

BYLAWS
THE ALLIANCE OF STATES WITH
PRESCRIPTION MONITORING PROGRAMS

ARTICLE I- NAME

The name of the organization is the Alliance of States with Prescription Monitoring Programs herein referred to as “the Alliance”.

ARTICLE II – PURPOSES

The purposes for which the Alliance of States with Prescription Monitoring Programs is formed and the nature of the business to be carried by it are as follows:

1. To provide a forum for the development, sharing, and exchange of information and ideas regarding all aspects of prescription monitoring programs in an effort to curtail drug diversion and abuse while simultaneously ensuring patient care.
2. To provide and promote the following services or products:
 - a. Providing expertise and support for establishing, operating and enhancing drug monitoring programs;
 - b. Sharing information and data to enhance drug enforcement and intervention and prevention programs;
 - c. Conducting research and education in the use of prescription controlled substances to improve patient care and protect public health and safety.
 - d. Seeking and administering grants and donations to further the other activities of the Alliance.
3. To receive, maintain and administer a fund derived from all sources whatsoever, and to use, apply and distribute the income from and/or the principal of such fund exclusively for the benefit of, or to carry out the purposes of the Alliance.
4. To do any and all acts that are necessary, proper, useful, incidental or advantageous to the foregoing purposes.

ARTICLE III- MEMBERSHIP

Section 1. Classes of Membership. There shall be four classes of membership: Regular Membership, Affiliate Membership, Affiliate Individual Membership, and Honorary Membership. Rights and responsibilities of the Alliance membership shall be identical, except as provided herein.

Section 2. Regular Membership. The government agency, department or board in each state, commonwealth, district, or territory of the United States or of any foreign country that is responsible for a prescription monitoring program shall be eligible for regular membership. Only regular member agencies shall be eligible to vote on Alliance matters and only representatives of regular member agencies shall be eligible to hold office in the Alliance.

Section 3. Affiliate Membership. Any government agency, department or board of a state, commonwealth, district, or territory of the United States or of any foreign country with a stated interest in prescription monitoring programs or controlled substances and which agency, department, or board is not eligible for membership as a regular member, may become an affiliate member upon application and majority vote of the Executive Board and payment of a fee not to exceed that set for regular members of the Alliance. An affiliate member shall not be eligible to vote on Alliance matters or to hold office in the Alliance. Affiliate members are eligible to serve on Alliance committees and may serve as Committee Chairs. The Alliance may give reasonable preference to a regular member for Committee Chair.

Section 4. Affiliate Individual Membership. Any individual or individual representative of a regular or affiliate member's government agency, department or board of a state, commonwealth, district, or territory of the United States or of any foreign country, may become an Affiliate Individual member upon application and subsequent majority vote of the Executive Board and a fee not to exceed that set for regular members. An Affiliate Individual member shall not be eligible to vote on Alliance matters or to hold office in the Alliance. Affiliate Individual members are eligible to serve on Alliance committees and may serve as Committee Chairs. The Alliance may give reasonable preference to a regular member for Committee Chair.

Section 5. Honorary Membership. Any individual who was previously employed by an agency, department, or board of a regular member or an affiliate member or an individual who has made a significant contribution to the work of prescription monitoring programs or in curtailing prescription drug abuse or diversion may become an honorary member upon nomination of the Executive Board and by a subsequent majority vote of the regular membership. Membership dues shall be waived. An honorary member may not vote on Alliance issues or hold office in the Alliance. Honorary members may serve as an ex officio member on Alliance committees when requested by the President.

Section 6. Withdrawal from Membership. Any member from any membership class may withdraw from membership in the Alliance at any time. The withdrawal shall be effective (30) days after written notice of withdrawal is filed with the Alliance.

Section 7. Termination from Membership. The Executive Board may terminate a member by a two-third vote of the entire Executive Board, in any membership class, for non payment of dues, misusing his or her status as a member of the Alliance or for any other good cause as determined by the Executive Board.

ARTICLE IV- ANNUAL DUES

Each membership class except for honorary members shall pay dues as set by the Executive Board.

ARTICLE V- ANNUAL CONFERENCE

The Annual Conference of the Alliance shall be held at a time and place determined by the Executive Board. A notice setting out the time and place of the Annual Conference shall be sent to each member of the Alliance at least 90 days prior to the conference. The executive Board is responsible to set the agenda and conference fees.

ARTICLE VI- ANNUAL MEETING

There shall be at least one annual meeting of the Alliance. The Annual Meeting may be held in conjunction with the Alliance's Annual Conference.

ARTICLE VII-OFFICERS

The Officers of the Alliance shall consist of a President, Vice President, Secretary and a Treasurer. Only representatives of regular members of the Alliance shall be eligible to hold office. The officers of the Alliance shall be elected to serve a term of one year and may serve no more than two successive terms.

Section 1. President: The President shall preside at all meetings of the Alliance and fulfill the directives of the Executive Board with respect to achieving the purposes of the Alliance. Under the policies and the directives of the Executive Board the President shall have general management and control of the business and the affairs of the Alliance. If the Executive Board creates the position of Executive Director, the role of President and its relationship to the role of the Executive Director in the general management and control of the business and affairs of the Alliance shall be determined by the Executive Board. The President shall sign all certificates and other instruments for the Alliance except that he or she may delegate the signing of financial instruments to the Treasurer and/or the Executive Director.

Section 2. Vice President: The Vice President shall assist the President and have the full authority to perform the duties and responsibilities of the President in the event of removal, resignation, disability or death. The Vice-President shall carry out the duties and responsibilities of the President when he or she is absent from meetings of the Alliance or the Executive Board. The Vice-President shall serve as program chair for the Annual Conference of the Alliance and shall perform other duties as may be assigned to him or her by the President or the Executive Board.

Section 3 Treasurer: The Treasurer shall keep account of all monies of the Alliance received and disbursed and shall keep a deposit thereof in such bank or depository as approved by the Executive Board. The Treasurer or such other person as the Executive Board may designate, may sign and endorse in the name of, and on behalf of, the Alliance, but not otherwise, checks, drafts, notes and bills of exchange, subject to such requirements as the Executive Board may determine. The Treasurer shall perform all other duties normally incident to the office of Treasurer. The Treasurer may delegate certain duties and responsibilities to the Executive Director, as approved by the Executive Board.

Section 4. Secretary: The Secretary shall have the responsibility for keeping minutes of all meetings and shall be responsible for maintaining other books and records deemed necessary by the President or the Executive Board.

Section 5. Immediate Past President: The Immediate Past President shall serve as Chair of the Executive Board. In the event that the immediate Past President no longer represents a regular member agency, the Executive Board shall select a person from the regular members who has served as an officer of the Alliance to serve as Chair of the Executive Board.

Section 6. Elections: The election of officers shall be filled by an election of the regular members from a slate presented by the Governance Committee. Elections shall take place at the Annual Meeting.

Section 7. Executive Director: The Executive Board may appoint an Executive Director who shall be responsible for the general management of the business and day- to -day affairs of the Alliance, subject to specific grants of authority and limitations thereon as the Executive Board may set. The Executive Board will address financial grants and limitations upon the delegated authority, responsibility for the appointment and management of additional staff, and the entry into or retreat from lines of business or efforts of the Alliance. The Executive Board will also establish the expectations for the actions and performance of the Executive Director and the procedure by which such performance will be periodically evaluated. The Executive Board will also set forth the relationship between the Executive Director and the Executive Board and the President.

ARTICLE VIII- EXECUTIVE BOARD

The governing body of the Alliance shall be known as the Executive Board. The Executive Board shall be composed of the four officers and four regular members at large. The Immediate Past President of the Alliance shall be Chair of the Executive Board.

Section 1. Members at Large.

1. Four representatives of regular members shall serve as members at large of the Executive Board. Two members at large shall be elected at each annual meeting or conference for a term of two years.

Executive Board members at large will serve no more than two successive terms. After election at the organizational meeting, the Executive Board shall determine terms for each the Executive Board's member at large by lot. The terms shall be for two or three years; thereafter all terms shall be for two years.

2. The terms of the members at large shall commence upon the installation and shall hold office until successors are elected and have been installed. The officers shall be installed before the conclusion of the annual meeting or conference at which they are elected.

Section 2. Limitations as Executive Board Members at Large.

At any given time, no more than one representative from the regular member's agency, department or board may be on the Executive Board.

Section 3. Vacancies. Any vacancy on the Executive Board, other than the President, created for any reason may be filled by special election or a vote of the remaining members of the Executive Board until the next Annual Meeting, at which time the then unexpired term of the replaced member shall be filled by election. A special election will be for the remainder of the term of the vacancy.

Section 4. Authority and responsibilities of the Executive Board

1. The Executive Board shall manage the business and affairs of the Alliance, exercise all the authority of the Alliance under its Bylaws, implement resolutions approved by the membership and approve the collection and expenditure of funds.
2. The Executive Board shall have the authority to employ and terminate an Executive Director and other persons who are deemed by the Executive Board to be appropriate staff of the Alliance.
3. The Executive Board shall hold its meetings upon the call of the President or upon the call of at least four members of the Executive Board and at a time and place as the President or the Executive Board shall designate.
4. Five members of the Executive Board shall constitute a quorum.

ARTICLE IX- COMMITTEES

There shall be such standing and special committees as are required to carry on the work and responsibilities of the Alliance. All standing committees shall be chaired by an officer or a member of the Executive Board. The Executive Board may create special committees from time to time. The President shall appoint Committee Chairs, except as provided herein. Committee chairs shall appoint the members of their own committees, with the concurrence of the President. Standing Committees shall include:

Section 1. Governance Committee: The Governance Committee shall periodically review the Bylaws and make such recommendations as it may deem appropriate. The Governance Committee shall function as the nominating committee and propose candidates for Officers and Executive Board. The Immediate Past President shall chair the Governance Committee. In the absence of the Past President the President may designate another member of the Executive Board to chair the Governance Committee.

Section 2. Resolutions Committee: The Resolution Committee will be responsible for presenting resolutions to the membership at the Annual Conference. The Treasurer, if present shall chair the Resolutions Committee.

1. Any member may propose a resolution to be considered by the regular membership. The resolution must be submitted in writing to the Executive Board not less than 45 days prior to the meeting at which it will be considered.
2. If a resolution is received by the Executive Board less than 45 days prior to the meeting at which it would be considered, it may be considered if a majority of the regular members present and voting approve its consideration.
3. The Executive Board is responsible for implementing any and all approved resolutions.
4. A resolution requiring an expenditure of more than five hundred dollars (\$500.00) must include a provision for a maximum expenditure not to exceed the Alliance's existing balance in order to implement.

Section 3 Finance and Audit Committee: The Finance and Audit Committee will be responsible for reviewing the financial instruments and record of the Alliance at least annually and report its finding at the annual meeting or conference. The Finance and Audit Committee shall consist of at

least two regular members, no one of whom currently serves or has served as President or Treasurer within the period under audit. The Finance and Audit Committee may engage the services of a certified public account to assist in this effort. The Secretary shall chair the Finance and Audit Committee.

Section 4. Conference Program Committee: The Conference Program Committee shall advise and assist the Executive Board in developing the annual conference of the Alliance. The Vice President shall chair the Program Conference Committee.

Section 5. Committee Membership. Unless otherwise provided by the Executive Board or the Bylaws, only regular members, affiliate members, or affiliate individual members shall be eligible for appointment as a member of any committee. Honorary members may serve on committees as ex officio members. At any given time no more than one representative of regular member or affiliate member's agency shall be a member of the same committee.

ARTICLE X- QUORUM

A quorum at any general member meeting shall consist of a simple majority of the regular members present. The quorum shall be established by a roll call prior to the start of the meeting.

ARTICLE XI- VOTING

A regular member shall be entitled to one vote at the Annual Meeting of the Alliance. Each member of the Executive Board shall be entitled to one vote at regular or special meetings of the Executive Board.

1. Except as provided elsewhere in the Bylaws, at meetings of the Alliance an affirmative vote by the majority of the regular members present and voting with a quorum having been established is required for the passage of any motion.
2. Two-thirds of the regular membership present and voting shall be required to consider a resolution.

ARTICLE XII- AMENDMENTS AND FUNDAMENTAL CHANGES

Section 1. Amendments to Bylaws. A two-thirds vote of the regular members present and voting shall be required to amend the Bylaws. A written notice of any proposed changes to the Bylaws shall be sent to the members at least 60 days prior to the meeting at which the amendments will be considered.

Section 2. Amendments to Articles. Any proposal to amend, alter, repeal or reenact the Alliance's Articles of Incorporation with respect to the Alliance's qualification and operation as a non-profit, non-stock corporation in the State of Nevada, the merger or consolidation of the Alliance, the division of the Alliance, the voluntary dissolution and winding up of the Alliance, or the sale of a substantial portion of the Alliance's assets shall require the affirmative vote of both (a) two-thirds of the entire Executive Board at a duly convened meeting of the Executive Board called for such purpose, and (b) two-thirds of all members of the Alliance at a duly convened annual meeting or conference of the Alliance, or at any duly convened special meeting called for such purpose.

Upon dissolution of the Alliance, all assets shall be transferred to a 501(c)(3) organization of similar purposes as required by regulations of the Internal Revenue Service.

ARTICLE XIII- CONFORMITY WITH LAW

The members, Officers, and the Executive Board shall not act on, consider or discuss any matters prohibited by law. If any of the provisions of these laws are in conflict with the laws of the State of Nevada or those of the United States of America, such provisions shall be deemed to be modified or deleted in the extent necessary to bring these Bylaws into conformity with said laws.