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INTRODUCTION
The purpose of these bylaws is to provide a compilation of operating procedures of the Board of Directors, which has evolved over the years. It by no means includes all working rules but addresses the major responsibilities of the Board and functioning guidelines. As procedures are evaluated and altered, so shall the bylaws be altered. The guidelines listed in this book shall be used in conjunction with and support of the official Alumni Association handbooks printed herein.

MISSION STATEMENT
The St. Louis College of Pharmacy Alumni Association was founded in 1875 and is dedicated to assisting the St. Louis College of Pharmacy in its mission by:

- Exhibiting a compassion for and a commitment to meeting the needs of alumni and students
- Promoting the interest and involvement of alumni with the College
- Advancing the cause of education in a dynamic profession.

To accomplish this mission, the Alumni Association has adopted the following goals:

**Goal 1**: Develop specific programs and events to increase alumni participation.

**Goal 2**: Increase Alumni Association visibility among STLCOP students.

STATEMENT OF PURPOSE
St. Louis College of Pharmacy Alumni Association engages current and future alumni to create strong networks that foster a sense of pride and community, establish lifelong connections, and advance the needs of the College.
BY-LAWS OF ALUMNI ASSOCIATION OF THE
ST. LOUIS COLLEGE OF PHARMACY, INCORPORATED

PREAMBLE

This corporation is organized as a non-profit corporation and not for the pecuniary profit of its officers, directors or members; it may not issue stock, declare or distribute dividends, and no part of its net income shall benefit any officer, director or member. Any balance of funds remaining after full payment of corporation obligations of any and all kinds shall be devoted to the educational and charitable purposes for which it is organized.

The St. Louis College of Pharmacy Alumni Association is dedicated to assisting St. Louis College of Pharmacy in its mission by:

1. Exhibiting a compassion for and a commitment to meeting the needs of alumni and students;
2. Promoting the interest and involvement of alumni with the College; and
3. Advancing the cause of education in a dynamic profession.

ARTICLE I - MEMBERSHIP

Sec. 1. Active membership in the Association shall consist of all graduates of St. Louis College of Pharmacy.

Sec. 2. Honorary membership may be conferred on any person or persons by a majority vote of a quorum of the Board of Directors. They may participate in and enjoy all the privileges and prerogatives of active membership except that of the ballot and of holding office.

ARTICLE II - OFFICERS AND DIRECTORS

Sec. 1. Except as otherwise provided by the bylaws or required by law, the control of the Association, its affairs, and properties shall be vested in its Board of Directors.

Sec. 2. The Board of Directors shall consist of 17 directors elected from the membership of the Association, all of who shall be entitled to vote and all of who shall be counted for the purposes of constituting a quorum. At least one member of the advancement staff, the honorary president, and the president of the Student Alumni Association will be considered ex-officio members of the Board of Directors.
Sec. 3. The 17 directors elected from the membership shall hold office for a term of two years, consistent with the fiscal year. No director may be elected to serve more than three consecutive terms as a member of the governing board. Term limits for directors will be suspended while a director serves as president.

Sec. 4. The officers of the Association shall be a president, first and second vice president, an immediate past-president, and a secretary/treasurer. The officers shall perform all duties prescribed for their respective offices, or such duties as may be assigned to them by the Board of Directors.
   a. All officers shall be elected from the current governing board prior to the annual meeting, and must have served on the Board at least one year prior to their election.
   b. The president shall hold office for one full two-year term.
   c. The vice presidents and secretary/treasurer positions shall hold office for one full two-year term with no more than two consecutive terms. In the absence of the president, the most senior vice president in attendance may perform the duties and exercise the powers of the president at meetings.

Sec. 5 At the discretion of the president, a candidate for the office of honorary president may be submitted for approval by the Board of Directors. The honorary president shall serve a two-year term under the president who appointed him/her with no more than two consecutive terms and shall be a non-voting member of the Board of Directors.

Sec. 6. The resignation of any officer or director shall be tendered to the Board of Directors in writing and will become effective when his successor is appointed or elected.

Sec. 7. Directors should attend at least 75 percent of the board meetings during their term. Directors who do not meet this requirement will be reviewed by the executive committee to determine re-election eligibility. The May Annual Meeting will count as the first meeting of a director’s term.

Sec. 8. No officer or director shall in any form, directly or indirectly, receive any salary, pay, compensation or emolument from the Association. The Association may, however, give compensation to employees or agents who are not members of the Association.

ARTICLE III - COMMITTEES

Sec. 1. Standing committees of the Board of Directors shall be executive committee, governance committee, alumni affairs committee, awards and recognition committee,
community affairs committee, and development committee. The president may appoint special committees as needed.

Sec. 2. The standing committees, with the exception of the executive and governance committee, shall be open to all members of the Association. All board members are encouraged to join at least two committees each fiscal year. Chairs of these committees will be a board member who is appointed by the president.

a. The president serves as a member of all committees.

Sec. 3. The standing committees, with the exception of the executive committee, shall consist of a minimum of two members of the Board of Directors (other than the president and the committee chair) and five alumni members.

Sec. 4. A majority of the members of each committee shall constitute a quorum.

Sec. 5. The executive committee shall consist of the president, vice president, second vice president, the immediate past-president, the honorary president, and the secretary/treasurer. It shall meet as often as necessary on the call of the president. The executive committee is empowered to act for the Board of Directors of the Alumni Association during the interim between meetings of the Board of Directors and shall discharge such other duties as may be assigned to it, including overseeing the board’s finances. It shall have all the powers of the Board of Directors, with the exception of (a) selection of officers and directors, (b) approval of the budget, and (c) approval of the audit.

Sec. 6. The governance committee shall slate officers for the Association, oversee the nominations and selection process to fill director vacancies, and make recommendations to the Board of Directors about bylaw revisions.

Sec. 7. The alumni affairs committee shall plan and coordinate all activities conducted by the Association for the benefit of the members of the Alumni Association and students. Under this committee would be regional and affinity groups.

Sec. 8. The awards and recognition committee shall plan and coordinate the nominations and selection of the annual Outstanding Educator Awards and the Alumni Association’s Distinguished Alumni Awards.

Sec. 9. The community affairs committee will work with the Alumni Relations staff, College, and student groups to advise and recommend opportunity for alumni to engage in their communities and the College.

Sec. 10. The development committee will help plan, contribute to, and oversee events that bring in revenue for the Alumni Association or require sponsorships from outside organizations.

ARTICLE IV - MEETINGS

Sec. 1. The Annual Meeting of this association shall be held within the last quarter
of the fiscal year. The date, time, and place shall be selected and approved by the Board of Directors. All alumni shall be notified of the date, time, and place of the Annual Meeting.

Sec. 2. In addition to the Annual Meeting, the Board of Directors shall hold three regular meetings each year. The date, time, and place of a regular meeting shall be designated by the Executive Committee. These meetings shall be held to discuss motions and other such matters that may come before the Board and inform the Board of College happenings.

Sec. 3. The Board may hold other special meetings as it may deem necessary. Notice of all regular meetings shall be provided to board members not less than seven days prior to such meetings. Special meetings may be called at any time by the president or by seven board members upon at least two days notice to each board member.

Sec. 4. All action by the Board of Directors not otherwise provided for may be taken by a 2/3 vote of a quorum of the Board of Directors. Quorum will be defined as 51% of board members in attendance.

Sec. 5. Board members may attend meetings in person (preferred) or via conference call or video conferencing. All methods will be considered ‘in attendance’.

ARTICLE V - FINANCES

Sec. 1. All money collected by the Association shall be deposited in insured accounts or in accounts of the St. Louis College of Pharmacy and shall be approved by the Board of Directors. From these accounts shall be paid the general expenses of the Association.

Sec. 2. The Board of Directors may from time to time establish such fund(s) necessary to promote the purposes of the Association and of the College.

Sec. 3. The Board of Directors shall approve an annual report of the Association’s financial condition to present at the Annual Meeting.

Sec. 4. The College’s Alumni Relations staff and auditing firm will prepare the Alumni Association’s audit and submit to the IRS the required 990 form.

Sec. 5. The annual report and audit shall be made available to the membership of the Association.

Sec. 6. The fiscal year of the Association shall be July 1 to June 30.

ARTICLE VI - NOMINATIONS

Sec. 1. Appointment of Directors

a. Elections of directors to replace those whose terms expire in that year shall be by ballot in April of each year. Nominations for the Board vacancies will be collected via email from all Alumni Association members. Once nominations
close, nominees will be notified, and those who accept will submit a bio form and résumé. At least 10 days prior to the scheduled elections, the Governance Committee shall distribute to members of the board indicating the persons running for director positions. Official ballots with nominee bios shall be provided via email to all members of the Alumni Association at least 20 days prior to the annual meeting. Votes must be returned by the Association members electronically at least 15 days prior to the annual meeting. Votes will be ranked and the candidates with the most votes will be contacted by members of the Governance Committee, and they will make the final decision.

b. In the event that a director cannot fulfill his/her term of office, the Governance Committee will choose his or her replacement by choosing one of the following:
1. Calling for nominations from alumni
2. Consulting with the Board of Directors
3. Selecting from the previous nominees who stood in the most recent election and
   a. If the newly appointed director replaces a director whose term has 24 months or less remaining and the new director is in good standing at the time of term expirations, the board can motion to re-elect the board member to his/her own three, two-year term.

Sec. 2. Appointment of Officers
a. Elections of officers to replace those whose terms expire in that year shall be determined by the Board of Directors prior to the board meeting held prior to the annual meeting. The Governance Committee shall electronically distribute to the board a slate that clearly indicates their proposal of officers before the board meeting. The board will approve, or amend and then approve, the slate at that meeting.

Non-slated officers may run off the floor at the meeting prior to the slate going up for vote. If quorum is not reached at the March meeting, the approval will be done electronically in the week following the meeting.

b. If any vacancy shall occur in the offices of president, first vice president, second vice president, or secretary/treasurer by reason of death, resignation, removal from office, or otherwise, the president shall appoint a member of the Board to fill the unexpired term of office.

Sec. 3. Member Selection
a. In electing members to the Board of Directors, a goal should be to afford representation, but without quotas, to the many diverse constituencies who comprise the
Association’s constituency, including, but not limited to, their regional location, class years, areas of specialties, and the races and national origins of its alumni.

Sec. 4. Board of Trustee Representation
Per the bylaws of St. Louis College of Pharmacy, the Board of Trustees governance committee will consult with the Alumni Association Board of Director’s president for nominees when a trustee election necessitates the selection of an Alumni Association representative. The president will consult with the executive committee and Office of Advancement staff. Deadlines will be set by the Board of Trustees.

ARTICLE VII - RULES OF PROCEDURE

The conduct of all meetings of the Association shall be in accord with Roberts' Revised Rules of Order, so far as applicable and when not inconsistent with these by-laws.

ARTICLE VIII - DISSOLUTION

In the event of dissolution of this Association, all assets of the Association, after all prior requirements of R.S. Mo. 355.230 have been met, shall be distributed to the St. Louis College of Pharmacy.

ARTICLE IX - AMENDMENTS

Sec. 1. Amendments to the bylaws shall be proposed by the governance committee be approved by a 2/3 majority vote of a quorum of the Board of Directors, and they shall become effective immediately and added to the bylaws by the Annual Meeting.

ARTICLE X - ALUMNI ASSOCIATION AWARDS

Sec. 1. Eighty percent of the proceeds from the savings account is to be used to support scholarships presented annually to the top graduate in the Pharm.D., classes at commencement and to the top student in each of the five undergraduate classes at the annual student awards program.

Sec. 2. The amount of the awards presented annually shall be established by the Board of Directors upon the recommendation of the budget and financial development
committee, and shall not exceed 80% of the earnings of the fund during the previous fiscal year.

Sec. 3. Schlichting-Thayer Awards: These awards are historically presented to the students with the highest GPA at the end of the year. Process and procedure to be determined by the Awards & Recognition Committee and the Office of Advancement.

Sec. 4. The Distinguished Alumni Scholarships / Young Alumni Scholarships / Outstanding Achievement Scholarships shall be given to students who exemplify the recipients of these awards and criteria. The award(s) shall be named for the recipient(s) of the alumni award(s). The Advancement Office shall recommend the amount of the award on an annual basis. Application required.

Sec. 5. Alumni Association Endowed Scholarship Fund Award was established with proceeds of the first Alumni Golf Classic, held in 1997. The amount of the award shall be established annually based on earnings of the fund. Awarded to a full-time student(s) in good academic standing with demonstrated activity in Alumni Association sponsored events and the Student Alumni Association. Application required.

Sec. 6. Distinguished Alumni Awards were created to

- Publicize & promote the College and profession of pharmacy
- Encourage support of the College
- Encourage and recognize professional development of alumni

The award shall be given to an individual in recognition of professional accomplishment, community service, and/or service to the College. The recipient will receive public recognition and a scholarship in his/her name awarded the following year. The awards should only be presented if suitable candidates are nominated.

Sec. 7. The Young Alumnus Award was established to

- Publicize & encourage support of the College
- Recognize outstanding achievement among recent graduates
- Encourage and recognize professional development of younger alumni

The award shall be given to an individual who has been graduated from the College within the past 10 years. They must have demonstrated outstanding achievement and leadership in that time. The recipient will receive public recognition and a scholarship in
his/her name awarded the following year. The awards should only be presented if suitable candidates are nominated.

Sec. 8. Outstanding Achievement Award was established to

- Publicize & encourage support of the College
- Recognize the pharmacy profession
- Encourage and recognize personal and professional development of alumni and other pharmacy professionals

The award(s) shall be given to an alumnus/a, pharmacy professional, or friend of the College in recognition of faithful contributions to the College, to the Alumni Association by their active involvement in and support of College activities, or to the pharmacy profession. The recipient will receive public recognition and a scholarship in his/her name awarded the following year. The awards should only be presented if suitable candidates are nominated.

Sec. 9. Distinguished Black Heritage Alumni Award was established to

- Publicize the College
- Recognize the pharmacy profession
- Encourage support of the College
- Encourage and recognize personal and professional development of alumni

The award(s) shall be given to an alumnus of the College in recognition of his outstanding leadership, professional accomplishments, and/or service to the community. The alum(s) selected for this award have been nominated by fellow alumni, faculty/staff, students or community peers. Up to two awardees per year. The award shall not be presented unless suitable candidates are named.

The African-American Alumni Chapter shall select the recipient(s) of the award(s) from those nominations received and notify the awards and recognition committee. The awards and recognition committee is also charged with reviewing the criteria and guidelines on an annual basis by consulting the AAAC.

The awardee(s) shall be publically recognized and have a student scholarship in his/her name awarded the following year. Preference is given to active SNPhA members.

Sec. 10. Alumni & Student Award Selection Process
Nominations shall be sought from alumni throughout the year. The awards and recognition committee shall select the recipient(s) of the award(s) from those nominations received and notify the Board of Directors and all candidates prior to
publicly announcing, with the exception of the Black Heritage Award, which will be selected by the AAAC committee. The awards and recognition committee is also charged with reviewing the criteria and guidelines on an annual basis. The decision of this committee is final. Directors are not eligible for Distinguished, Young Alumnus, or Outstanding Achievement awards.

Sec. 11. Recognition of Officers and Directors
The retiring president of the Association shall receive a commemorative gift, symbolic of his or her service to the Alumni Association. The presentation shall be made at the Annual Meeting. Other retiring officers and directors shall also be recognized at the Annual Meeting.

Sec. 12. Outstanding Educator Awards were established to recognize faculty members of St. Louis College of Pharmacy for their

1. personal commitment to the students,
2. commitment to the College's mission, and
3. commitment to educational excellence.

St. Louis College of Pharmacy recognizes a faculty member from each of the two schools at the College for excellence in education by presenting the Joe E. Haberle Outstanding Educator Award for the School of Pharmacy and the Outstanding Educator Award for the School of Liberal Arts and Sciences each spring semester.

The outstanding educator awards shall be presented to faculty members who: are enthusiastic about their work, shows innovations in teaching techniques, projects a positive attitude about students' ability to learn, sees students as individuals operating in a broader perspective beyond the classroom, treats students with respect, is attentive, responsive and available to students, creates a climate conducive to learning, and provides perspectives that include a respect for diverse views.

Nominations are open to all faculty members who have taught at the College for at least two years. Recipients of the award are ineligible for nominations for a period of five years. Nomination forms shall be distributed to students, faculty, and alumni of the past 2 years, who will be asked to nominate up to three (3) candidates. Alumni Association Board members who meet these requirements are eligible.

The Alumni Association’s awards and recognition committee and student representatives from SAA and SGA will interview the top three vote getting nominees in each school and use the information gathered to make the final decision. Prior to the interview process, the finalists will be presented to the Office of the President to ensure all the candidates
are in good standing with the College.