

CHAPTER BYLAWS
OF THE
NEW ENGLAND CHAPTER
OF THE
PARENTERAL DRUG ASSOCIATION, INC.

ARTICLE I

Name

The name of the Chapter is the NEW ENGLAND Chapter hereinafter referred to as the "Chapter" of the Parenteral Drug Association, Inc. hereinafter referred to as "PDA".

ARTICLE II

Corporate Purpose

The purpose of the Chapter is to provide a local forum for discussion, meetings and information exchange and to promote PDA membership, in furtherance of PDA's mission as determined by PDA's Board of Directors from time to time. In furtherance of these purposes, the Chapter shall:

1. Promote and enhance knowledge within the sciences and technologies addressed by PDA for the benefit of members and potential members within the Chapter's geographic territory which shall be provided for in the Charter of the Chapter.
2. Develop programs and other activities that are designed to meet local and/or global needs consistent with the mission and objectives of PDA.
3. Assure that antitrust and all other laws are not violated and that PDA's not for profit status not be jeopardized by Chapter activities.
4. Encourage membership in PDA and promote attendance at functions sponsored by the Chapter and PDA.
5. Establish regular means of communication with Chapter members, at a minimum of no less than a formal bi-monthly communication about Chapter and PDA programs and meetings, and hold a minimum of three meetings or events per year.

6. Submit all scientific papers presented at Chapter meetings and intended for publication to PDA for consideration/inclusion in PDA proceedings and/or the PDA Journal of Pharmaceutical Science and Technology.

ARTICLE III

Membership

Section 1. Members. All PDA members residing in the Chapter's geographic territory shall be members of the Chapter as provided for in the Charter of the Chapter. Participation in the Chapter's activities may be open to other interested persons, but such persons shall not hold office or vote in Chapter elections.

Section 2. Membership Benefits. Membership benefits shall be those established from time to time by PDA and the Chapter Board so long as the Chapter Board does not conflict with PDA. All PDA members worldwide shall be eligible to attend all Chapter sponsored events at the PDA member rate. All pricing for Chapter activities or events shall follow PDA fee and pricing policies found in the PDA Chapter Operating Principles, which may be amended from time to time by PDA.

ARTICLE IV

Chapter Board

Section 1. Management. The business and the affairs of the Chapter shall be directed, controlled, and managed by the Chapter Board who shall be the governing body of the Chapter.

Section 2. Duties of the Chapter Board. The Chapter Board shall manage all of the affairs, the property and funds of the Chapter, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Charter, the PDA Bylaws, and any amendments thereto, and the laws of the geographic territory in which it is located.

Section 3. Composition, Number and Term. The Chapter Board shall consist of the Chapter officers as set forth in Article V and at least two (2) Chapter Board Members-At-Large. There shall always be at least three (3) Chapter Board Members. The term of office for the Chapter Board Members shall be two (2) years, and until their successors are elected and assume office.

Chapter Board Members may not be elected to the same office for more than two (2) successive terms (a term being defined as two [2] years). Non-consecutive terms are allowed.

Section 4. Election of Chapter Board Members-At-Large. Chapter Board Members-At-Large shall be members of the Chapter and shall be elected at the same time and in the same manner as officers as provided for in Article V, Section 1. Members-at-Large shall assist the Chapter Officers in their duties and may take on specific roles as directed by the Chapter President. A Past President may be elected as a Member-At-Large immediately following the term as President.

Section 5. Vacancies on the Chapter Board. All vacancies on the Chapter Board shall be filled for the unexpired term by the majority vote of the entire Chapter Board. Chapter Board Members appointed to fill vacancies shall serve until their successors are duly elected and qualified.

Section 6. Meetings. The Chapter Board shall hold an annual meeting no later than November of each year to plan the budget for the coming year; to propose meetings and programs for the coming year; and, to prepare an annual report for submission to PDA. Each Chapter Board Member shall be informed of the time and place of the meeting at least thirty (30) days prior to the date set for the meeting. The Chapter Board may hold additional regular or special meetings. Special meetings of the Chapter Board may be called by the President or may be called at the request of not less than a majority of the Chapter Board Members. Meetings of the Chapter Board may be held in person, by teleconference and in any other manner by which all Chapter Board Members are able to hear one another and can actively participate in discussions and deliberations.

Section 7. Quorum. A majority of the Chapter Board shall constitute a quorum. In case there is no quorum present, a lesser number may adjourn from time to time until a quorum is obtained. The vote of a majority of the Chapter Board Members present at any meeting at which there is a quorum shall be the act of the Chapter Board.

Section 8. Compensation. No Chapter Board Member shall be entitled to salary or compensation of any kind. However, reasonable expenses approved by the Chapter Board that are

Incurred by a Chapter Board Member while conducting business for the Chapter may be reimbursed by the Chapter.

ARTICLE V

Officers

Section 1. Election and Term. The initial officers shall be appointed by the PDA Board of Directors upon the suggestion of the Founding Members of the Chapter. Thereafter, the officers of the Chapter, who shall be members of the Chapter and persons of good character, not debarred by FDA or other Health Authority, shall be the President, President-Elect, Secretary, and Treasurer. The members of the Chapter shall elect a President-Elect, Secretary and a Treasurer biannually. The Secretary and Treasurer may be the same individual. The officers shall serve for two (2) year terms or until their successors are elected and qualified. The President-Elect shall become President upon completion of the President's term of service. The candidates receiving the greatest number of votes for the positions to be filled shall be certified by the President of the Chapter Board as having been elected. In the event of a tie for any position, one of the tied candidates shall be elected by vote of at least three (3) Chapter Board Officers.

Section 2. Removal. Any officer of the Chapter may be removed from office, with or without cause, at any time by the two-thirds (2/3) vote of the entire Chapter Board or a majority vote of the Chapter members.

Section 3. Vacancies. A vacancy in any office shall be filled by the majority vote of the entire Chapter Board and the appointee shall serve until his or her successor is duly elected and qualified.

Section 4. Duties of the President. The President shall be the chief executive officer of the Chapter, and, subject to the control of the Chapter Board, shall have general supervision, direction and control of the business affairs of the Chapter and shall have other powers and duties as may be prescribed by the Chapter Board which shall not contradict the Bylaws of PDA, the PDA Chapter Financial Principles or the PDA Chapter Operating Principles, all of which may be amended from time to time by PDA, or these Bylaws or the Charter of the Chapter. The President shall preside at meetings of the Chapter Board. Acting under the direction of the Chapter Board, and on its

behalf, the President shall perform all acts, execute and deliver all documents, make committee and chair appointments, and take all steps authorized by the Chapter Board in order to effect the actions and policies of the Chapter Board. The President shall serve as the Chapter liaison to PDA and shall be the point of communication between the Chapter and PDA.

Section 5. Duties of the President-Elect. The President-Elect shall have such powers and perform such duties as may be assigned to him or her by the Chapter Board or the President. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President. The President-Elect shall become President upon completion of his or her two (2) year term.

Section 6. Duties of the Secretary. The Secretary shall preserve the record books and the full and correct minutes of the proceedings of all meetings of the Chapter Board. The Secretary shall be custodian of the Charter, Bylaws, and minute books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. The Secretary shall also serve all notices required by law, these Bylaws, or by resolution by the Chapter Board, and it shall be his or her duty to cause to be prepared and filed, with the appropriate bodies, official reports, returns, filings and any other documents required by law or PDA. The Secretary shall also perform other duties as may be delegated by the Chapter Board.

Section 7. Duties of the Treasurer. The Treasurer shall keep or cause to be kept, in books belonging to the Chapter, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all moneys and funds and other valuable effects of the Chapter, in the name of and to the credit of the Chapter, in such depository or depositories as may be designed by the Chapter Board. The Treasurer shall disburse funds of the Chapter in payment of its obligations, taking proper vouchers and receipts for such disbursements. The Treasurer shall render to the Chapter Board at the meetings of the Chapter Board, or whenever otherwise requested, correct statements and reports showing the financial condition of the Chapter. The Treasurer may sign corporate documents and instruments of the Chapter as necessary. The Treasurer shall comply and assure that the Chapter complies with the PDA Chapter Financial Principles. The Treasurer in conjunction with the Secretary shall be responsible for timely filing

of tax documents and related financial documents to PDA or governmental agencies as required.

ARTICLE VI

Committees

Section 1. Committees. The Chapter Board shall have the power to designate and appoint one or more committees to carry out Chapter initiatives and activities. The committee chair appointments are made by the President of the Chapter. Committee members must be Chapter members.

Section 2. Term of Office. Each member of a committee shall continue as such or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as the member thereof.

Section 3. Removal. Any member of a committee may be removed at any time, with or without cause, by the two-thirds (2/3) vote of the entire Chapter Board.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII

Budget, Financial Status, Annual Report, All Other Reporting, Contracts, Checks, Deposits and Funds, Employees

The Chapter responsibilities and requirements for the Budget, Financial Status, Annual and All Other Reporting, Contracts, Checks, Deposits and Funds, and Employees shall be defined in the PDA Chapter Financial Principles. The Chapter shall comply with the PDA Chapter Financial Principles.

ARTICLE VIII

Amendments to the Bylaws

These Bylaws may be amended, altered, restated or otherwise revised only upon the prior written approval of the PDA Board of Directors.

ARTICLE IX

Effective Date

These Bylaws are effective the 15th day of FEBRUARY 2017.

Amnon Eylath 15 Feb 17
AMNON EYLATH, Chapter President

Laurie Masiello 15 Feb 2017
LAURIE MASIELLO, Chapter President Elect

Shawn Sherry 15 Feb 17
SHAWN SHERRY, Chapter Treasurer

Daniel Eylath 15 FEB 17
DANIEL EYLATH, Chapter Secretary