

BYLAWS
OF
PHARMACY SOCIETY OF WISCONSIN, INC.

ARTICLE I
Offices

Section 1. Principal Office. The corporation shall maintain a principal office in the State of Wisconsin which shall be located in the City of Madison, Dane County. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Statutes.

ARTICLE II
Membership

Section 1. Classes of Members. The corporation shall have one (1) class of voting and four (4) classes of non-voting members, designated as follows:

(a) Active Members. Active members shall be individuals who have completed the educational requirements for pharmacist licensure. Active members shall have voting rights.

(b) Associate Members. Associate members shall be individuals who are not eligible for active membership but who are interested in supporting the purposes and objectives of the corporation. Associate members shall not have voting rights and may not hold office in the corporation. However, associate members may vote and hold office in any Sections which they are eligible to join.

(c) Student Members. Student members shall be individuals enrolled in an accredited school of pharmacy. Student members shall not have voting rights and may not hold office in the corporation. However, student members may vote and hold office in any Sections which they are eligible to join, and any student member serving as designated PSW Liaison of a Section shall be eligible to serve as a voting director pursuant to Section 2(b)(iv) of Article III.

(d) Technician Members. Technician members shall be individuals providing technician pharmacy support. Technician members shall not have voting rights and may not hold office in the corporation. However, technician members may vote and hold office in any Sections which they are eligible to join, and any technician member serving as chair of a Section shall be eligible to serve as a voting director pursuant to Section 2(b)(iv) of Article III.

(e) Honorary Members. Honorary members shall be individuals who are elected to membership based upon their commitment to the corporation, upon such criteria as determined from time to time by the Board of Directors. Honorary members shall not have voting rights and may not hold office in the corporation.

Section 2. Qualification. Members specified in subsections (a), (b), (c) and (d) of Section 1 of this Article must at all times continue to meet the criteria for their particular class of membership as specified above. Members shall be in good standing as long as they have paid, and continue timely to pay, the dues and assessments required of them under the particular class of membership which they select.

Section 3. Privileges Of Membership.

(a) Voting. Each member of each class designated in these Bylaws as a voting class who has paid the dues required for that class shall have one (1) vote upon each matter submitted to a vote at any meeting of the corporation, annual or special, and may vote either in person or by proxy or by mailed or electronic ballot in the case of those matters for which mailed or electronic balloting is permitted in these Bylaws. Members of each class designated in these Bylaws as a non-voting class shall not have voting privileges.

(b) Other Privileges. Other membership privileges include participation in various activities, programs and publications of the corporation as may be designated from time to time by the Board of Directors.

Section 4. Termination Of Membership. (a) The failure of a member to pay dues within ninety (90) days following the due date or to meet other qualifications required for membership in a particular membership category shall result in the member being automatically dropped from membership.

(b) In addition, any member may be suspended or expelled from membership, for good cause shown, by the vote of two-thirds of the directors then in office. Provided, however, that any member who is subject to suspension or expulsion shall be notified in writing in advance of the meeting of the Board of Directors at which his or her suspension or expulsion is to be discussed and voted upon, and shall be given the opportunity to appear at such meeting and address the Board with respect to the matter of his or her suspension or expulsion.

(c) The membership of an individual shall terminate upon the death of the member.

Section 5. Dues. The Board of Directors may at any meeting of the Board fix, change, amend or adjust the membership dues applicable to the classes of members enumerated in these Bylaws, without amending the Bylaws. Provided, however, that any dues increase which exceeds the cumulative increase of the Composite Consumer Price Index since the last dues increase must be confirmed by a majority of the voting membership. Dues shall be payable in advance of the membership year.

Section 6. Affiliations with Other Professional Organizations. All members shall be encouraged to maintain active membership in local, national and international pharmacy organizations. The corporation will also consider affiliation with one or more national pharmacy organizations to better serve its members.

Section 7. Regions. The Board of Directors shall establish six (6) geographical regions throughout the State of Wisconsin, each of which shall contain approximately the same number of voting members. Voting members shall be assigned to a region based on each member's self-designated mailing address. The voting members of each region shall elect one (1) individual to serve on the Board of Directors of the corporation. The Board of Directors may adopt such other policies and procedures relating to regional activities from time to time as they deem necessary.

Section 8. Sections. (a) The Board of Directors shall establish sections of members and shall determine eligibility requirements for membership in each section. The purpose for creation of the sections is to allow members to interact more effectively and to share common professional interests. In addition, a section may make recommendations to the Board of Directors with respect to issues of importance to the section and its members. Public statements issued by the Sections shall be consistent with policies set by the corporation.

(b) Each section shall be responsible for establishing dues for membership in the section. Such dues shall be in addition to the applicable membership dues for the corporation established pursuant to Section 5 of this Article. Each section shall also adopt an annual budget with respect to the conduct of its activities, which must be reviewed and approved by the Board. Each section shall be financially self-sufficient unless otherwise specified by the Board of Directors.

(c) The Board of Directors shall adopt administrative rules and such other policies and procedures relating to section activities as they deem necessary.

Section 9. Practice Interest Networks. The Board of Directors may from time to time establish practice interest networks to facilitate the exchange of ideas among members of the corporation having similar areas of interest. Practice interest networks shall receive limited financial and technical support from the corporation, as determined by the Board of Directors. Practice interest networks may petition the Board of Directors for section status once the criteria for establishment of a section have been met, as determined by the Board.

Section 10. Membership Year. Annual memberships shall extend for twelve (12) months from January 1 or July 1 in each year, as selected by the member.

Section 11. Annual Meeting. The annual meeting of members, for the purpose of installing directors and officers elected in advance of the meeting by mail or electronic ballot and for the transaction of such other business as may come before the meeting, shall be held in each year on such date and at such time and place as the Board of Directors may determine. At each annual meeting of members, a report on the affairs of the corporation shall be presented.

Section 12. Mid-Year Meeting. A regular meeting of the members for the transaction of such business as may come before the meeting, shall be held approximately six (6) months following the annual meeting, on such date and at such time and place as the Board of Directors may determine.

Section 13. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary within thirty (30) days of receipt of a written petition signed by not less than fifty (50) members entitled to vote.

Section 14. Notice and Waiver Of Notice.

(a) Notice. Notice of any meeting shall be given by oral or written notice delivered to each member not less than ten (10) days nor more than seventy (70) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting to each member of record entitled to vote at such meeting. Every effort shall be made to give notice of each meeting at least sixty (60) days prior to the meeting date. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. In lieu of such notice, notice may be given by publishing the same as a class 2 notice, under Chapter 985 of the Wisconsin Statutes, near the principal office of the corporation. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 15. Quorum and Manner of Acting. Fifty (50) voting members of the corporation, present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of members. The vote of a majority of the members entitled to vote represented at a meeting at which a quorum is present in person or by proxy shall be the act of the members, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or Articles of Incorporation or Bylaws of the corporation. Though less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

Section 16. Conduct Of Meetings. The President and in his or her absence, the President-Elect, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the members; however, in the absence of the Secretary, the presiding officer may appoint any other person to act as

secretary of the meeting. Meetings of the members shall be conducted according to Robert's Rules of Order, as revised. The order of business to be conducted at each meeting of the members shall be determined by the presiding officer.

Section 17. Committees of Members.

(a) Nominations Committee. The Nominations Committee shall be chaired by the immediate past Chairman of the Board and shall include at least three (3) other members appointed by the President, subject to confirmation by the Board of Directors. The Nominations Committee shall be responsible for procuring in advance of the annual meeting of members at least two (2) candidates for each director and officer position which will expire that year other than the positions of President and Chairman of the Board. There shall be a call for nominations in the official communication of the corporation prior to the first meeting of the Nominations Committee.

(b) Other Committees of Members. In addition to the committees of members described above, the Board of Directors may from time to time establish ad hoc committees, task forces and commissions to meet the needs of the corporation. Membership on the committees described in this Section shall be open to any member of the corporation.

Section 18. Proxies. Members may vote by proxy at all meetings of the members provided the proxy is in writing, signed by the member or the member's duly authorized attorney-in-fact, and filed with the Secretary before the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 19. Voting by Mail or Electronic Ballot. With respect to the election of directors and officers, members may vote by mail or electronically on ballot forms provided by the corporation. Not less than ninety (90) days prior to the date set for the annual meeting, the corporation shall mail a pre-printed ballot form, together with a pre-addressed return envelope, to each member eligible to vote at the member's address of record with the corporation. If the election is being conducted electronically, the corporation shall e-mail an electronic ballot to each member eligible to vote at the member's e-mail address of record with the corporation. The ballot form shall list the names of the individuals who have been nominated for election, as well as additional space for write-in candidates, and shall also include a deadline by which the completed ballot must be received by the corporation. Any ballot not received by the corporation by such deadline shall be considered invalid and shall not be included in determining the votes for directors and officers. The ballot form may also include such other information or instructions as may be necessary or appropriate.

Section 20. Voting By Members. Each member shall be entitled to one (1) vote upon each matter submitted to a vote, except to the extent that the voting rights of any class or classes of members are enlarged, limited or denied by these Bylaws.

Section 21. Presumption Of Assent. A member of the corporation who is present at a meeting of the members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

ARTICLE III Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The responsibilities of the Board of Directors shall include, but not be limited to, the following:

- (a) Approval of an annual budget and financial audit.

- (b) Approval of the time and place for the annual meetings of the members and the Board of Directors and all business meetings of the Board.
- (c) Appointment of the Executive Vice President/ Secretary.
- (d) Approval of all committee and organizational appointments.
- (e) Filling of vacancies on the Board of Directors.
- (f) Serving as the primary strategic planning unit for the corporation.
- (g) Establishing organizational policies and developing strategies and allocating resources to implement same.

Section 2. Number and Qualifications of Directors.

(a) From January 1, 1998 until the 1999 annual meeting of the corporation, the Board of Directors shall consist of the directors (including ex officio directors and temporary directors) set forth in Article IV of the Plan of Merger between the Wisconsin Society of Health-System Pharmacists, Inc. and the Wisconsin Pharmacists Association, Inc. dated _____, 1997, and such additional interim directors (not to exceed six (6)) as may be elected by the members.

(b) The number of directors shall be seventeen (17), plus the number of Section Chairs, or Section PSW Liaisons, plus Deans as outlined in Section 2(c)(v) or Article III and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the Wisconsin Nonstock Corporation Law, which at the time of adoption of these bylaws is three (3).

(c) The composition of the Board of Directors shall be as follows:

- (i) The officers of the corporation;
- (ii) One director from each of the six (6) Regions;
- (iii) Six (6) at-large directors;
- (iv) The Chair or PSW Liaison of each Section; and
- (v) The Deans of accredited schools of pharmacy physically located in Wisconsin.

(d) Ex Officio Directors. The President, Chairman of the Board, President-Elect and Treasurer of the corporation and the Chair of each Section shall be ex officio directors of the corporation with voting rights. The Executive Vice President of the corporation and the Deans as outlined in Section 2(c)(v) of Article III shall be ex officio directors of the corporation without voting rights. The ex officio directors shall be included in the total number of directors authorized in subsection (a) above.

Section 3. Election and Term.

(a) Method of Election. Each regional director shall be a voting member of the region which he or she will represent, and shall be elected by the voting members of that region by mail or electronic ballot by a plurality of the votes cast. The at-large directors shall be elected by all of the voting members of the corporation without regard to region by mail or electronic ballot by a plurality of the votes cast. If, during the election process, one candidate for a directorship or office withdraws, the other candidate shall be declared automatically elected.

(b) Term of Office. Directors other than the ex officio directors shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes, each class to consist of an approximately equal number of directors. Directors from even-numbered regions shall be elected in even years and directors from odd-numbered regions shall be elected in odd years, and such directors shall be classified accordingly. The at-large directors shall be divided as evenly as possible between the two (2) classes, so that one-half of the at-large directors shall be elected each year. At the conclusion of the installation of officers and directors at each annual meeting of the corporation, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of directors. No director shall serve for more than two (2) consecutive full terms.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the corporation. Failure of a director to attend two (2) consecutive meetings of the Board of Directors

without an excused absence granted in advance by the Chairman of the Board or the Executive Vice President/Secretary shall be deemed to be a resignation by the director.

Section 5. Removal. A director may be removed from office with or without cause by the vote of a two-thirds majority of the other directors of this corporation then in office either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the directors of this corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held in the same month in each year as the annual meeting of members, on such date and at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 8. Annual Leadership Retreat. Subsequent to each annual meeting of the members, there shall be a retreat of the Board of Directors for purposes of facilitating leadership development and ensuring organizational continuity.

Section 9. Regular Meetings.

(a) At the time of each regular meeting of the members, the Board of Directors shall conduct an open "town hall"-type meeting, which all members shall be invited to attend and participate in, providing members with an opportunity to express their opinions and concerns. The Board of Directors shall record all comments, provide due consideration thereto, and report back to the membership accordingly.

(b) In addition, the Board of Directors shall meet at least once each quarter and may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. All meetings of the Board of Directors shall be open to attendance by members and guests; provided, however, that the Board may, without prior notice, move to closed session for discussion of confidential or controversial issues. Final decisions on such issues, however, may not be made in closed session.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the Chair of the Board or Secretary, and shall be called by the Secretary: (a) on the written request of a majority of the directors, or (b) within thirty (30) days of receipt of a written petition signed by not less than fifty (50) members entitled to vote.

Section 11. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 12. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed, sent by facsimile or telegraphed to each director at his or her business address at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed given when confirmation of transmittal is obtained by the sender. If such notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Conduct Of Meetings. The Chairman of the Board and in his or her absence, the President, and in their absence any person chosen by the directors present shall call the meeting of the Board of Directors to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors; however, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. The Board of Directors may adopt rules of procedure for the conduct of meetings of the Board. The agenda for all meetings of the Board shall be determined by the Chairman of the Board, in consultation with the Executive Vice President.

Section 15. Manner of Acting. The act of two-thirds (2/3) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation.

Section 16. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 17. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 18. Compensation. Directors of the corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 19. Committees of the Board of Directors.

(a) Executive Committee. The Executive Committee shall be comprised of the elected officers of the corporation, who shall be voting members of the committee, and the Executive Vice President, who shall be a non-voting member of the committee. The Chairman of the Board of the corporation shall serve as Chair of the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation. The Executive Committee shall also make recommendations to the Board of Directors relating to property, funds, finances and other items of significance to the corporation.

(b) Other Committees. The Board of Directors by resolution may create one or more other committees, each consisting of three (3) or more directors designated by the President, subject to confirmation of the Board of Directors, having such powers and duties, not inconsistent with subsection (c) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors may also designate persons who are not directors to serve as non-voting members of any such committee.

(c) Nondelegable Powers; Alternative Members; Rules of Committees. No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to the filling of vacancies in committees of directors created pursuant to this Section 19. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 20. Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

ARTICLE IV Officers

Section 1. Number. The principal officers of the corporation shall be the Chairman of the Board, the President, the President-Elect and the Treasurer, each of whom shall be elected by the members, and the Executive Vice President, who shall be appointed by the Board of Directors and who shall also serve as Secretary of the corporation.

Section 2. Election and Term of Office. The officers of the corporation other than the Executive Vice President/Secretary shall be elected by the members by mail or electronic ballot prior to the annual meeting. The President shall hold office from the close of the annual meeting for a term of one (1) year, at which time he or she shall succeed to the office of Chairman of the Board and shall serve for a term of one (1) year in that office. The President-Elect shall hold office from the close of the annual meeting for a term of one (1) year, at which time he or she shall succeed to the office of President and shall serve for a term of one (1) year in that office, at which time he or she shall succeed to the office of Chairman of the Board, as provided above, and shall serve for an additional term of one (1) year in that office. The Treasurer shall hold office from the close of the annual meeting for a term of two (2) years. Each officer shall serve until a qualified successor is elected upon expiration of the term of the officer, or until the officer's death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the members or the Board of Directors may be removed with or without cause by the vote of a two-thirds majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall represent the corporation to the membership and to outside interests. The President shall, when present, preside at all meetings of the members. The President may also appoint members of committees and other organizational units of the corporation, subject to the consent of the Board of Directors. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, upon the expiration of his or her one-year term, succeed to the office of Chairman of the Board.

Section 6. Chairman of the Board. The Immediate Past President shall serve as Chairman of the Board, and shall call and preside at all meetings of the Board of Directors and the Executive Committee, and shall be, ex officio, a voting member of all committees of the Board of Directors. The Chairman of the Board, in consultation with the Executive Vice President, shall determine the agenda for all Board meetings, and shall also have such other responsibilities and duties as may be delegated by the Board of Directors.

Section 7. President-Elect. In the absence of the President, or in the event of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The President-Elect shall, upon the expiration of his or her one-year term, succeed to the office of President.

Section 8. Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these Bylaws; (b) present a financial report at all meetings of the Board of Directors; (c) prepare an annual budget, in conjunction with the Executive Vice President, for review and approval by the Board of Directors; and (d) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Executive Vice President. The Executive Vice President shall be the chief executive officer of the corporation and shall have the power, authority and responsibility to conduct and supervise the day-to-day business operations of the corporation. The Executive Vice President shall be appointed by the Board of Directors and shall enter into a formal employment agreement with the corporation outlining the responsibilities of the position. His or her actions shall be subject to periodic review by the Board of Directors. The Executive Vice President shall be responsible for the distribution of ballots for the election of directors and officers to the voting members of the corporation, the preparation of an annual budget, in conjunction with the Treasurer, for review and

approval by the Board of Directors, and the engagement of an outside financial consultant to perform an annual financial review of the corporation for presentation to the Board of Directors. The Executive Vice President shall be an ex officio non-voting member of the Board of Directors and the Executive Committee and shall also serve as Secretary of the corporation. The Executive Vice President shall also perform such other duties as may be prescribed by the Board of Directors.

Section 10. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 12. Compensation. Except for the Executive Vice President, officers of the corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE V Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.041 to 181.053, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise. All capitalized terms used in this Article IV and not otherwise defined herein shall have the meaning set forth in Section 181.041 of the Statute.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

ARTICLE VI Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE VII

Seal

The Board of Directors may provide a corporate seal and prescribe the form thereof.

ARTICLE VIII

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Each of the officers shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by law or directed by the Board of Directors, the President may authorize in writing any officer or agent of the corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Directors may select.

ARTICLE IX

Affiliated Organizations

The corporation may, from time to time and at the discretion of the Board of Directors of the corporation, establish affiliated pharmacy and/or business organizations which the Board deems necessary or advisable to meeting the needs of the corporation and its members. Such organizations may include, without limitation, nonstock, non-profit organizations, for-profit organizations and public and/or political organizations.

ARTICLE X

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof. However, no Bylaw adopted by the voting members shall be amended or repealed by the directors unless the Bylaw so adopted by the voting members shall have conferred such authority upon the directors.

Section 2. By the Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds of the voting members of the corporation present in person or represented by proxy at any regular or special meeting of the members at which a quorum is present.

Section 3. Implied Amendments. Any action taken or authorized by the Board of Directors or members having voting rights, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors or members having voting rights required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the ____ day of _____, 1997,
by the Board of Directors of Pharmacy Society of Wisconsin, Inc.

Secretary