

# Contents

Medicaid Pharmacy Administrators Association.....	3
ARTICLE I NAME AND LOCATION .....	3
Section 1.    Name .....	3
Section 2.    Registered Office.....	3
ARTICLE II PURPOSE.....	3
ARTICLE III MEMBERSHIP .....	4
Section 1.    Selection of Members .....	4
Section 2.    Membership .....	4
Section 3.    Application for Membership.....	4
Section 4.    Resignation of Member.....	4
Section 5.    Suspension or Termination of Membership.....	5
Section 6.    Non-Transferability of Membership.....	5
Section 7.    Place of Membership Meetings .....	5
Section 8.    Time of Annual Membership Meeting .....	5
Section 9.    Notice of Meeting.....	5
Section 10.   Special Meetings .....	6
Section 11.   Adjournment of Membership Meeting .....	6
Section 12.   Quorum .....	6
Section 13.   Proxies.....	6
Section 14.   Inspection of Corporate Records by Members.....	6
Section 15.   Inspection of Corporate Bylaws .....	7
ARTICLE IV DIRECTORS .....	7
Section 1.    General Powers .....	7
Section 2.    Number of Directors .....	8
Section 3.    Election, Term, Qualification.....	8
Section 4.    When Qualified .....	8
Section 5.    Liability Upon Resignation.....	8
Section 6.    Quorum.....	8
Section 7.    Voting.....	8
Section 8.    Compensation .....	9

Section 9. Initial Board of Directors .....	9
Section 10. Meetings.....	9
Section 11. Order of Business at Meetings of Board of Directors .....	9
Section 12. Action Without a Meeting .....	9
Section 13. Director Participation .....	10
ARTICLE V OFFICERS .....	10
Section 1. Officers.....	10
Section 2. Term .....	10
Section 3. Chair .....	10
Section 4. Vice Chair .....	10
Section 5. Secretary .....	11
Section 5. Treasurer .....	11
Section 6. At-large officer(s).....	11
Section 7. Holding More Than One Office.....	11
ARTICLE VI STANDING COMMITTEES AND COORDINATORS.....	12
Section 1. Program Committee.....	12
Section 2. Location Committee .....	12
Section 3. Alumni Coordinator.....	12
Section 4. Industry Coordinator .....	12
Section 5. Holding more than one position .....	12
ARTICLE VII VACANCIES.....	13
ARTICLE VIII REMOVAL FROM OFFICE .....	13
ARTICLE IX CORPORATE SEAL.....	13
ARTICLE X AMENDMENTS OF BYLAWS.....	13
ARTICLE XI FISCAL YEAR .....	13
ARTICLE XII TAX EXEMPT STATUS .....	13
ARTICLE XIII DISSOLUTION.....	14
ARTICLE XIV DUES .....	14
ARTICLE XV MISCELLANEOUS .....	14
ARTICLE XVI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS .....	15

# **Medicaid Pharmacy Administrators Association**

A Not-For-Profit Kansas Corporation

## **ARTICLE I**

### **NAME AND LOCATION**

#### **Section 1. Name**

The name of the Corporation shall be the **Medicaid Pharmacy Administrators Association**.

#### **Section 2. Registered Office**

The location of its registered office is 4601 E. Douglas Ave STE 150, Wichita, KS 67218. The registered agent at such location shall be Registered Agents Inc., a Kansas domestic corporation. The Corporation may establish and maintain offices or places of business at such other locations as the Board of Directors may, from time to time, designate or the business of the Corporation may require.

## **ARTICLE II**

### **PURPOSE**

The purpose of this association is:

1. To promote communication and the exchange of information among State Medicaid Pharmacy Programs.
2. To foster understanding and compliance with federal initiatives impacting State Medicaid Pharmacy Programs.
3. To share information and principles to assist State Medicaid Pharmacy Programs in the fiscally responsible management of such programs.
4. To adopt policies and principles which serve as guidance for the association in the establishment or improvement of State Medicaid Pharmacy Programs.
5. To work closely with appropriate bodies and committees of other regional and national health care organizations interested in improving the quality and scope of medical care to recipients of State Medicaid Pharmacy Programs.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. Selection of Members**

Active members must be a current pharmacy administrator as designated by their state Medicaid agency. Active members may participate in all discussions and meetings.

Active members who are also current members of a legacy Medicaid pharmacy administrator association will not be voting members and they cannot serve as a Board member. Legacy Medicaid pharmacy administrator associations include the Southern Association of Medicaid Pharmacy Administrators (SAMPA) or Western Medicaid Pharmacy Administrators Association (WMPAA). At the time a legacy Medicaid pharmacy administrator association ceases to exist or is merged out of existence, former members of the legacy Medicaid pharmacy administrator association will be voting members and can serve as Board members of Medicaid Pharmacy Administrators Association (MPAA).

Alumni members must have a previous tenure of not less than five (5) years as an active member of either MPAA, Eastern Medicaid Pharmacy Administrators Association (EMPAA), SAMPA or WMPAA. Alumni members will not be voting members and cannot serve as a Board member. Alumni membership will be active until such time as their employment may change their status. Alumni that are employed with a company or in a position that typically attends annual meetings under the industry category are not eligible to utilize an alumni status.

**Section 2. Membership**

State Medicaid Pharmacy Program representatives from all states, the District of Columbia, and any territories whose Medicaid program participates in the Medicaid Drug Rebate Program are eligible for active membership in the Medicaid Pharmacy Administrators Association. Membership is limited to one Medicaid Pharmacy Administrator from each Medicaid agency, unless the individual is a member of the Board of Directors. States with a representative serving as a Board member may have more than one state representative.

**Section 3. Application for Membership**

Applications for membership shall be made in the manner prescribed by the Board of Directors. The Board of Directors shall have authority to grant memberships under such terms and conditions as adopted by the Board of Directors.

**Section 4. Resignation of Member**

Any person may resign from membership by submitting a written or electronic resignation to the Board of

Directors. Members who are no longer designated as a current pharmacy administrator by their state Medicaid agency will be considered resigned.

#### **Section 5. Suspension or Termination of Membership**

If any member shall commit any act prejudicial to the conduct of the affairs of the Corporation or to the purposes for which the Corporation is formed and operated, or any member shall change their status so as to be ineligible for the class or type of membership granted to such individual, then such individual shall be notified by the Board of Directors of the intent to terminate or suspend such person's membership. Such individual shall have a period of time, not to exceed thirty (30) days after receipt of such notification, to respond. Such person may also request a hearing to be attended by the Board of Directors at which they may present their arguments in favor of continuing membership. By a simple majority vote of all the members of the Board of Directors, the membership of such person may be terminated or suspended after the time has expired for their opportunity to provide response and after opportunity for hearing has been granted if so requested. Suspension shall not be appropriate where the person has ceased to qualify for membership in the organization. Such member shall be notified of the actions taken by the Board of Directors and any restrictions or limitations placed upon such suspension or termination. All notices provided hereunder may be electronic mail to the member's last known address.

#### **Section 6. Non-Transferability of Membership**

Memberships in the Corporation shall be non-transferable either by inter vivos or testamentary device or otherwise.

#### **Section 7. Place of Membership Meetings**

All meetings of the membership shall be held at the principal office of the Corporation unless the Board of Directors designates another place within or without the State of Kansas, virtually or at the site of the annual meeting.

#### **Section 8. Time of Annual Membership Meeting**

The meetings of the membership shall be held annually and as called by the Board of Directors at a location, or virtually, to be agreed to by the Board. At such meetings, reports of the affairs of the Corporation shall be considered, and any other business that is within the power of the members may be transacted.

#### **Section 9. Notice of Meeting**

Notice of each meeting of the membership shall be given to each member by electronic communication. Such notice shall be addressed to each member at their last known address. Notice will also be posted to MPAA's website.

All notices of any meetings of the membership shall be provided to each member not less than ten (10) days prior to the date of such meeting. Notices shall specify the place, the date, and the hour of such meeting and shall state such matters, if any, as may be expressly required by statute for prior notice to the members.

#### **Section 10. Special Meetings**

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the Board of Directors. Notice of any special meeting shall be given the same manner as other meetings for the membership and shall include the general nature of the business to be conducted at such special meeting.

#### **Section 11. Adjournment of Membership Meeting**

Any membership meeting whether a quorum is present may be adjourned from time to time by a vote of the majority of the Board of Directors present there at, but in the absence of a quorum, no other business may be transacted at such meeting.

#### **Section 12. Quorum**

The presence of at least 34% of the membership, at any meeting of the membership, shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### **Section 13. Proxies**

Proxies are permitted if submitted by an active member to the Board of Directors. The proxy must be a substitute for the active member and must be eligible for active membership. The proxy must be approved by the Board and is in effect for a single meeting.

#### **Section 14. Inspection of Corporate Records by Members**

The membership list, the books of account, the minutes and proceedings of the members, the Board of Directors, and Executive Committees of the Board of Directors shall be open to inspection upon the electronic or written demand of any member within ten (10) business days of the receipt of such demand during ordinary business hours if for a purpose reasonably related to the interest as a member.

## **Section 15. Inspection of Corporate Bylaws**

The Corporation shall keep at its principal office for the transaction of business the original or a copy of these Bylaws and/or the original or a copy of the Bylaws as amended or otherwise altered to date. Such Bylaws shall be certified by the Chair or Vice Chair and shall be open to inspection by members at all reasonable times during ordinary business hours. A copy of the certified bylaws will also be available on the MPAA website.

## **ARTICLE IV**

### **DIRECTORS**

#### **Section 1. General Powers**

The Directors shall have all corporate powers as set forth in the Articles of Incorporation and all such other corporate powers and authority to operate the business and affairs of the Corporation. The Directors will also serve as the officers of the Corporation. Without prejudice to such general powers, but subject to the same limitations as may be set forth in the Articles of Incorporation, it is hereby expressly declared that the Directors shall have the following powers:

1. To select or remove all other Officers, agents, and employees of the Corporation, prescribe such powers and duties for such Officers, agents, or employees as may not be inconsistent with law, fix compensation, and establish such other rules and procedures as necessary for the employment and conduct of the Corporation's business.
2. To conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation.
3. To change the principal office, registered office, or registered agent of the Corporation as set forth in Article I hereof, to fix and locate from time to time one or more additional offices of the Corporation within or without the State of Kansas, to designate any place within or without the State of Kansas for the holding of any membership meeting, to prescribe the forms and requirements for membership and to adopt such forms for application of membership as may be deemed reasonable and necessary, and to issue and designate the terms and provisions for alumni membership.
4. To incur indebtedness for purposes of the Corporation and to cause to be executed and delivered therefore in the corporate name, promissory notes, bonds, debenture, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.
5. To appoint an Executive Committee or such other committees as deemed necessary or reasonable by the Corporation; to designate and delegate to such committees any of the powers and authority of the Board of Directors in the management, business, and affairs of the Corporation except the power to adopt, amend, or

repeal these Bylaws. Any committee of the Board of Directors shall be composed of any two or more members of the Board or the general membership.

## **Section 2. Number of Directors**

The number of Directors serving as members of the Board of Directors of this Corporation shall not be less than five (5) and shall not exceed ten (10). Directors must be active members of the Corporation.

## **Section 3. Election, Term, Qualification**

The initial Board of Directors shall be made up of all the members of the final WMPAA Board and final EMPAA Boards. The Board will determine which initial members serve one-year, two-year, and three-year terms to ensure Board membership continuity, and all future terms will be three-year terms. Subsequent elections will be once every calendar year for Board members in their final year of their term, and as needed due to resignations. Voting members of the association as outlined in Article III will be notified about elections by the Board. Scheduling of the elections will be decided by the Board. Elections may be completed either electronically or in person.

## **Section 4. When Qualified**

A member shall be deemed qualified to serve as a Director as outlined in Article III.

## **Section 5. Liability Upon Resignation**

When a Director resigns with notice to the other Board members, said Director shall cease to be liable for any acts of the Corporation that are done subsequent to the filing of said resignation.

## **Section 6. Quorum**

Forty percent of the total number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting, unless a larger percentage shall be required by these Bylaws, shall be regarded as the act of the Board of Directors. The Directors present at any duly called or held meeting at which a quorum is originally present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

## **Section 7. Voting**

Each Director shall have one vote. Every reference to a majority or other proportion of the members of the



Board of Directors shall refer to a majority or other proportion of the votes of such Directors present for the vote.

### **Section 8. Compensation**

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

### **Section 9. Initial Board of Directors**

The initial Board of Directors shall be as established in Article IV, Section 3.

### **Section 10. Meetings**

Regular meetings of the Board of Directors shall be held at least annually.

The Chair, upon notice to each Director, may call meetings of the Board of Directors; such notice shall be at least ten (10) days prior to the meeting. The Chair or Vice Chair may call meetings upon the written or electronic request of at least two (2) Directors.

### **Section 11. Order of Business at Meetings of Board of Directors**

The order of business at any regular meeting of the Board of Directors shall be as follows:

1. Reading of minutes.
2. Reports of Officers.
3. Old business.
4. New business.
5. Election of Officers when that is the purpose of the meeting.
6. Adjournment.

### **Section 12. Action Without a Meeting**

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by a simple majority of the Directors and filed with the minutes of the proceedings of the Board of Directors. Any action may be taken by the

Board of Directors utilizing the telephone or other electronic means of communication that allows each Director to express his/her respective opinion; provided such communications are reduced to writing and filed with the minutes of the proceedings of the Board of Directors.

### **Section 13. Director Participation**

Directors may participate in and hold a meeting by telephone or videoconference by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1. Officers**

The authorized Officers of this Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and one to six at-large officers. The initial chair will be the former incoming WMPAA chair, the initial vice chair will be the former incoming EMPAA chair, the Secretary will be the former incoming WMPAA Secretary, and the Treasurer will be the former incoming EMPAA treasurer. Remaining former EMPAA and WMPAA board members will be at large directors. Elections of officers will occur annually going forward.

#### **Section 2. Term**

The Board of Directors shall elect officers to one-year terms.

#### **Section 3. Chair**

The Chair shall preside at all meetings of the Directors and/or the membership. The Chair shall keep the Board of Directors fully informed; shall freely consult the Board concerning the business of the Corporation in the Chair's charge; shall be an ex officio member of all standing committees of the Board of Directors; may sign and execute all contracts, checks or other obligations in the name of the Corporation, and with the Vice Chair, may sign any certificates of membership in the Corporation; and shall do and perform such other duties as from time to time may be assigned by the Board of Directors.

#### **Section 4. Vice Chair**

The Vice Chair shall have such powers and shall perform such duties as may be assigned by the Chair or by

the Board of Directors. In case of the death, disability, refusal to act or absence of the Chair, the Vice Chair shall perform and be vested with all the duties and powers of the Chair.

#### **Section 5. Secretary**

The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the membership; shall attend to the giving and serving of all notices of the Corporation; may sign with the Chair, in the name of the Corporation, all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors, shall affix the seal of the Corporation, if any, thereto; shall have charge of any membership certificate books, corporate seal, if any, and membership lists, and such other books, papers, and records as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any Director, upon application at the office of the Corporation during business hours; shall sign, with the Chair, any certificates of membership in the Corporation; and shall, in general, perform all the duties incident to the office of Vice Chair, subject to the control of the Chair and the Board of Directors.

#### **Section 5. Treasurer**

The Treasurer shall have custody of all the funds and securities of the Corporation which may come into the hands of the Corporation; when necessary or proper, shall endorse on behalf of the Corporation, for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depository as the Board of Directors may designate; shall sign all receipts and vouchers for payments made to the Corporation; jointly with such other Officers as may be designated by the Board of Directors, may sign all checks made by the Corporation, and shall pay out and dispose of the same under the direction of the Chair or the Board of Directors; may sign with the Chair or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange and promissory notes of the Corporation; whenever required by the Board of Directors, the Treasurer shall render a statement of all cash accounts; shall enter regularly, in books of the Corporation to be kept for the purpose, a full and accurate account of all monies received and paid on account of the Corporation; shall at all reasonable times exhibit the books and accounts to any Director of the Corporation upon application at the office of the Corporation during business hours; shall perform all acts incident to the position of Treasurer, subject to the control of the Chair and the Board of Directors; and shall give a bond for the faithful discharge of duties, if required by the Board of Directors, in such sum as the Board of Directors may require.

#### **Section 6. At-large officer(s)**

There may be a minimum of one or a maximum of six at-large officers. The At-large officer duties will be decided by the Board as needed.

#### **Section 7. Holding More Than One Office**

No person shall hold more than one office.

## ARTICLE VI

### STANDING COMMITTEES AND COORDINATORS

#### **Section 1.           Program Committee**

The Board shall annually appoint Program Committee members selected from any voting member of the corporation (including existing Board members), or from other state Medicaid agency pharmacy program staff offered by MPAA members. The Program Committee is tasked with selecting topics and speakers to fill annual meeting continuing education agendas. Once the agenda is approved by the Board, the Program Committee members are responsible for recruiting and securing commitments from the speakers and working with an accrediting body to secure continuing education for the annual meeting. Program Committee members will determine their own structure for their committee to ensure efficient operations, but they must select an annual program committee chair who will be responsible for reporting to the Board of Directors.

#### **Section 2.           Location Committee**

The Board of Directors shall annually appoint up to three members to serve on the Location Committee. The members of the Location Committee will be selected from any voting member of the corporation (including existing Board members). The Location Committee will be tasked with selecting the locations for annual meetings. This will involve requests for proposals from hotels as well as any necessary site visits as approved by the Board of Directors.

#### **Section 3.           Alumni Coordinator**

The Board shall annually appoint an Alumni Coordinator who will be responsible for communications with MPAA alumni for the purposes of the annual meeting. The Alumni Coordinator will be selected from any voting member of the corporation (including existing Board members), from other state Medicaid agency pharmacy program staff offered by MPAA members, or from any existing alumni members.

#### **Section 4.           Industry Coordinator**

The Board shall annually appoint an Industry Coordinator selected from any voting member of the corporation (including existing Board members), or from other state Medicaid agency pharmacy program staff offered by MPAA members to serve as the point of contact for Industry for the corporation. The Industry Coordinator will utilize and interpret any guidance adopted by the Board and will make decisions based on that guidance to determine industry attendance at meetings.

#### **Section 5.           Holding more than one position**

Serving as a committee member or coordinator does not preclude an individual from being a member of

another committee, serving as another coordinator, serving on the Board of Directors, or serving as an Officer.

#### **ARTICLE VII**

##### **VACANCIES**

In case of the death, disability, resignation, removal, disqualification, or otherwise of one or more of the Officers, the Chair shall designate a successor who shall serve until the next election.

#### **ARTICLE VIII**

##### **REMOVAL FROM OFFICE**

The Board of Directors shall have power by a majority vote at any meeting to remove any Director or Officer from office with or without cause. Any Officer or agent may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

#### **ARTICLE IX CORPORATE SEAL**

The Board of Directors shall have the power to adopt a corporate seal should the Board determine that one is necessary.

#### **ARTICLE X**

##### **AMENDMENTS OF BYLAWS**

The Board of Directors shall have the power to make, amend, and repeal the Bylaws of this Corporation, by a vote of a majority of all of the Directors, at any regular or special meeting of the Board, provided that notice of intention to make, amend, or repeal the Bylaws in whole or in part shall have been given at the immediately preceding meeting, or without any such notice, by a vote of two-thirds of all the Directors.

#### **ARTICLE XI**

##### **FISCAL YEAR**

The Board of Directors, by appropriate resolution, shall determine the fiscal year of this Corporation.

#### **ARTICLE XII**

##### **TAX EXEMPT STATUS**

It is the intent and purpose of this association that it shall at all times be operated consistently with and in compliance with any requirements of any laws of the United States of America, or any state within which it conducts business to allow such Corporation to continue to qualify for tax exempt status under Section 501(c)(6) and 501(a) of the Internal Revenue Code of 1986 or such other United States Internal Revenue law as may correspond thereto. Any interpretation of these Bylaws, or the Articles of Incorporation of this association or any actions or events within this association conducted by the Officers, Directors, or

membership shall be interpreted in a manner consistent with such intent and purpose and all such provisions and Sections or Articles of these Bylaws shall be subject thereto.

### **ARTICLE XIII**

#### **DISSOLUTION**

Upon the dissolution of this Corporation, the governing body shall dispose of such remaining assets of this Corporation, after making provision for the payment of any or all of the liabilities of the Corporation, consistent and in compliance with the provisions of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### **ARTICLE XIV**

#### **DUES**

The Board of Directors by written resolution shall adopt fees or dues. The fees or dues may be assessed or required to be renewed at such periodic times as established by the Board of Directors. Such dues may be changed from time to time except that any person who shall be admitted as a member of this Corporation under any due or fee structure adopted by the Board of Directors may continue to retain such membership under such terms and conditions and no subsequent increase or renewal charge shall warrant an assessment or require additional amounts to be paid by such members. Any decrease in membership fees shall not entitle any member to a refund of past dues or fees already due to this Corporation. Non-payment of dues shall be a proper cause for suspension or revocation of membership hereunder.

### **ARTICLE XV**

#### **MISCELLANEOUS**

##### **Section 1. Annual Report**

No annual report to members shall be required, but the Board of Directors may cause to be sent to the members, reports in such form and in such manner and at such times as may be deemed appropriate by the Board of Directors.

##### **Section 2. Certificates of Membership**

The Board of Directors shall have authority to adopt a certificate of membership in such form and manner as may be deemed reasonable and necessary by the Board of Directors.

**ARTICLE XVI**

**INDEMNIFICATION OF DIRECTORS,  
OFFICERS, EMPLOYEES, AND AGENTS**

When a person is sued, or prosecuted in a criminal action, either alone or with others, because such person is or was a Director, Officer, employee, or agent of the Corporation, or of another corporation serving at the request of this Corporation, in any proceeding arising out of such person's alleged misfeasance or non-feasance in the performance of duties or out of any alleged wrongful act against the Corporation or by the Corporation, such person shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

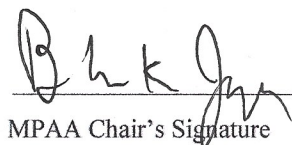
1. The person sued is successful in whole or in part, or the proceeding against such person is settled with the approval of the court.
2. The court finds that such person's conduct fairly and equitably merits such indemnity. The amount of indemnity which may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees, incurred in the defense of the proceeding as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article III, Section 9, for notice of membership meetings in such form as the court directs.

**THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK**

**CERTIFICATE OF CHAIR**

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Chair of the Medicaid Pharmacy Administrators Association.
- (2) That the Bylaws of said Corporation, the Medicaid Pharmacy Administrators Association, which is known as MPAA, were duly adopted by the MPAA Board in October 2023.
- (3) That the foregoing Bylaws constitute the original Bylaws of the Medicaid Pharmacy Administrators Association.

  
MPAA Chair's Signature

9/30/2023  
Date