

IHFDA BYLAWS

ARTICLE I. NAME

The name of the organization shall be the International Health Facility Diversion Association, (IHFDA). IHFDA is a non-profit, 501C-3 organization, incorporated on the fifth day of October 2015, pursuant to the laws set forth in the State of Ohio.

ARTICLE II. OBJECTIVE

IHFDA is devoted to protecting patients, staff, and facilities from the harm associated with drug diversion by healthcare personnel through education and collaboration.

ARTICLE III. MEMBERS

Section A. ELIGIBILITY Any person is eligible for membership in IHFDA and attendance at any IHFDA function if their employment or non-profit involvement encompasses any part of the problem of institutional drug diversion. This includes, but is not limited to, employment at any healthcare facility, law enforcement agency, or regulatory entity whose job is to reduce the presence of the diversion of medications within healthcare facilities.

Section B. APPLICATION Application for membership (new or renewal) shall be submitted to the national IHFDA office. The application is specifically for membership in IHFDA and is subject to approval by the Executive Board.

Section C. DUES Dues for membership shall be payable to "IHFDA" at the time of the application or before the expiration date of the current year. That amount will be set annually by the Executive Board.

Section D. TENURE Membership shall run for one year from the date of payment or attendance at the annual conference in which a membership fee was included in the overall fee for the annual conference.

Section E. LIFETIME MEMBER Lifetime membership or Emeritus Status in IHFDA is open to all members who are retiring and have provided exceptional service to the organization. Members may also request lifetime membership in other circumstances that can be presented to the Executive Board for consideration. Lifetime member status will be issued by nomination and approval of the Board.

Section F. REVOCATION OF MEMBERSHIP The Executive Board reserves the right to revoke the membership of an individual that has undermined or compromised the principles, objectives, or reputation of IHFDA. A majority vote of the Executive Board is required to revoke the membership of an individual.

ARTICLE IV. MEETINGS

Section A. ANNUAL MEETING The annual conference shall be held at least once per year at such time and place as shall be set by the Executive Board for education, training, and networking of its members.

Section B. SPECIAL MEETINGS Special meetings may be called at any time by the President, any two (2) members of the Executive Board, or by written petition signed by not fewer than 25 of the active members and filed in writing with the Secretary of IHFDA.

Section C. NOTICE OF MEMBERSHIP MEETINGS Written notice stating the place, day, and time of any meeting shall be emailed to the membership, in a timely manner, not less than ten business days before the date of such meeting.

Section D. VOTING Each member in good standing shall have one (1) vote, subject to any restrictions contained in the Articles of Incorporation or elsewhere in the bylaws.

ARTICLE V. ORGANIZATION LEADERSHIP

Section A. EXECUTIVE DIRECTOR The organization will have an Executive Director that is appointed by the Board. The Executive Director is not an elected position and does not have term limits. The Executive Director will remain in the role until retirement, death, resignation, or removal by the Board. The Executive Director and the Executive Committee shall work together in making the day-to-day decisions of the organization. The Executive Director may sign any contracts or other such documents which the Board has authorized.

Section B. BOARD The Board shall consist of a minimum of eight (8) elected positions and no more than ten (10) total members. Each Board member must be in good standing in the organization. The Board will have a President, Vice President of Finance and Operations, Vice President of Education, Secretary, Public Health/Infection Prevention Director, Public Policy Director, and two (2) Directors at Large. An additional non-voting position will be held by a corporate member. An additional position may be defined by the Board and appointed based on a majority vote by the Board or filled during a routine election.

Section C. EXECUTIVE COMMITTEE The President, VP of Finance and Operations, and VP of Education make up the Executive Committee of the Board. The Executive Committee shall have the power to appoint chairs of committees and execute day-to-day operations and decisions of the organization and should bring forth any ideas or actions deemed necessary for full Board vote or discussion.

Section D. BOARD TERMS Executive Committee members will hold office for a term of four (4) years. All other Board members shall hold office for a term of two (2) years or until their respective successor is elected. All terms shall begin the first day of January following the national annual conference. Board members may serve consecutive terms if elected or appointed by the Board to serve in cases where no other member is nominated or approved via election.

Section E. VACANCIES Any vacancy occurring in the Board, by reason of death, resignation, removal, or other cause shall be filled by appointment by a majority vote of the Board or by-election per the established election cycle. A person appointed by the Board shall be in place for the unexpired term of the office.

Section F. PRESIDENT The President or designee shall chair all meetings of the membership. The President may sign any contracts or other such documents which the Board has authorized. In general, the President shall perform all duties as may be assigned by the Board.

Section G. VICE PRESIDENT OF FINANCE AND OPERATIONS This Vice President shall be responsible for and have charge and custody of all funds, securities, and contracts of the organization; receive and give receipts for money due and payable to the organization; deposit all such monies in the name of the

organization in an insured depository; prepare financial reports and a year-end report, or as requested by the Executive Board; keep a current roster of the addresses of the members of the organization; and such other duties as may be assigned by the Executive Director or the Executive Board. This Vice President shall perform the duties and exercise the functions of the President or Executive Director in their absence or disability.

Section H. VICE PRESIDENT OF EDUCATION This Vice President shall be responsible for leading the annual conference planning committee to determine educational content, speakers, call for abstracts and other duties as assigned by the Executive Director or Executive Board. This person shall also plan ongoing educational opportunities for the members throughout the year. This person will be responsible for coordinating and maintaining the standards for commercial support, accreditation, in conjunction with our accrediting organization for continuing education (CME, CE, ACPE, or equivalent).

Section I. SECRETARY The Secretary is responsible for overseeing the following or delegating as necessary: keeping the minutes of all the meetings of the membership or the Board, all official correspondence and notices of the organization in accordance with the provisions of these bylaws. The Secretary shall perform any other duties as may be assigned by the, Executive Director or the Board.

Section J. PUBLIC HEALTH/INFECTION PREVENTION DIRECTOR One board member position shall be filled (by election or appointment of the Board) by an IHFDA member who has expertise or holds a current position in public health or infection prevention. This board member shall share knowledge and guidance with the Board related to public health and infection prevention and shall perform other duties as may be assigned by the Board.

Section K. PUBLIC POLICY DIRECTOR One board member position shall be filled (by election or appointment of the Board) by someone who has expertise and experience with public policy. This director shall keep the Board informed of relevant policy changes and information relevant to the organization.

Section L. DIRECTOR AT LARGE There shall be up to two (2) Director at Large positions on the Board. Director at Large members will represent the organization's membership. They will be responsible for duties as assigned by the Board which may include being involved in the annual conference, regional trainings, managing social media presence for the organization.

Section M. PAST PRESIDENT The Past President shall serve a two-year term following his/her term in office as a non-voting member of the Executive Board. The Past President's term would end when the succeeding President has ceased his/her term. The purpose of the Past President is to provide continuity to the organization by utilizing the knowledge and experience of the Past President.

Section N. CORPORATE MEMBER The board shall have at least one corporate non-voting member of the board. This member will be elected by vote of the current active corporate members and will serve a one (1) year term. Each corporate member organization will have one (1) vote for this position and nominations will be made via the same process as other board positions.

Section O. NOMINATIONS AND ELECTION The members of the organization shall elect the directors of the Board on a rotating election cycle. Elections will be held annually for the open Board positions in which a full 2-year or 4-year term (for Executive Committee Board positions) has been completed. Only

members who have been members in good standing for a minimum of two years are eligible as nominees for the open Board positions. A member shall be nominated for office by another member in good standing or by self-nomination. Members will be notified in each election year, indicating the opening and closing dates of the nomination process. Election of Board Directors will take place electronically prior to the annual conference. Results of the election will be shared at the annual conference. Each person who is presently a member shall be eligible to vote in the election of officers. The Executive Committee shall appoint an election committee consisting of at least one Executive Committee member, one other Board member, and one corporate member representative. The VP of Operations and Finance shall confirm all nominees are in good standing and eligible for nomination and that all votes received are from active members with no more than one (1) vote per member. The election committee will conduct the election in such a manner as to protect the integrity and confidentiality of the election. If any board positions remain open after elections the Board may appoint someone to temporarily fill the vacancy until the next election or decide by majority vote to leave the position vacant and delegate responsibilities to another Board member.

ARTICLE VII. BOARD FUNCTIONS AND MEETINGS

Section A. BOARD MEETINGS The Board shall meet during the annual conference, and whenever deemed necessary by the Executive Director or Executive Committee of the Board. Meetings may consist of face to face, virtual meetings, or conference call at the pleasure of the Board.

Section B. FUNCTION The Board shall have the authority and the responsibility to direct and manage all affairs of the organization not expressly precluded by the bylaws.

Section C. ANNUAL BUSINESS MEETING The Board shall be responsible for the dates and location of the annual conference. There will be an annual meeting of the organization's members, led by the Board, during the annual conference or at another time as determined and communicated by the Board.

Section D. REMOVAL Any Board director/member, elected or appointed, may be removed by the Board whenever, in its judgment, the best interest of the organization would be served. Such removal will be initiated by any member of the Board but must have the approval of the Board by a majority vote. Such removal shall be without prejudice. A Board member may not vote on his/her own removal but may speak on his/her own behalf.

Section E. COMMITTEES The Executive Committee may pass a resolution to designate one (1) or more committees with one or more Board members assigned to each. Members of the organization may be designated or volunteer to serve on such committees. These committees serve at the pleasure of the Board and report directly to the President. Committees may be time limited for purposes of a working group to address an identified need or project, they may also be formed as a topic specific group that meets ongoing or for a limited time.

ARTICLE VI. RULES OF PROCEDURE

When not otherwise provided by the bylaws, the business of the organization shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section A. FISCAL YEAR The fiscal year of the organization shall begin on the first day of January each year and end of the last day of December.

Section B. FINANCIAL AUDIT The financial records of the organization shall be examined and/or audited at least every two years, and/or whenever the current VP of Operations and Finance leaves office. The Board shall select an independent accounting firm to conduct this examination and/or audit.