



**BYLAWS OF
ACCREDITATION COUNCIL FOR PHARMACY EDUCATION (ACPE)**

ARTICLE I. PURPOSE AND ACTIVITIES

Section 1. Governing Documents and Activities

ACPE is a national agency for accreditation of professional degree programs in pharmacy and providers of continuing pharmacy education. ACPE offers evaluation and certification of professional degree programs in pharmacy outside the United States.

ACPE operates under its Articles of Incorporation, these Bylaws and published Policies and Procedures. ACPE is recognized by the U.S. Department of Education (USDE) for the accreditation and preaccreditation, within the United States, of professional degree programs in pharmacy leading to the degree of Doctor of Pharmacy, including those programs offered via distance education. All programs seeking accreditation or certification from ACPE (including but not limited to professional degree programs in pharmacy leading to the degree of Doctor of Pharmacy, continuing pharmacy education providers, international pharmacy programs, jointly accredited programs, and pharmacy technician programs) voluntarily seek accreditation or certification from ACPE. With respect to activities within the scope of its USDE recognition, ACPE must comply with the applicable provisions of the federal Higher Education Act and the regulations promulgated thereunder by USDE. ACPE's Continuing Pharmacy Education Provider Accreditation, International Services programs, Joint Accreditation, and Pharmacy Technician Education and Training Accreditation are not within the scope of ACPE's USDE recognition.

Section 2. Charitable and Educational Organization

ACPE's activities are undertaken for the purpose of the protection of the public health and welfare and it is recognized by the Internal Revenue Service as a Section 501(c)(3) charitable and educational organization exempt from federal income taxes. ACPE is subject to the restrictions applicable to Section 501(c)(3) organizations as set forth in the Internal Revenue Code of 1986, as amended, and the regulations adopted thereunder.

ARTICLE II. OFFICES

ACPE shall maintain in the State of Illinois a registered office and a registered agent and may have other offices within or without the state.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers.

The business, property and affairs of the organization shall be managed by its Board of Directors.

Section 2. Number, Qualification, and Appointment

- (a) Number. The number of directors shall be ten (10), or such other number as the Board of Directors may from time to time establish by amendment to these bylaws.
- (b) Qualifications.
1. Each director should have a record of exemplary professional practice and/or leadership experience and meet the relevant specific criteria outlined below in paragraph (c).
 2. The Board of Directors, as a whole, shall include a diverse range of perspectives and experiences. Such diversity shall include:
 - (i) Experience and training in a variety of pharmacy disciplines (e.g., community, health-system, ambulatory care, long-term care, managed care, pharmacy practice, pharmaceutical sciences, pharmacy administration, regulatory affairs);
 - (ii) Varied academic experience (e.g., faculty, administration, assessment, experiential education, interprofessional education, academic affairs); and
 - (iii) Cultural and individual diversity (e.g., age, disability, ethnicity, gender, gender identity, language, national origin, race, religion, culture, sexual orientation, socioeconomic status).
 3. No person shall be appointed to serve on the Board of Directors, or any of its commissions, who is an officer or director with any national or international organization affiliated with the profession of pharmacy including but not limited to the American Association of Colleges of Pharmacy (“AACP”), the American Pharmacists Association (“APhA”), and the National Association of Boards of Pharmacy (“NABP”).
 4. Each director shall be required to complete an orientation period and training as set forth in policy and to comply with ACPE’s conflict of interest policies.
- (c) Appointment. Each year, prior to the identification of appointees to the Board of Directors, the Executive Director shall consult with each of AACP, NABP, APhA, and, in applicable years, the American Council on Education (“ACE”) regarding the desired qualifications of appointees, consistent with paragraph (b) above. The Board of Directors shall be appointed as follows:
1. APhA shall appoint three (3) directors, who, in addition to meeting the criteria outlined in (b) above, should:

- be a licensed, registered pharmacist for a minimum of 10 years;
 - preferably have prior experience serving as a preceptor for pharmacy students; and
 - have a working knowledge of the broad array of pharmacy practice settings and contemporary issues.
2. NABP shall appoint three (3) directors who, in addition to meeting the criteria outlined in (b) above, should:
- have a minimum of 10 years of experience in pharmacy practice or education; and
 - be or have recent experience as a member of a state board of pharmacy or as a member of the executive leadership team of a state board of pharmacy.
3. AACP shall appoint three (3) directors who, in addition to meeting the criteria outlined in (b) above, should:
- have a minimum of 10 years of experience as a member of the faculty or administration of an ACPE college or school of pharmacy with accredited program; and
 - be in a full-time academic position.
4. ACE shall appoint one (1) director, who serves as a representative of the public on the Board of Directors and, as such, must not be:
- An employee, student, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited or preaccredited by ACPE or has applied for accreditation or preaccreditation;
 - A member of any trade association or membership organization related to, affiliated with, or associated with ACPE; or
 - A spouse, parent, child, or sibling of an individual identified in the previous two bullets.

Section 3. Term.

Each director shall hold office for a term of three (3) years and until their successor has been duly appointed and qualified or until their earlier death, resignation, or removal. The terms of the directors may be staggered. Directors may serve up to three (3) consecutive terms, disregarding any partial terms. Notwithstanding the preceding sentence, any director in office on the date these bylaws became effective shall be eligible to be appointed to no fewer than one (1) additional term.

Section 4. Meetings

- (a) Regular Meetings. The Board of Directors shall meet as often as determined necessary to conduct the business of the organization, but no less than twice annually. The dates, locations,

development of the agendas shall be determined through policy adopted from time to time by the Board of Directors.

- (b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors. Written requests for a special meeting shall be submitted to the President or Executive Director. The date, time, and location of a special meeting shall be determined by the President or, if the meeting is not being called by the President, by the Executive Director.

Section 5. Electronic Meetings

Directors may attend and act at any meeting of the Board of Directors through the use of secure, private electronic communication equipment by means of which all persons participating in the meeting can communicate with each other.

Section 6. Notice

- (a) Requirement. Notice of each regular meeting shall be given by the Executive Director or their designee to each director at the address as shown on the records of the organization not less than ten (10) nor more than sixty (60) days prior to the date fixed for such meeting. Notice of any special meeting of the Board of Directors shall be given by the Executive Director not less than five (5) nor more than thirty (30) days prior thereto by written notice to each director at the address as shown on the records of the organization, unless otherwise provided in these bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered on the date sent.
- (b) Waiver. Whenever any notice is required to be given by the bylaws, the Articles of Incorporation or otherwise required by law, 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. The attendance of a director at any regular or special meeting shall constitute a waiver of notice of such meeting, except where a director advises the presiding officer prior to the commencement of the meeting that they are attending the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Action by Unanimous Consent

If and when the directors shall unanimously consent in writing to any action taken or to be taken by the organization, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 8. Quorum, Voting

- (a) Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- (b) Voting. The act of a majority of the directors eligible to vote who are present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater affirmative vote is required by law or by these bylaws.

Section 9. Confidentiality

Directors, staff, consultants, and volunteers must respect the confidential nature of ACPE activities and adhere to confidentiality and communication protocols established in policy from time to time by the Board of Directors.

Section 10. Executive Session

The Board of Directors may meet in executive session for the purpose of discussing matters related to personnel, pending or current litigation, and to protect attorney-client privilege.

Section 11. Vacancies

Any vacancy on the Board of Directors shall be filled by the organization that appointed the director who vacated the position. In the event that a vacancy shall continue in excess of six (6) months, the President, with input and approval of the Board of Directors, may fill such vacancy consistent with the qualifications set forth above. A director appointed to fill a vacancy shall serve for the unexpired term of their predecessor and may be reappointed subject to the term limits set forth in Section 3 above.

Section 12. Removal of Directors

Any director may be removed by the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors whenever in the judgment of the Board of Directors the best interests of the organization would be served thereby. Removal may be considered at any regular or special meeting of the Board of Directors provided that at least twenty (20) days written notice is given to the Board of Directors (including the director proposed to be removed) summarizing the reason or reasons for consideration of such removal.

Section 13. Compensation

Directors shall not receive any compensation for their services, but any reasonable expenses incurred by the directors in the official conduct of ACPE business shall be paid by ACPE pursuant to the organization's policies.

Section 14. Robert's Rules

All meetings of the Board of Directors and its committees shall proceed in accordance with *Robert's Rules of Order* except where contrary to applicable law, these bylaws, or policies adopted from time to time by the Board of Directors.

ARTICLE IV. COMMITTEES

Section 1. Establishment of Committees

The standing committees of ACPE shall be the Executive Committee and the Nominating Committee. The Board of Directors may establish one or more additional committees comprised of two or more directors, for such purposes and for such duration as the Board of Directors shall determine, and each such committee shall be administered under the direction of such person or persons as the Board of Directors shall select. Except with respect to the Executive Committee, all committee members shall serve at the pleasure of the Board of Directors.

Section 2. Power of Committees

Each committee shall have such powers and authority, subject to applicable law, as the Board of Directors shall deem proper. Such powers shall be set forth in a committee charter approved by the Board of Directors. In addition to the duties and responsibilities set forth in these bylaws, each committee shall have such additional duties as may be set forth in its charter or as may be specifically delegated to it by resolution of the Board of Directors; provided, however, that any committee of which the majority of members are not directors shall be advisory in nature.

Section 3. Executive Committee

- (a) Duties. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the organization, except where prohibited by law and provided that all decisions establishing new ACPE Policies and Procedures, involving accreditation actions, actions requiring action of the Board of Directors under these bylaws and other decisions, which may set precedent in respect to the organization, shall be reserved to the Board of Directors. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.
- (b) Composition. The President, Vice President, and Treasurer of the organization shall constitute the Executive Committee. The President shall preside over meetings of the Executive Committee.
- (c) Meetings. The Executive Committee shall meet as determined by the President.

Section 4. Nominating Committee

- (a) Duties. Each year, the Nominating Committee shall advise the Board of Directors as to officer positions available for the following year and solicit volunteers interested in serving in an officer position. The Nominating Committee will present to the Board of Directors each volunteering director as a candidate for election to the desired office.
- (b) Composition. The Nominating Committee shall be comprised of two (2) Directors, neither of whom is a current officer of the Board of Directors. Members of the Nominating Committee may run for election to an officer position.
- (c) Meetings. The Nominating Committee shall meet at least two (2) times per year and more frequently as necessary.

Section 5. Limitations

Consistent with applicable law, no committee may:

- (a) Adopt a plan for the distribution of the assets of the organization, or for dissolution;
- (b) Fill vacancies on the Board of Directors or on any of its committees;
- (c) Elect or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (d) Adopt, amend, or repeal the bylaws or the Articles of Incorporation;
- (e) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the organization; or
- (f) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Only current directors are eligible to serve as President, Vice President, or Treasurer of the Board of Directors.

The Executive Director will serve as the *ex officio* Secretary (without the right to vote) and shall be authorized under the direction of the President or Board of Directors to sign relevant documents and bind ACPE to contractual terms and conditions.

Section 2. Election and Terms of Office

- (a) Each officer shall be elected by a plurality vote at the first meeting of the Board of Directors in the calendar year and shall serve for a period of one (1) year or until their successor is elected and takes office, whichever shall later occur. The term shall start the first day following the close of the meeting where the election occurred and continue until the last day of the following year's first meeting.
- (b) Any director may be a candidate for election to any office.
- (c) If more than one candidate runs for any office, such election shall be conducted by confidential ballot.
- (d) Any vacancy in an officer position shall be filled by a plurality vote of the remaining members of the Board of Directors at any regular or special meeting.
- (e) If the election of officers is not held at the first meeting of the calendar year, such election shall be held as soon thereafter as conveniently possible.

Section 3. Removal of Officers

Any officer may be removed by the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors whenever in the judgment of the Board of Directors the best interests of the organization would be served thereby. Removal may be considered at any regular or special meeting of the Board of Directors provided that at least twenty (20) days written notice is given to the Board of Directors (including the officer proposed to be removed if such officer is a director) summarizing the reason or reasons for consideration of such removal.

Section 4. President

The President shall be the principal elected officer of the organization and, subject to the direction of the Board of Directors, oversees the business and affairs of ACPE. The President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors except in those instances when the President shall be recused by reason of conflict of interest or vacates the position for purposes of discussing any matter before the Board of Directors. Except where the authority to execute is expressly delegated to another officer or agent of the organization or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the President may execute for the organization any contracts, deeds, mortgages, bonds, or other instruments individually or with the Treasurer or Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 5. Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be

subject to all the restrictions upon the President. The Vice President shall also perform any other duties and responsibilities assigned by the Board of Directors.

Section 6. Treasurer

The Treasurer shall be responsible for the oversight of the financial books of account, funds, and securities of the organization. The Treasurer shall submit, at least annually, to the Board of Directors a detailed financial report, and shall perform other duties assigned to them by the Board of Directors. The Treasurer may, under applicable policies, delegate authority for the collection and disbursement of funds to the Executive Director but cannot delegate financial oversight.

Section 7. Secretary

The Secretary shall be responsible for keeping minutes of the meetings of the Board of Directors, ensuring that all notices are duly given in accordance with applicable law, these bylaws, and other governing documents. The Secretary shall be the custodian of corporate records, shall have the authority to certify such records as true and correct copies, and, in general, shall perform all duties customarily incident to the office of the Secretary and such other duties as may be assigned from time to time by the Board of Directors.

ARTICLE VI. PUBLIC INTEREST PANEL

The Board of Directors shall appoint a Public Interest Panel comprised of not less than two (2) representatives of the public to act in an advisory capacity to the Board of Directors, as requested by the Board of Directors. Appointments to the Public Interest Panel shall be for one non-renewable five-year term. Individuals appointed to the Public Interest Panel must not be:

- An employee, student, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited or preaccredited by ACPE or has applied for accreditation or preaccreditation;
- A member of any trade association or membership organization related to, affiliated with, or associated with ACPE; or
- A spouse, parent, child, or sibling of an individual identified in the bullets above.

Prior to taking office as a member of the Public Interest Panel, each appointee shall execute an attestation confirming that he or she meets all of the above requirements and restrictions.

ARTICLE VII. NON-DISCRIMINATION POLICY

All ACPE activities shall be conducted in a non-discriminatory manner and in accordance with applicable federal, state, and local laws.

ARTICLE VIII. BONDS

At ACPE's expense, the Board of Directors may require any director, officer, staff or consultant, agent or employee of ACPE to give to ACPE for the faithful discharge of their duties, a bond, in such amount, in such conditions, and with such surety or sureties, as may be required by the Board of Directors.

ARTICLE IX. INDEMNIFICATION

Section 1. Action by other than the organization.

ACPE shall, to the extent not prohibited by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the organization) by reason of the fact that such person is or was a director, officer, employee, or agent of ACPE, or is or was serving at the request of the organization as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action by Organization

ACPE shall, to the extent not prohibited by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the organization; provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that the court shall deem proper.

Section 3. Expenses

To the extent that a director, officer, employee, or agent of ACPE has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article IX, or in defense of any claim, issue or matter therein, they shall, to the extent allowed by law, be indemnified

against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith, if that person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the organization.

Section 4. Prerequisites

Any indemnification under Article IX (unless ordered by a court) shall be made by ACPE only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee, or agent is proper in the circumstances because the director, officer, employee, or agent has met the applicable standard of conduct set forth in this Article IX. Such determination shall be made (i) by the Board of Directors by a majority vote of directors who were not parties to such action, suit, or proceeding, even though less than a quorum; or (ii) if there are not such directors or the directors so direct, by independent legal counsel in a written opinion.

Section 5. Advances by ACPE

Expenses (including attorneys' fees) incurred by a director, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that the director, officer, employee, or agent is entitled to be indemnified by the organization as authorized by this Article.

Section 6. Indemnification Not Exclusive

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or who is or was serving at the request of the organization as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the organization would have the power to indemnify such person against such liability under the provisions of this Article IX.

Section 8. No Payments Resulting in Taxes

Notwithstanding the foregoing, no indemnification or other payment shall be made under this Article IX that would give rise to a tax under Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE X. CONTRACTS AND FINANCIAL MATTERS

Section 1. Budget

The Board of Directors shall approve a budget annually at the first Board of Directors meeting in the calendar year. The Treasurer shall prepare a proposed budget for consideration by the Board of Directors.

Section 2. Financial Report

Consistent with its fiduciary duties, the Board of Directors shall regularly review the financial aspects of ACPE, including revenue, expenses and investment activities.

Section 3. Contracts

The Board of Directors may authorize any officer or officers, the Executive Director or the Executive Director's designee, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances.

Section 4. Deposit

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as may be selected by the Treasurer in conjunction with the Executive Director and in such manner as shall from time to time be determined by the Board of Directors.

Section 5. Checks, Drafts, etc.

All checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by the Treasurer, the Executive Director or a designee and in such manner as shall from time to time be directed by the Board of Directors.

Section 6. Gifts

The Board of Directors may accept or reject on behalf of ACPE any contribution, gift, bequest, or devise; provided however, no gift may be accepted that is not given on an unrestricted basis for a permissible general or special purpose of ACPE.

ARTICLE XI. AMENDMENTS

Section 1. Power to Amend

The Board of Directors shall have the authority to amend or repeal the bylaws or adopt new bylaws. Such action may be taken at any duly noticed Board of Directors meeting or by unanimous written consent.

Section 2. Required Vote

Any amendment to these bylaws shall require a two-thirds (2/3) affirmative vote of the total number of directors if adopted at a meeting, or unanimous written consent, and will become effective immediately upon adoption unless otherwise directed by the Board of Directors.

Adopted by the Board of Directors on June 16, 2021.