

BYLAWS
OF
NATIONAL ASSOCIATION OF SPECIALTY PHARMACY, INC.

Effective as of September 8, 2017

ARTICLE I
GENERAL

1.1 Name. The name of the corporation is National Association of Specialty Pharmacy, Inc. (the “**Corporation**”).

1.2 Purpose. The Corporation is organized under Chapter 617 of the Florida Statutes (“**Florida Not For Profit Corporation Act**”) and shall be operated for all lawful purposes granted to nonprofit corporations by the laws of Florida, which include, but are not limited to, these purposes:

- To engage in all lawful activities in which corporations exempt from tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “**Code**”) may engage that further the purposes of the Corporation as the Board of Directors determines.
- To collaborate with professional pharmacy associations, accreditation organizations, specialty pharmacy organizations, academia, and researchers to create a unified voice for specialty pharmacy and advance the specialty pharmacy industry;
- To strive toward improving specialty pharmacy outcomes, both clinical and economic;
- To enhance the specialty pharmacy profession by promoting the importance of professional development, certification and continuing education;
- To provide opportunities for the exchange of expertise, experiences and opinions through meetings, communications, education, research, certification and publications for professionals in specialty pharmacy;
- To engage generally in the activities of a nonprofit corporation as defined by statute, rule or regulation, and to own property, to enter into contracts, and to transact any lawful business related to the Corporation’s purpose; and
- To engage in any other activities as authorized or permitted by the Florida Not For Profit Corporation Act.

1.3 Prohibited Activities. Notwithstanding any other provision of these Bylaws or the Corporation’s Articles of Incorporation (the “**Articles**”), the Corporation shall be not organized for profit, with no part of the net earnings inuring to individuals, and shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that is exempt under Section 501(c)(6) of the Code.

ARTICLE II CORPORATE OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located at any place that the Board of Directors determines.

2.2 Registered Agent and Office. The registered agent and office of the Corporation must be located in the State of Florida, at such place as the Board of Directors determines.

2.3 Other Offices. The Corporation may have any number of additional offices at any other places that the Board of Directors determines.

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers. The activities of the Corporation shall be managed under the direction of the Board or under the direction of any committees of the Board as the Board may establish pursuant to these Bylaws. All corporate powers of the Corporation shall be exercised by the Board of Directors. The Board of Directors may delegate to officers of the Corporation and to committees of the Board any powers as allowed by law and provided for in these Bylaws.

3.1.1 Executive Committee. Members of the Executive Committee shall be appointed by the President of the Board of Directors and shall serve a one year term. Members of the Executive Committee shall be a current Board of Director. Successive one year term extensions may be granted under the discretion of the new Board President provided the member remains in good standing and continues to meet the qualifications and expectations of directors.

3.2 Number, Qualification and Election. The Board shall fix the number of directors and may vary that number from time to time, but no reduction in the number of directors shall reduce the term of any serving director and there shall always be at least three directors. There shall be a standing Nominating Committee of the Board to assist in the recruitment, selection, and screening of qualified director candidates. The Executive Committee shall serve as the Nominating Committee. The President- Elect and Directors shall be nominated by the Nominating Committee and elected by the Board of Directors. In addition, the Specialty Pharmacy Certification Board (the "Certification Board") is entitled to appoint one voting director to the NASP Board.

The Board of Directors will be polled annually for nominations (including self-nominations). The poll shall include a statement of qualifications for Director positions and expectations of Board members. Each person nominated shall be required to submit a biographical sketch, a statement indicating that he or she meets the qualifications to serve on the Board, will meet the expectations, and will serve if elected.

The Nominations Committee (if any) will review each nominee's qualifications and approve by majority vote a list of nominees, which the Committee will then transmit to the Executive Committee. The Executive Committee will review each nominee's qualifications and approve a final list of nominees to be transmitted to the Board of Directors for election by electronic ballot. The nominations process will be concluded before the Annual Meeting.

In considering nominations and electing directors, the Board of Directors will utilize the summary breakdown as a guide to have the following numbers of directors from the specialty pharmacy industry:

Independent Regional Specialty Pharmacy-3

Independent National Specialty Pharmacy-2

Grocery Chain Specialty Pharmacy-2

Retail Chain Specialty Pharmacy-1

Distributor-Owned Specialty Pharmacy-1

Integrated Health System Specialty Pharmacy-2

Health Plan/PBM Owned Specialty Pharmacy-1

Health Plan/PBM-2

Physician Dispensing Specialty Pharmacy-1

Specialty Pharmacy Innovator Organization-1

Employer Coalition-1

Group Purchasing Organization-1

Manufacturer (Scale)-1

Manufacturer (Biosimilar)-1

Manufacturer (Orphan)-1

Specialty Pharmacy Certification Board-1

Industry Consultant – 2

Accreditation Organization - 1

3.3 Terms of Directors. Each director shall hold office for a term of three years, unless re-elected to succeeding terms. Directors in good standing who meet the qualifications and expectations of directors as defined in writing by the Board of Directors may be elected for an additional one-year term. **Directors elected to a successive one-year term may, if they remain in good standing and continue to meet the qualifications and expectations of directors, be**

elected to additional one-year terms. There shall be staggered terms of office for directors, so that one-third of the directors shall be elected each year (or, if the number of directors does not evenly divide by thirds, the directors shall be divided as close to thirds as possible). Each director shall hold office until a successor has been appointed and qualified. Directors must be natural persons who are 18 years of age or older.

3.4 Removal and Resignation. The Board may remove any director by a two-thirds vote at any time, with or without cause. Any director may resign by a written resignation presented to the Board.

3.5 Vacancies. Any vacancy occurring on the Board may be filled by a majority of the remaining directors regardless of whether such directors constitute a quorum, except that a vacancy in the director position appointed by the Certification Board shall be filled by the Certification Board. A director elected to fill a vacancy shall serve for the unexpired term of the predecessor. Elections shall occur throughout the year.

3.6 Compensation. Directors are not compensated for their services as directors, but may be reimbursed for reasonable expenses pursuant to Board policy.

3.7 Regular Meetings. Regular meetings of the Board may be held at any time and place as determined by the Board and with notice to all directors.

3.8 Special Meetings. Special meetings of the Board may be called by the President or by a majority of the directors.

3.9 Notice of Meetings. Regular meetings of the Board may be held upon reasonable written notice to all directors. Attendance by a director at, or his or her participation in, a meeting shall constitute a waiver of notice of such meeting unless the director attends only to object to notice.

3.10 Quorum. A simple majority of directors shall constitute a quorum for taking Board action at any meeting of the Board.

3.11 Action. If a quorum is present, the action of a majority of the directors present shall be the action of the Board.

3.12 Telephonic Meetings. Directors may attend and participate in any regular or special meeting of the Board or a committee of the Board by telephone or other electronic means by which each director can hear all other directors.

3.13 Action by Directors without a Meeting. Action may be taken by the directors without a meeting if by unanimous written consent, which consents shall be filed with the minutes of the proceedings of the Board.

3.14 Ethical Standards.

a. Conflicts of interest. No Board member/Officer/Chief Staff Officer or Certification Board member shall allow financial interests or business or other activity, to substantially affect his/her duties as a Board member.

b. Acceptance of Gifts. No Board member/Officer/Chief Staff Officer or Certification Board member shall accept gifts, or other items having more than nominal value, from any donor engaged in a business relationship with the Association, or from any employee.

c. Acceptance of Impropriety. No Board member/Officer/Chief Staff Officer or certification Board member shall, by his/her conduct, give reasonable basis for the impression that he/she is engaged in acts that constitute a breach of trust or violates the Code of Ethics.

3.15 Code of Ethics. NASP exhorts its members to:

a. act only in a lawful manner

b. not make untruthful or misleading statements

c. not engage in wrongdoing

d. strictly adhere to all organizational policies and guidelines including but not limited to the anti-trust guidelines, confidentiality and apparent authority policies.

e. protect the public's welfare through the maintenance of high standards.

ARTICLE IV OFFICERS

4.1 Positions. The elected officers of the Corporation shall be the President, President-Elect, Immediate Past President, and Secretary/Treasurer. The term of any director elected to an officer position shall be extended to coincide with his or her term as an officer. The Corporation shall also have a Chief Staff Officer.

4.2 President-Elect, President and Immediate Past President. The President shall first be elected from among the members of the Board of Directors by the Board as President-Elect, and the year after that election shall serve as President with the third year of service as Immediate Past President. The President shall preside at meetings of the Board and the membership and shall appoint, with the approval of the Board of Directors, all committees. The President shall perform such other duties as may be assigned by the Board of Directors. No individual shall serve as President-Elect immediately following a term as President or Immediate Past President. In the event of a vacancy in the office of President, the President-Elect shall accede to the office of President. A vacancy in the office of President-Elect may be filled by the Board of Directors, effective only until the next regular election at which time the Board of Directors shall elect a President-Elect for a new term. A vacancy in the office of Immediate Past President may be filled

for the remainder of the term by the Board of Directors from among the three most recently serving Immediate Past Presidents.

4.3 Secretary/Treasurer. The Secretary/Treasurer shall keep as permanent records minutes of all meetings of the Board of Directors and membership, as well as records of all actions taken by the directors without a meeting, and records of all actions taken by the officers or a committee of the Board on behalf of the Board. The Secretary/Treasurer shall give all required notices and shall have responsibility for the corporate books and records. The Secretary/Treasurer shall also manage, under the direction and oversight of the Board of Directors, the finances, budget, financial reporting, and annual financial audit of the Corporation.

4.4 Chief Staff Officer. The Chief Staff Officer shall be the principal executive officer of the Corporation and, subject to the direction of the Board, shall supervise the management of the Corporation. The Chief Staff Officer shall serve under a contract with such terms as the Board deems reasonable and in the best interests of the Corporation. The Chief Staff Officer shall be an *ex officio* non-voting member of the Board of Directors.

4.5 Compensation. Officers other than the Chief Staff Officer are not compensated for their services as officers, but may be reimbursed for reasonable expenses pursuant to Board policy.

4.6 Removal. Any officer may be removed by the Board with or without cause subject to any contract rights of the officer.

4.7 Resignation. An officer may resign at any time by communicating the resignation to the Board of Directors in writing.

ARTICLE V CONTRACTS, LOANS AND DEPOSITS

5.1 Contracts. The Board may authorize any officer or agent to enter into contracts on behalf of the Corporation.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

5.3 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by an officer or an agent of the Corporation as determined by the Board.

5.4 Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in insured bank or investment accounts as approved by the Board.

5.5 Audits. On an annual basis, the accounts of the Corporation shall be audited by a reputable certified public accountant, whose report shall be submitted to each member of the Board, and kept on file at the offices of the Corporation.

**ARTICLE VI
INDEMNIFICATION; LIMITATION OF LIABILITY**

6.1 Indemnification. The Corporation shall indemnify each director, officer and employee to the maximum extent permitted by the Florida law, against any liabilities, amounts paid in settlement, expenses incurred in the defense of a claim or action, and other amounts, for which indemnity is proper under the Florida Not For Profit Corporation Act. The Corporation may, upon a resolution of the Board of Directors, likewise indemnify members or other agents of the Corporation for which indemnity is proper under the Florida Not For Profit Corporation Act.

6.2 Limitation of Director or Officer Personal Liability. No director or officer of the Corporation shall have personal liability arising out of an action undertaken in good faith on behalf of the Corporation for monetary damages or for breach of any duty as a director or officer; provided, however, that this shall not limit or eliminate the personal liability of a director or officer with respect to: (a) acts or omissions that the director or officer knew or believed were clearly in conflict with the best interest of the Corporation, or (b) any transaction from which the director or officer derived an improper personal benefit.

**ARTICLE VII
MEMBERS**

7.1 Membership. The Corporation may have members as determined by the Board. If there are members, then any person, corporation or other entity that: (a) is interested in the objectives and purposes of the Corporation; (b) submits an application for membership, which is approved by the Board or any officer appointed by the Board to approve membership applications; (c) pays the required membership fee; and (d) agrees to be bound by the Articles, these Bylaws and by any rules and regulations adopted by the Board is eligible for membership (a “**Member**”).

7.2 Rights and Obligations of Members. The rights and obligations of a Member shall cease upon the termination of that Member’s membership in the Corporation. All Members shall have the right to participate in the Corporation only in accordance with the directives and limitations of the Board of Directors. No Member shall be entitled to (a) vote on any matter related to the Corporation, (b) receive any portion of the net earnings of the Corporation, or (b) share in any distribution of the corporate assets upon the dissolution of the Corporation.

7.3 Resignation. Any Member may resign from membership in the Corporation by providing a written notice of resignation.

7.4 Expulsion. Any Member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the Member and deliberation by the Board. Any Member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board’s decision.

7.5 Membership Meetings.

(a) Annual Meeting. The annual meeting of the Members, if any, may be held at the time and location specified by the Board.

(b) Special Meetings. Special meetings of the Members for any purpose may be called by the President or the Chief Staff Officer.

(c) Place of Meeting. Any meeting of the Members may be held at any place designated by the Board of Directors.

(d) Notice of Meeting. A written notice stating the place, date and time of a meeting of the Members shall be provided at least ten days before the date of the meeting.

(e) Member Voting. No Member shall be entitled to vote.

ARTICLE VIII SPECIALTY PHARMACY CERTIFICATION BOARD

8.1 Name. The Corporation maintains a separate division, the Specialty Pharmacy Certification Board (“the Certification Board”).

8.2 Location. The principal office of the Certification Board is located at the principal office of the Corporation.

8.3 Purposes. The purpose of the Certification Board is the development and operation of one or more certification programs for individuals who are specialty pharmacy professionals.

8.4 Structure. The Certification Board is an unincorporated division within the Corporation, and is subject to governance by the Corporation’s Board of Directors; the Corporation’s Board of Directors, however, has permanently delegated to the Certification Board sole and exclusive authority with respect to the Certification Board’s “Certification Policies and Procedures” as defined in these Bylaws.

8.4.1 NASP Board of Directors. The Specialty Pharmacy Certification Board (the “Certification Board”) is entitled to appoint one voting director to the NASP Board.

8.5 Certification Policies and Procedures. The Certification Board has autonomous and independent authority in all “Certification Policies and Procedures” which address:

- (a) Eligibility requirements for certification and recertification and for application processing;
- (b) Examination content, development and administration;
- (c) Examination cut score(s);
- (d) Grievance and disciplinary processes;
- (e) Certification-related committees, meeting rules, agendas, and frequency of meetings;
- (f) Certification-related committee appointments and work assignments;
- (g) Publications about certification and recertification;
- (h) Setting of fees for application, certification, recertification, and related services that are part of certification and recertification;

- (i) Funding, spending, and budgeting, subject to the provisions of these Bylaws and approval by the Corporation's Board of Directors;
- (j) Ability to enter into contracts and grant arrangements for certification and recertification activities; and
- (k) Ability to approve the selection of, evaluation of, and dismissal of the Corporation's staff executive assigned to assist the Certification Board and with the approval of the Corporation's Board of Directors.

8.6 Certification Board Members. The Certification Board has a governing body consisting of fifteen (15) "Certification Board Members":

- (a) Nine (9) Specialty Pharmacists and related Specialty Pharmacy Professional Members who are Subject Matter Experts representing each Specialty Pharmacy credential offered by the Certification Board ("Certified Members"). Specialty Pharmacy providers shall be representative of practice settings including but not limited to Retail, Hospital, Mail Order, PBM, Infusion Center, Pharmacy Associations, or other specialty pharmacy practice as deemed acceptable by the Certification Board.
- (b) One (1) individual appointed by the NASP Board of Directors who is not an officer of the Corporation.
- (c) One (1) Physician Certification Board Member defined as a Physician Medical Director.
- (d) One (1) Public Certification Board Member defined as a public representative with no stakeholder or related stakeholder interests to any specialty pharmacy or healthcare organization.
- (e) One (1) Corporate Certification Board Member defined as an employee of a manufacturer of specialty pharmaceuticals.
- (f) One (1) Education Certification Board Member defined as an employee of an academic, educational, or pharmaceutical research oriented institution.
- (g) One (1) Nurse Certification Board Member defined as a currently practicing Registered Nurse.

8.7 Additional Requirements for Certification Board Members.

- (a) Once the initial Certified Specialty Pharmacist Program has been launched and a sufficient number of individuals have been certified at least one (1) Board Member will hold the Certified Specialty Pharmacist designation. As initial terms expire and a sufficient number of certified individuals are available, Certified Member positions will be filled with Certified Specialty Pharmacists.
- (b) As additional credentials are developed and offered by the Certification Board, those credentials will be represented within the nine (9) Certified Board Member positions. At least five (5) of the nine (9) Certified Board Member positions will be filled by Certified Specialty Pharmacists. If the number of credentials offered by the Certification Board

exceeds five (5) a rotating system will be established in the policies and procedures of the Certification Board to ensure all credentials are represented on a rotating basis.

- (c) By 2018 all Certified Board Member positions will be held by individuals certified by the SPCB.
- (d) No Public, Nurse, Physician, Corporate, or Educational Certification Board Member shall practice as a certified specialty pharmacist, or be employed by a specialty pharmacy as his or her primary means of employment.
- (e) No Certification Board Member shall have any familial or supervisory relationship with any other Certification Board Member.

8.8 Election and Term of Office.

- (a) All Certification Board Members shall be nominated by the Certification Board Nominating Committee and elected by the Certification Board itself, except the one Certification Board Member appointed by the NASP Board of Directors. In addition, the NASP Board of Directors may nominate other individuals for the Certification Board; these nominees, if any, shall be given due consideration for election by the Certification Board.
- (b) The terms of office of the Certification Board Members shall be staggered so that one-third of the Certification Board is elected each year. The term for a Certification Board Member shall be three years. Certification Board Members may serve no more than two consecutive full terms. Despite the expiration of any Certification Board Member's term, the Certification Board Member shall continue to serve until a successor has been elected.

8.9 Meetings and Action of the Certification Board. The Certification Board meets at least annually at whatever time and place it selects. Meetings may be held electronically if each Certification Board Member can hear the others. A majority of Certification Board Members forms a quorum and a majority of votes is required to carry a matter where a quorum is present, unless otherwise provided by these Bylaws or the Florida Not For Profit Corporation Act. Proxy voting is not permitted. Voting by U.S. Mail, overnight delivery, or electronic transmission is permitted where all Certification Board Members vote unanimously in favor of a matter.

8.10 Removal and Vacancies. Any Certification Board Member may be removed by a two-thirds vote of the Certification Board, except the Board Member appointed by NASP. If a vacancy occurs on the Certification Board for any reason, the position is filled for the unexpired portion of the term in the same manner as specified for initial selection.

8.11 Compensation. Certification Board Members are not compensated for their services as Certification Board Members, but may be compensated at reasonable, fair-market, arms-length rates for specialty services performed where a Certification Board Member has specialty expertise; and all Certification Board Members may be reimbursed for reasonable expenses pursuant to Board policy.

8.12 Officers. The elected officers of the Certification Board are a President, a President-Elect, an Immediate Past President, and a Secretary-Treasurer. An individual may not hold more than one elected office at the same time.

8.13 Election and Term of Office. The President-Elect and Secretary-Treasurer are elected by the Certification Board from among the Certification Board Members each year at the annual meeting; each serves for a term of one year, with a maximum of two terms; the President-Elect automatically succeeds to the office of President when the President position is vacated.

8.14 Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Certification Board. In addition, the President chairs meetings of the Certification Board, the President-Elect assists when requested by the President and chairs the Certification Board Nominating Committee, and the Secretary-Treasurer is the administrative and financial officer of the Certification Board responsible for overseeing maintenance of the governance and financial records of the Certification Board.

8.15 Removal and Vacancies. An elected officer may be removed for any reason by a two-thirds vote of the Certification Board. If a vacancy occurs among the elected officers for any reason, the position is filled for the unexpired portion of the term by the Certification Board.

8.16 Compensation. Officers of the Certification Board are not compensated for their services as officers, but may be reimbursed for reasonable expenses pursuant to NASP Board policy.

8.17 Committees. The Certification Board appoints whatever committees it deems necessary. In addition, a Certification Board Nominating Committee, chaired by the President-Elect of the Certification Board, makes nominations for Certification Board Member nominees.

8.18 Rules. The Certification Board may establish rules that are consistent with these Bylaws for the Certification Policies and Procedures of the Certification Board.

8.19 Financials. The Certification Board shall not maintain reserves in excess of one year's estimated budget, based on an average of the past three years' budgets, and instead shall maintain certification fees and other charges at reasonable levels and reinvest any other reserves in professional certification programs benefiting specialty pharmacy. The Certification Board must annually report to the Board of Directors of the Corporation on the Certification Board's financial condition.

ARTICLE IX GENERAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or any other period fixed by the Board.

9.2 Amendments. These Bylaws may be amended at any time by a majority vote of the Board of Directors.

9.3 Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation shall be devoted to or expended for any purpose not in furtherance of the purposes stated in these Bylaws or the Corporation's Articles of Incorporation, but all the Corporation's funds and properties shall at all times be used exclusively for those corporate purposes.

9.4 Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more entities organized and operating under Section 501(c)(6) of the Code and advancing specialty pharmacy as determined by the Board of Directors.

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