

CHAPTER CHARTER  
OF THE  
\_\_\_\_\_ CHAPTER  
OF THE  
PARENTERAL DRUG ASSOCIATION, INC.

TO WHOM THESE PRESENTS MAY COME,

BE IT REMEMBERED that the Parenteral Drug Association, Inc. (hereinafter referred to as “PDA”), a District of Columbia non-profit corporation, with its principal office located in the State of Maryland, in the United States of America, having found due compliance with the requisites in the PDA Bylaws for the establishment of a PDA Chapter and this action having been approved by resolution of the Board of Directors on \_\_\_\_\_, 20\_\_\_\_.

NOW THEREFORE, this Charter is issued to the \_\_\_\_\_ CHAPTER (herein after referred to as the “Chapter”) of PDA with all the rights and privileges appertaining to a chapter for the duration permitted by the PDA Bylaws, under and subject to compliance by the Chapter to the terms and conditions of this Charter hereinafter set forth:

ARTICLE I  
Purpose

The purpose of the Chapter is to provide a local forum for discussion, meeting and information exchange and to promote PDA membership, and further PDA’s mission as determined by PDA’s Board of Directors from time to time.

ARTICLE II  
Chapter Governance

The Chapter shall adopt Chapter Bylaws approved by the PDA Board of Directors, which shall not conflict with PDA’s Articles of Incorporation, PDA’s Bylaws and other governing rules adopted by PDA’s Board of Directors. PDA’s Articles of Incorporation, PDA’s Bylaws and other governing rules shall govern in the event of any conflict with the Chapter Bylaws. The Chapter shall be governed by a Chapter Board whose number of members and manner of election or appointment shall be provided for in the Chapter Bylaws. PDA’s Board of Directors shall appoint the initial Chapter Board and initial Chapter Officers for newly formed or revitalized Chapters. A Chapter Board member or Chapter Officer may be removed from office at any time, with or without cause, by PDA’s Board of Directors.

ARTICLE III  
Membership

Pursuant to PDA's Bylaws, the Chapter's membership shall be limited to members of PDA residing in the geographic territory of the Chapter as defined below. An individual's membership in the Chapter shall terminate upon the termination or expiration of the individual's PDA membership. Participation in the Chapter's activities may be open to other interested persons, but such persons shall not hold office, be a member of the Nominations Committee, or vote in Chapter elections.

#### ARTICLE IV Geographic Territory

The geographic territory of the Chapter shall be established by the PDA President subject to the sole approval of the PDA Board of Directors. The initial geographic territory shall be \_\_\_\_\_. PDA may alter the Chapter geographic territory at its discretion. The Chapter may not conduct events outside its geographic territory without the prior written approval of PDA.

#### ARTICLE V Finances and Contractual Obligations

The Chapter financial requirements are stated in and governed by the Chapter Financial Principles, which may be amended from time to time by PDA at its sole discretion. Notwithstanding the foregoing, (1) the Chapter may charge fees for participation in and to support Chapter activities; (2) Chapter funds are subject to review, audit or reporting as required by PDA from time to time; (3) the Chapter shall not execute any contract or incur any financial obligation on behalf of PDA without the prior written approval of PDA; and (4) the Chapter shall be responsible for all of its own financial obligations incurred by it or attributed to its operations, including taxes, fees and assessments, if any.

#### ARTICLE VI PDA Name and Logo

The Chapter may not use PDA's name or logo in printed, graphic or electronic material without the prior written approval of PDA.

#### ARTICLE VII Compliance with the Laws

The Chapter shall abide by all laws, statutes, rules and regulations, including antitrust laws that apply to organizations transacting business in the geographic territory in which the Chapter is located.

#### ARTICLE VIII Property and Records



\_\_\_\_\_/\_\_\_\_\_  
PDA President Date

ACCEPTED AND AGREED

\_\_\_\_\_ CHAPTER OF PDA

\_\_\_\_\_/\_\_\_\_\_  
Chapter President Date