

BY-LAWS OF THE FACULTY COMMITTEE OF THE NATIONAL INSTITUTE OF PHARMACEUTICAL TECHNOLOGY AND EDUCATION

The purpose of these By-Laws is to define the functional objectives of the Faculty Committee (FC) as a structure within NIPTE; its membership rules; its officers and their duties; officers' nomination and election procedures; as well as the manner in which meetings and decisions are to be made. The By-Laws also provide that, to facilitate communication, the elected chair of the FC serves as an ex officio (non-voting) member of the NIPTE Board of Directors.

Article I. Name

This committee shall be named the Faculty Committee of the National Institute of Pharmaceutical Technology and Education. Abbreviated, it is the NIPTE FC.

Article II. Faculty Committee Responsibilities

The Faculty Committee shall:

- A. Together with the Advisory Council, recommend to the Board of Directors a strategic plan for NIPTE;
- B. Recommend to the Board of Directors changes to, definitions of, and periodic updates to, the scope, vision, mission, and goals of NIPTE;
- C. In conjunction with the Scientific and Educational Advisory Council, make recommendations to the Board of Directors on the direction of research, research areas, and priorities for NIPTE;
- D. Coordinate Project Teams;
- E. Assess all of the organization's programs; and
- F. Serve as the primary conduit between NIPTE and the members' home institutions.

Article III. Membership and Voting

The Faculty Committee shall consist of individuals for which all four of the following requirements are met:

- (1) The individual is a faculty member at a NIPTE member institution;
- (2) The individual has been nominated by his or her department/division head for membership on the NIPTE FC;
- (3) The individual's appointment has been approved by FC Leadership;
- (4) The individual, by signed letter of agreement, agrees to follow NIPTE FC By-Laws, and to serve on at least one committee and/or focus group.

FC Leadership shall be composed of the Chair, Chair Elect, and Immediate Past Chair of the FC, as well as the President and Executive Director of NIPTE. In the specific case of appointments to the FC, the President and Executive Director will have a vote. For other purposes, both will be non-voting.

The number of faculty members from a given institution appointed to the FC will not change the voting on NIPTE matters; each member institution will have one vote.

A quorum shall consist of 2/3 of the voting members (institutions). Decisions of the Faculty Committee shall be based on a majority of the voting members present at the meeting. Proxy votes will be accepted. All items coming to a vote shall be posted to the meeting agenda at least two weeks prior to the vote.

Article IV. Officers and Faculty Committee Leadership

The officers of the FC shall be the Chair, Chair Elect, and Immediate Past Chair. These officers, along with the President and Executive Director (both of whom are *ex officio*), shall compose the FC Leadership. Both the President and the Executive Director will be non-voting, except in the specific case of appointments to the FC. The term of office shall be one year for all elected offices. The Chair Elect shall succeed the Chair. The Chair shall succeed the Immediate Past Chair.

If there is a vacancy in the office of Chair Elect, the Chair, in consultation with the FCMC, shall appoint a replacement until a new Chair Elect can be elected. The election may be at a face-to-face meeting of the FC, or it may be held electronically. If the office of Chair becomes vacant, the Chair Elect will fill the remainder of the term. If the office of Immediate Past Chair becomes vacant, the Chair will fill the position from among recent Past Chairs (to the extent possible).

Article V. Duties of Officers

Section I. Chair

1. Presides at annual meetings, business meetings, and FCMC meetings. S/he also prepares agendas for such meetings.
2. Relays communications to, and receives communications from, the Board of Directors (BOD) and the NIPTE Scientific and Educational Advisory Board.
3. Participates in BOD meetings as an *ex officio* (non-voting) member.
4. Works with the President and Executive Director to execute FC business.
6. Appoints chairs of subcommittees as needed, provides a clear set of charges to each subcommittee, and assists committee chairs in appointing members of those committees.
7. Follows up on the tasks delegated to the FC subcommittees.

8. Represents NIPTE as appropriate in conjunction with NIPTE goals and objectives.
9. Undertakes other activities that may be required to fulfill the goals and objectives of the NIPTE FC.
10. Serves as a Member of the FC Leadership Committee.

Section II. Chair-Elect

1. Serves as Chair in the absence of the Chair.
2. Serves as a Member of the FC Leadership Committee.
3. Maintains a list of voting members of the FC.
4. Assures the timely and accurate communication of meeting minutes, other communications of the FC and its committees, and any amendments to the By-Laws.
5. Assists the Chair in following-up on the tasks delegated to subcommittees.
6. Solicits nominations for Chair Elect.

Section III. Immediate Past Chair

1. Advises and assists other FC officers as necessary.
2. Chairs the Past-Chairs Advisory Council (See Article IX).
3. Serves as a Member of the FC Leadership Committee.

Article VI. Nomination and Election of Officers

Section I. Eligibility for Office

All members of the FC shall be eligible for election as an FC officer. Any Member Institution whose representative has served as Chair of the FC for more than six months shall not be eligible to nominate any of its representatives to be Chair-Elect until the current officer from that institution has left the position of Immediate Past Chair; there may be only one officer from each institution at any given time.

Section II. Nomination Procedure

The Chair Elect shall contact all FC representatives of each eligible Member Institution at least one month prior to election to solicit nominations from their FC members. Each eligible Member Institution may nominate a candidate for Chair Elect within the following two weeks. As a part of the

nomination process, the nominee will submit a statement indicating: (1) his or her willingness to serve, and (2) the goals for his or her term in office.

Section III. Election Procedure

Elections for Chair Elect will normally take place electronically. If a vacancy needs to be filled, an election meeting will be announced at least one month in advance of the meeting. This meeting may be face-to-face or electronic.

The Chair Elect will be elected by a simple majority of eligible voting institutions. Proxy votes will be accepted.

Article VII. Subcommittees

The Chair of the FC will from time to time appoint *ad hoc* subcommittees so as to accomplish the goals and objectives of the FC. Subcommittee structure is not specified, as the structure is likely to be dictated by the task to be undertaken.

Article VIII. Annual Meeting and Business Meetings

An Annual Meeting shall be held not less than 10 months and no more than 14 months after the preceding Annual Meeting.

The FC will hold business meetings regularly in person, by teleconference, and/or electronically. Minutes of all meetings will be distributed in a timely manner under the direction of the Chair Elect.

Article IX. Past-Chairs Advisory Council

The Past-Chairs Advisory Council (PCAC) is available to provide high-level guidance to the Faculty Committee Leadership. As such, the PCAC may undertake projects or activities referred to it by the FC Leadership. Clarifying examples are presented below.

For instance, the FC Leadership may ask that interested members of the PCAC participate in the bi-weekly (typically) Leadership Teleconference. The FC Leadership might also ask the PCAC to consider the desirability, and potential ramifications of, amendments to the NIPTE By-Laws. Although NIPTE Centers are not specifically addressed in this document, the PCAC might be asked to consider whether an informal collaboration within NIPTE has developed to the point that the creation of a formal center is desirable.

Article X. Conflicts of Interest

A person who has a conflict of interest (Col) must disclose the Col to the NIPTE Executive Director and to the Chair of the FC. The Col may be financial, or it may involve work performed for different organizations with differing goals. The latter situation is frequently referred to as a "duality of interests." In either of the above cases, the person must recuse him- or herself from discussion of the matter and

must not participate in any vote on the matter.

Situations may arise in which a person does not actually have a Col, but has a set of activities which might make a neutral third-party believe that a Col existed. In that case, the person should disclose the potential Col to the NIPTE Executive Director and to the Chair of the FC. Those two individuals will determine if the potential Col is of sufficient concern that the person should recuse him- or herself from any discussion and vote, or if the potential Col is benign. The NIPTE Executive Director and the Chair of the FC may consult with the FCMC if necessary.

Article XI. Amendments

Amendment of these Bylaws shall require the affirmative vote of two-thirds (2/3) of the voting members of the Faculty Committee and approval of the BOD. All amendments shall be communicated by the Chair Elect to the FC members at least two weeks prior to the vote. Proxy votes will be accepted.

Adopted May 30, 2018