of Commissioners. The Nominating Committee shall decide upon a slate of nominees to fill vacant Commissioner positions and shall present such slate to the Board of Commissioners for election. The Nominating Committee may also adopt procedures, with the consent of the Board of Commissioners, for the solicitation of nominations of Commissioners by Certificants.

Section 6. Removal. A Commissioner may be removed for cause by a vote of two-thirds (2/3) of all voting Commissioners then in office. Such action shall be taken at a regular meeting of the Board of Commissioners or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. Any Commissioner subject to removal shall be duly notified in writing (sent with proof of delivery requested), and shall be given the opportunity to appear in his or her own defense before a meeting of the Board of Commissioners. In addition, the ASCP

Board of Directors Liaison Commissioner may be removed by ASCP's Board of Directors at any time, with or without cause.

Section 7. Filling of Vacancies. In the case of any vacancy in the Board of Commissioners (other than the ASCP Board of Directors Liaison Commissioner) through death, resignation, disqualification, removal or other cause, the remaining voting Commissioners, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of that vacant position or until the election of his or her successor. Any vacancy in the ASCP Board of Directors Liaison Commissioner position shall be filled by ASCP. The individual selected to fill a vacant position on the Board shall meet all of the qualifications for that position as set forth in these Bylaws.

Section 8. Place of Meetings. The Board of Commissioners may hold meetings within or outside the State of Delaware, at such place or places as the Board may from time to time determine. Any or all of the Commissioners of the Corporation may participate in a meeting through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting, and participation in a meeting using these means constitutes presence in person at the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Commissioners may be held as determined by the Board. The Board may authorize the Chair to fix the specific date of each such regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided for special meetings. Any business may be transacted at any regular meeting of the Board.

Section 10. Special Meetings. Special meetings of the Board of Commissioners shall be held whenever called by three (3) or more members of the Board of Commissioners or by the Chair. The Secretary/Treasurer shall give written notice of a special meeting to each Commissioner at least two (2) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting.

Section 11. Compensation of Commissioners. Commissioners shall not receive any stated salary or compensation for their services as such, but each Commissioner may be entitled to receive from the Corporation reimbursement of reasonable expenses incurred by such Commissioner in attending any regular or special meeting of the Board.

Section 12. Conduct of Meetings. Meetings of the Commissioners shall be presided over by the Chair, or in his absence by the Chair-elect. The Secretary/Treasurer or, in his/her absence, a person chosen at the meeting, shall act as secretary of the meeting.

Section 13. Quorum and Voting. Except for the Executive Director of the Corporation and the ASCP Board of Directors Liaison Commissioner, all Commissioners shall be voting members of the Board of Commissioners. A majority of the total number of voting Commis-

sioners shall constitute a quorum for the transaction of business, except as may otherwise be provided by law or these Bylaws. If a quorum is not present at any meeting of the Board of Commissioners, the Commissioners present may adjourn the meeting to a new place and time, without notice other than announcement at the meeting at which the adjournment is taken. A majority vote at a meeting of the Board where a quorum is present carries an action, except as otherwise provided by law or these Bylaws.

Section 14. Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Commissioners or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III - COMMITTEES

Section 1. Executive Committee.

(a) Members. The Chair, Immediate Past Chair, Chair-elect, Secretary/Treasurer, and one member of the Board chosen by the Board of Commissioners (at-large member) shall constitute the Executive Committee of CCGP. The at-large member is elected annually by majority vote of the Board. The Chair shall be the presiding officer. The Executive Director of the Corporation shall sit as an *ex officio* member of the Executive Committee, without vote.

(b) Powers and Duties of the Executive Committee. The Executive Committee shall have broad power to make decisions requiring action in the interval between meetings of the Board of Commissioners; however the Executive Committee shall make no policy without Board approval. The Executive Committee shall supervise the preparation of a draft annual operating budget, and, with input from the Board of Commissioners, shall be responsible for conducting periodic performance evaluations for and negotiating salary and other employment considerations of the Executive Director.

(c) Reports to the Board of Commissioners. Actions of the Executive Committee shall be reported to the Board of Commissioners within thirty (30) days and in no event later than at the Board's next meeting.

Section 2. Nominating Committee. The Board of Commissioners shall appoint a Nominating Committee that shall consist of not less than five (5) Certificants. The Nominating Committee shall solicit and acquire names of qualified individuals, including current Commissioners permitted to serve additional terms, that the Nominating Committee believes could make valuable contributions to the Corporation as Commissioners, and the Committee shall present

such persons as a slate of nominees running for Commissioner in accordance with Section 5 of Article II. The Nominating Committee shall report periodically to the Board of Commissioners.

Section 3. Examination Development Committee. The Board of Commissioners shall appoint an Examination Development Committee, which shall consist of up to twelve (12) Certificants, none of whom are current Commissioners. Examination Development Committee members shall be elected to serve three (3) year terms. An individual may serve up to two (2) consecutive three (3) year terms on the Examination Development Committee. The Examination Development Committee shall consider and recommend to the Board of Commissioners the content, format, changes and scoring of the examination to be administered to candidates seeking to become Certificants. The Examination Development Committee shall make such recommendations based on the standards developed by the Board of Commissioners. The Examination Development Committee shall report periodically to the Board of Commissioners.

Section 4. Professional Development Committee. The Board of Commissioners shall appoint a Professional Development Committee, which shall consist of up to twelve (12) Certificants. Professional Development Committee members shall be elected to serve three (3) year terms. An individual may serve up to two (2) consecutive three (3) year terms on the Professional Development Committee. The Professional Development Committee shall consider and recommend to the Board of Commissioners the policies and issues relating to renewal of certification of Certificants, including the areas of needs assessment and continuing education. The Professional Development Committee shall make such recommendations based on the standards developed by the Board of Commissioners. The Professional Development Committee shall report periodically to the Board of Commissioners.

Section 5. Ethics and Grievance Committee. The Board of Commissioners shall elect an Ethics and Grievance Committee, which shall consist of six (6) persons, three (3) of whom are then Commissioners, two (2) of whom are Certificants, and one of whom is not a pharmacist (Public Committee Member). Among other responsibilities that the Board may assign, the Ethics and Grievance Committee shall recommend for approval to the Board of Commissioners procedures for resolution and appeal of complaints or grievances by or against pharmacists that pertain to the Corporation's certification process and ethical questions related thereto. The Ethics and Grievance Committee shall report periodically to the Board of Commissioners.

Section 6. Other Committees. The Board of Commissioners may establish such other standing or special committees as it may deem advisable and the members, terms and authority of such committee shall be as set forth in the resolutions establishing the same.

ARTICLE IV - OFFICERS

Section 1. Designation. The officers of the Corporation shall be a Chair, Immediate Past Chair, Chair-elect, Secretary/Treasurer, and Assistant Secretary/Treasurer. The Executive Director of the Corporation shall hold the position of Assistant Secretary/Treasurer. The Secretary/Treasurer and the Chair-elect shall be elected by the Board of Commissioners; the Chair-elect shall ascend to the office of Chair, and then to the office of Immediate Past Chair. The Board of Commissioners may also elect such other officers as it shall deem necessary. No more than one officer position in the Corporation may be held by the same person at any time. The officers must also be members of the Board of Commissioners, however, the ASCP Board of Directors Liaison Commissioner may not serve as an officer. The elected officers of the Corporation shall serve without compensation in their elected officer positions.

Section 2. Terms of Office. With the exception of the Assistant Secretary/Treasurer, the officers of the Corporation shall hold office for each position for one (1) year and until their successors are elected. If an officer's term as a Commissioner will end prior to the end of his or her term as an officer (including accession from Chair-elect to Chair and then Immediate Past Chair), the officer's term as a Commissioner shall be extended accordingly. Any officer elected by the Board of Commissioners may be removed by the Board whenever the Board deems it to be in the best interest of the Corporation. No elected officer serves consecutive terms in the same office, except that the Secretary/Treasurer may serve up to three (3) consecutive terms in the same office.

Section 3. Chair. The Chair shall be the chief officer and spokesperson of the Corporation. The Chair shall preside at all meetings of the Commissioners and serve as Chair of the Executive Committee. The Chair shall have the power, within the broad scope of policies adopted by the Corporation and/or the Board of Commissioners, to perform, delegate, authorize, empower and approve such action as is necessary to advance the interests of the Corporation. The Chair shall prepare, with the Executive Director, agendas for meetings of the Board of Commissioners.

Section 4. Chair-elect. In the absence of the Chair or in the event of his/her inability or refusal to act, the Chair-elect shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-elect will assume the office of Chair when that office is next vacated. The Chair-elect shall perform such other duties and have such other powers as the Board of Commissioners or the Chair may from time to time prescribe.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall attend all sessions of the Board and act as clerk thereof; he or she shall record or cause to be recorded all the votes of the Corporation and the minutes of all its transactions, and shall perform like duties for all com-

mittees of the Board of Commissioners when required. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Commissioners, and shall perform such other duties as may be prescribed by the Board of Commissioners or Chair. The Secretary/Treasurer shall also have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Secretary/Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and the Board, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Secretary/Treasurer and of the financial condition of the Corporation. The Assistant Secretary/Treasurer shall provide support and assistance in conduct of these responsibilities as needed or requested by the Secretary/Treasurer or Chair.

Section 6. Immediate Past Chair. The Immediate Past Chair shall fulfill such duties as are assigned to him or her by the Board of Commissioners.

Section 7. Assistant Secretary/Treasurer. As Assistant Secretary/Treasurer, the Executive Director shall keep and maintain an accurate record of the meetings of the Board of Commissioners and shall have authority to affix the Corporation's seal to documents and to attest signatures affixed thereto.

Section 8. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by the Board of Commissioners for the unexpired term.

ARTICLE V - EXECUTIVE DIRECTOR

The Board of Commissioners shall select the Executive Director to serve at the pleasure of the Board under terms and conditions established by the Board. The Executive Director shall also serve as the Assistant Secretary/Treasurer. The Executive Director shall give notice of, and attend, all meetings of the Corporation's Board of Commissioners, officers or Certificants; shall provide administrative support to the Board of Commissioners and the Corporation and make a record of their proceedings; shall conduct the administrative affairs of the Corporation's national headquarters office to carry into execution all orders, votes, and resolutions not otherwise committed; shall keep a list of all Certificants; shall bill and collect fees, and deposit same into the Corporation's accounts; shall keep records of the staff, employees and agents of the Corporation, their salaries and terms of employment and supervise their performance; shall obtain office space, fixtures and facilities for the conduct of the Corporation's affairs; shall prepare an Annual Report to the Corporation; shall cooperate with all Corporation officers in the performance of

their duties; and generally shall devote full time and best efforts to forwarding the progress of the Corporation, all or any part of the foregoing being subject to the further direction and control of the Board of Commissioners.

ARTICLE VI – LIABILITY, INDEMNIFICATION, AND CONFLICTS OF INTEREST

Section 1. Right of Indemnification. The Corporation shall indemnify any person who was or is a Commissioner, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent that such right of indemnity is permitted by the laws of the State of Delaware.

Section 2. Insurance. Upon resolution passed by the Board of Commissioners, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's position as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

Section 3. Mergers. For purposes of this Article VI references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Commissioners, officers, employees or agents, so that any person who is or was a Commissioner, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Commissioner, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 4. Conflicts of Interest. No officer, Commissioner or committee member shall vote on any matter in which he or she has a conflict of interest. The Corporation shall adopt a Conflicts of Interest Policy under which officers, Commissioners and committee members are required to disclose any potential conflicts at least annually, and which shall govern the disclosure and handling of any potential conflict of interest.

ARTICLE VII - FINANCES AND RECORDS

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officers or agents of the Corporation as the Board of Commissioners may from time to time designate. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable in the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such officers or agents of the Corporation and in such manner as from time to time determined by the Board of Commissioners.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be from January 1 until December 31.

Section 3. Records. The Corporation shall keep at its principal place of business original or duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of residence of its officers and Commissioners, and from time to time such other or additional records, statements, lists and information as may be required by law or these Bylaws.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1. Additional Areas of Certification. If the Board deems it desirable to develop certification in additional sub-areas or levels of the discipline, the Board, by an affirmative vote of two-thirds (2/3) of voting Commissioners, may instruct the Chair to appoint a committee of outstanding authorities in the area under consideration. The committee shall formulate and recommend to the Board from time to time levels of knowledge to be possessed by applicants for certification in that field or level, and shall determine the eligibility of applicants for such certification.

Section 2. Amendments to the Bylaws. The Bylaws may be amended by a vote of two-thirds (2/3) of all voting Commissioners provided that at least thirty (30) days' written notice of the vote must be given to the Board of Commissioners, including the nature of the amendment to be voted on.

Section 3. Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by facsimile or electronic mail, to his address appearing on the books of the Corporation, or supplied by him/her to the Corporation for the purpose of notice. If the notice is sent by mail, by facsimile or electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted to such person. Such notice shall specify

the place, day and hour of the meeting, and means of remote communication for the meeting, if any.

Section 4. Waiver of Notice. Whenever any written notice is required by statute, or by the Certificate or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of the meeting. Attendance of a person either in person or by proxy at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.