



COLORADO
PHARMACISTS
SOCIETY

Colorado Pharmacists Society

Amended and Restated Bylaws

(Last revised October 2025)

Articles of Incorporation

(Amended and Restated October 2025)

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Colorado Pharmacists Society
Bylaws

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ARTICLE 1. NAME AND SEAL

- 1.1 The name of the corporation shall be the Colorado Pharmacists Society, Inc., which shall be referred to as CPS.
 - 1.1.1 The official seal of CPS, which shall be used to authenticate documents of CPS, shall consist of the name of the corporation (Colorado Pharmacists Society) and the words “SEAL COLORADO”.

ARTICLE 2. OFFICES AND REGISTERED AGENT

- 2.1 The principal place of business of the corporation shall be at Denver, Colorado, and the address of the corporation’s registered office in Colorado shall be at Colorado’s Health Capitol; 303 E. 17th Ave Suite 400; Denver, CO; 80203. The Board of Directors may from time to time establish the principal place of business and such other offices, branches, subsidiaries, or divisions at such other places, within or without Colorado.
- 2.2 The Board of Directors may change the offices and the registered agent from time to time as is deemed appropriate.
- 2.3 The corporation, as provided herein, may change its registered office or its registered agent, or both, upon filing in the office of the Secretary of State of Colorado a notice of the change in compliance with the applicable Colorado statute.

ARTICLE 3. MEMBERSHIP

- 3.1 The membership of CPS shall consist of individuals who support the purposes of CPS as stated in the Constitution.
 - 3.1.1 Pharmacist Members: Pharmacist members shall be entitled to vote and to hold elected office.
 - 3.1.1.1 Pharmacist Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado shall be eligible for pharmacist membership.
 - 3.1.1.2 Resident Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado and is in a residency or fellowship be eligible for resident membership.
 - 3.1.1.3 Retired Members: Any pharmacist who is retired from the practice of pharmacy and who was previously licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado shall be eligible for retired pharmacist membership.
 - 3.1.2 Pharmacy Technician Members: Any person who is employed as a pharmacy technician and whose primary residence is in Colorado shall be eligible for technician membership. Technician members shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office. Pharmacy Technician members serving on the Board of Directors shall be voting members of the Board.

- 3.1.3 Student Pharmacist Members: Any person who is licensed as a pharmacy intern or who is actively enrolled in good standing in a pharmacy program in accredited colleges of pharmacy. Student members are entitled to all rights, privileges, and benefits of the Association except those of voting and holding office. Student pharmacist members may vote on issues within the Student Pharmacist Academy and may vote on officers for the Student Pharmacists Academy. At the discretion of the President, Student Members may be appointed to committees as voting members of that committee. Student Pharmacist Member serving on the Board of Directors shall be a voting member of the Board.
- 3.1.4 Student Pharmacy Technician Members: Any person who is not licensed to practice pharmacy and who is enrolled in a pharmacy technician training program. Student Pharmacy Technician members are entitled to all rights, privileges, and benefits of the Association except those of voting and holding office. At the discretion of the President, Student Pharmacy Technician Members may be appointed to committees as voting members of that committee.
- 3.1.5 Non-resident Pharmacists Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is not Colorado shall be eligible for non-resident pharmacist membership. Non-resident pharmacist members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office.
- 3.1.6 Associate Members: Any individual that supports the purposes and objectives of the association but does not meet the criteria of members described in other sections shall be eligible as an Associate Member. Associate members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office. At the discretion of the President, Associate Member may be appointed to committees as voting members of that committee.
- 3.1.7 Corporate Members: Any companies, businesses, or associations who are interested in advancing the profession of pharmacy shall be eligible for corporate membership. Corporate members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office.
- 3.1.8 Honorary members are individuals who have made outstanding contributions to pharmacy and shall be selected by the Board of Directors. Honorary members shall not pay dues, and may not vote or hold office unless otherwise eligible for active membership.
- 3.2 The dues and payment due dates for all members shall be determined by the Board of Directors. Dues shall be payable by the applicable due date, except for classes of membership where dues have been waived by these Bylaws and shall be delinquent if not paid as herein provided.
- 3.3 Period of Membership
 - 3.3.1 The period of membership shall begin on the day of the month that payment for membership is received and will continue for 12 months thereafter. Any person who has not paid their dues by 30 days after the applicable due date set by the Board of Directors or by a later date, if agreed to by the Board of Directors, shall be deemed to be delinquent and shall cease to be a member as of said date of delinquency.
 - 3.3.2 Honorary members shall be designated members for a specified period of time at the discretion of the Board of Directors.

ARTICLE 4. OFFICERS

- 4.1 The officers of CPS shall be the President, the President-elect, the Immediate Past President, the Treasurer, the Secretary and the Chief Executive Officer (CEO).
 - 4.1.1 The President-elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Immediate Past President, serving for one year in each office.
 - 4.1.2 The Treasurer shall be appointed by the Board of Directors and may serve unlimited one-year terms.

- 4.1.3 The Secretary shall be a member of the Board of Directors and shall be elected by the Board of Directors annually.
- 4.1.4 The President-elect shall be formally installed at the Annual Meeting.
- 4.1.5 The CEO shall be appointed by the Board of Directors.
- 4.2 The President shall serve as the principal elected official of CPS; serve as the Chair of the Board of Directors; communicate to the membership and public on the actions of the Board of Directors and on important new activities that affect and further the purposes of CPS.
 - 4.2.1 The President shall annually appoint Chairs and members of the councils, commissions, committees, taskforces, and other appropriate components set forth in these Bylaws and any ad hoc committee or groups that the Board of Directors establishes.
 - 4.2.2 The President shall be an ex-officio member of all councils, commissions, committees, taskforces, ad hoc committees, and groups of the Board of Directors.
 - 4.2.3 The President shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of CPS.
- 4.3 The President-elect shall perform the duties of the President in the President's absence; succeed to that office upon the death, resignation, or inability of the President to perform the duties of that office; serve as Vice Chair of the Board of Directors; and assist in communicating the policies and activities of CPS to its members and the public.
 - 4.3.1 The President-elect shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters that may further the purposes of CPS.
 - 4.3.2 A President-elect who succeeds to the office of President as provided in Section 4.3 shall serve out both the unfinished term to which he or she has succeeded and the term to which he or she would have succeeded in due course.
 - 4.3.3 The President-elect shall be nominated under the authority of the Board of Directors and elected by the membership entitled to vote as set forth in these Bylaws.
- 4.4 The Immediate Past President shall perform the duties of the President in the temporary absence of both the President and the President-elect and serve in such other capacity as may be designated by the Board of Directors.
 - 4.4.1 The Immediate Past President shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters that may further the purposes of CPS.
- 4.5 The Treasurer shall serve as the Chair of the Committee on Finance; and in conjunction with CEO, be responsible for overseeing conservation and prudent investment of assets and funds of CPS; assure expenditures of funds is in accord with programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors and members on the financial strength and needs of CPS.
 - 4.5.1 No monies shall be disbursed except upon authorization of two of the following individuals – President, Treasurer and CEO. The Treasurer shall periodically review and approve internal controls designed to ensure proper control of funds and disbursements and assure that current and projected income and expenses meet the budget of CPS.
 - 4.5.2 The Board of Directors may, at any time, inspect and verify the books and accounts of CPS.
 - 4.5.3 The Treasurer shall review and report upon the long-term financial projections and plans of CPS.
- 4.6 The Secretary shall have the responsibility to ensure that accurate records are maintained of the meetings of the Board of Directors and the membership and perform such other activities as the Board of Directors may direct. The secretary may delegate the recording function to another individual.
- 4.7 CHIEF EXECUTIVE OFFICER - The CEO shall be appointed by the Board of Directors. The CEO shall have executive supervision over all CPS activities, operations, financial affairs, contracts, and staff.

- 4.7.1 The CEO shall be responsible for the administration of CPS; direction of all operations, programs, and activities of CPS; and hiring, firing, and the compensation and benefits of staff, subject to the establishment of general salary and benefit policies by the Board of Directors. The CEO shall, at all times, carry out the policy aims and programs as generally determined by the Board of Directors.
- 4.7.2 The CEO shall be responsible for maintaining an accurate record of the meetings of the Board of Directors, members, and such other activities of CPS as the board of Directors may direct. The CEO shall give all notices required by law. The CEO shall have the authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature except as otherwise required in the Constitution or Bylaws of CPS.
- 4.7.3 The CEO shall be a non-voting member of the Board of Directors, and all councils, committees, taskforces, commissions, academies, or any other component group established by CPS.
- 4.7.4 The CEO shall be chosen by and serve at the pleasure of the Board of Directors. The Board of Directors may, on behalf of CPS, enter into a contract with the CEO with such terms and for such fixed period as the Board of Directors deems reasonable and in the best interest of CPS.
- 4.7.5 Upon termination, resignation, death or incapacitation of the CEO, the President, or his or her designee, shall serve as Acting CEO, according to a contingency plan approved by the Board of Directors, until a new CEO has been appointed by the Board of Directors, or until such time as the Executive is able to resume his or her duties.
- 4.8 The manner of filling vacancies of any office other than the CEO shall be as follows:
 - 4.8.1 The provision of Sections 4.3 and 4.3.2 shall apply
 - 4.8.2 If both the President and the President-elect shall become permanently unable to perform the duties of their offices, the Board of Directors shall appoint, from the Board of Directors, a President Pro Tempore to serve for the remaining of the unexpired term. The Nominations Committee shall present nominations for both the office of President and President-elect for the next scheduled election in accordance with the provision of these Bylaws dealing with elections.
 - 4.8.3 If the Treasurer or Secretary becomes unable to perform the duties of their office, the Board of Director shall elect another member to fill that vacancy.
 - 4.8.4 If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Director shall elect another member of the Board of Directors to perform the duties of that office.
- 4.9 The following miscellaneous provisions shall apply:
 - 4.9.1 To the extent not prohibited by these Bylaws, the officers may also exercise the powers that, by statute or otherwise, are customarily exercised by officers holding such offices or that may be established by the Board of Directors. However, only the President may execute, on the behalf of CPS, contracts, leases, obligations, and all other forms of agreement, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the Association. An officer may sign an instrument that must be executed by the President and that other officer. The Board of Directors may authorize any two officers to jointly execute a specific document or instrument.
 - 4.9.2 Except to the extent specifically authorized by the Board of Directors, no officer shall be entitled to any compensation for services. In accordance with the policies established by the Board of Directors, officers may be reimbursed for reasonable expenses incurred in discharging the functions of their office.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1 The Board of Directors shall have a minimum of 12 and a maximum of 16 members and shall consist of the President, President-elect, Immediate Past President, Treasurer, CEO, three at-large members, and up to eight board members elected from their respective academy. If there is not an active student or technician academy, then there will be up to six board members elected from their

- respective academy and five at-large board members. If there are not sufficient other active academies to meet the minimum number of board members, there shall be additional at-large board seats to meet the minimum.
- 5.1.1 The term of office for a Director, who also serves as an officer, shall be the term of that office, and the manner of election and filling vacancies in such offices shall be as specified in the Bylaws dealing with those offices.
 - 5.1.2 At-large Directors shall be nominated by the Nominations Committee. The term of office shall be three years, except in the case of a student or technician at-large member which will have a one-year term.
 - 5.1.3 Academy Board Members shall exist to provide board representation from varied pharmacy practice interests. Academy Board Members shall be elected only from and by members of their designated primary Academy. They shall serve a minimum of one (1) year term and shall represent only one (1) primary Academy on the Board. The Board shall determine the Academies eligible for Board representation every three (3) years. The representative of the academies who serve as Directors of CPS shall be selected by their respective academy membership in the manner specified in that academy's Bylaws.
 - 5.1.4 To maintain a constant representation of Student and Technician Board Members, if there isn't an active academy, candidates shall be nominated by the Nomination Committee and shall be elected by their respective membership type.
- 5.2 Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director chosen to fill the vacancy shall complete the unexpired term of his or her predecessor in office.
 - 5.3 The Board of Directors shall meet at least once annually in conjunction with an annual meeting and at such other times as the Board may determine. A special meeting shall be held upon written request of any three Directors or of the President.
 - 5.3.1 The Secretary or CEO shall establish the time and place of scheduled and special meetings and shall give the Directors reasonable advance notice thereof by electronic or other mode of transmittal.
 - 5.3.2 Except to the extent specifically authorized by the Board of Directors, no Director shall be entitled to any compensation for services. In accordance with the policies established by the Board of Directors, Directors may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging their functions at the direction of the Board of Directors.
 - 5.4 The Board of Directors shall manage the affairs of CPS, establish policies within the limits of the Bylaws, actively pursue the purposes of CPS, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors shall develop and approve an annual budget, establish financial goals for CPS, and oversee the financial operations of CPS. The Board of Directors shall establish and review long-term objectives of CPS and establish the priority of all programs and activities. The Board may establish whatever rules it deems advisable and may appoint whatever agents it considers necessary to carry out its powers.
 - 5.4.1 The Board of Directors may establish committees and task forces and designate representatives to other organizations.
 - 5.4.2 The Board of Directors may make contributions of CPS assets to other organizations for research and education activities of benefit to pharmacists practicing in the State of Colorado. The Board may also accept grants, contributions, gifts, bequests, or devices to further the purposes of CPS.
 - 5.4.3 The Board of Directors shall create, review, and modify the policies of CPS. The Board of Directors shall approve or disapprove all recommendations made by committees, task forces, or other such group created by, or which reports to the Board of Directors.

- 5.4.4 The Board of Directors shall approve all nominations to all committees, task forces, or other such groups created by, or which reports to the Board of Directors.
- 5.4.5 The Board of Directors and the officers shall tender reports at such times and in such manner as required by law.
 - 5.4.5.1 The Board shall share with the national affiliates all communications necessary to fulfill the national affiliates' need for state affiliate involvement.

5.5 Ex-Officio Members

- 5.5.1 Each ACPE accredited school of pharmacy in Colorado will be requested to appoint one faculty member, who is a CPS member in good standing, to serve as an ex-officio member on the Board of Directors. These ex-officio board members are expected to be a liaison between their respective school or college of pharmacy and CPS and expected to represent the views and priorities of the School. For the ex-officio member, a Dean or other administrative title is preferred
 - 5.5.1.1 Ex-officio school of pharmacy representatives to the CPS Board shall serve a two-year term and shall be non-voting members. Representatives can be reappointed for subsequent terms.
 - 5.5.1.2 This does not preclude other faculty members from the respective school or college of pharmacy from seeking an elected position to the Board.
 - 5.5.1.3 Ex-officio school representatives are expected to attend the majority of board meetings, either virtually or in person. Should the representative not be able to attend the majority of board meetings, or appropriately contribute to the matters of the Society, the CPS President or CEO may request through the Dean of that school that individual be replaced.
 - 5.5.1.4 Ex-officio members may choose to participate in CPS academies or committees outside of their participation on the Board.

5.6 Past Presidents Council

The goal of the Past Presidents Council is to continue to engage past leadership in board matters and provide historical perspective as needed.

- 5.6.1 Any past President of CPS who is retired from the board and is a CPS member in good standing is eligible to participate as a member of the Past Presidents Council.
- 5.6.2 Any past President may act as the Council chair and coordinate the activities of the Past Presidents Council. The Chair will be selected by the Council on a yearly basis. In the event there is no volunteer, the Past President who has just finished serving as Immediate Past President shall be the Chair.
- 5.6.3 One active member of the Past Presidents Council will attend each board meeting. The representative of the Council to the board may vary at each board meeting.

ARTICLE 6. ACADEMIES

- 6.1 The profession of pharmacy has many areas of interest among its members. CPS shall recognize groups of pharmacists or technicians practicing within the State of Colorado by establishing Academies that represent special interest practices or local practice settings. The stated purpose, articles, and Bylaws of the Academies must not conflict with the mission and vision of the CPS. The Board of Directors shall establish all policies concerning academies. This includes, but is not limited to, the criteria for formation, evaluation of petition and maintenance of academy status.
- 6.2 CPS shall promote and strengthen affiliation with Academies in order to support and fulfill the purpose and mission of CPS.
 - 6.2.1 Academies shall promote the standards and policies of CPS.

- 6.2.2 Academies shall use the official CPS logo and note their affiliation with CPS under the terms and conditions established by the CPS Board of Directors.
 - 6.2.3 Within the limits of its resources, CPS shall endeavor to provide services, benefits, and programs to assist Academies in furthering the purposes of CPS and in furthering the organizational strength of Academies.
 - 6.2.4 Academies shall administer the election of their officers and board members and the approval of their constitution and Bylaws.
- 6.3 Establishment of an Academy shall not limit the rights of CPS or the Academy.
- 6.3.1 Academies may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of CPS that has not been officially adopted by CPS.
 - 6.3.2 Acts of Academies shall in no way commit or bind CPS.
 - 6.3.3 Dues in Academies may be set by recommendation of the Academy with approval of the Board of Directors.

ARTICLE 7. CPS MEMBERSHIP MEETINGS

- 7.1 An annual meeting of the members shall be held on such date, at such place, and shall proceed in an order of business designated by the Board of Directors, or their designee, and shall be presided over by the President of the Board, or a member of the Executive Committee. The annual meeting may also be held by use of any means of communication by which all members participating may simultaneously hear each other during the meeting.
- 7.2 Special meetings of the membership for any purpose may be called by the President, the Board of Directors, or by any ten Active Members by giving notice in writing as hereinafter described. The purpose of the meeting must be specified in the notice.
- 7.3 Notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be sent or published not less than thirty (30) days nor more than ninety (90) days before the date of the meeting, by or at the direction of the President or the Secretary, to each Active Member.
- 7.4 Active Members present in person shall constitute a quorum for the transaction of business at any regularly scheduled meeting or special meeting.
- 7.5 At all meetings of the membership, voting may be via voice, but any Active Member may demand a vote by ballot.
- 7.6 Robert's Rules of Order, latest revised edition, shall prevail at all meetings of CPS except where contrary to the CPS Constitution and Bylaws. In the case of a conflict, the CPS Constitution and Bylaws shall take precedence.
- 7.7 All special orders for consideration at a membership meeting, including resolutions, must be submitted to the Board of Directors 30 days in advance of the meeting. The Board of Directors shall review such resolutions and may make comment prior to discussion at the membership meeting.
- 7.8 All actions taken at any Membership Meeting that would result in a change in the Constitution or Bylaws of CPS must be voted on by the entire active membership prior to final approval and adoption.

ARTICLE 8. AMENDMENTS

- 8.1 All proposals to alter or amend the Constitution or Bylaws of CPS must be voted on by the Board of Directors. If approved by the Board of Directors, then the proposal to alter or amend shall be presented to the Active Members for a vote.

- 8.2 All proposals to alter or amend the Constitution or Bylaws of CPS shall be submitted in writing to the Board of Directors at least 15 days in advance of a vote of the Board of Directors and must be signed by at least two Active Members of CPS. The proposal must be approved by a majority of votes cast by the voting members of the Board of Directors present. All proposals approved by the Board of Directors shall be submitted to the Active Members for a vote in a time frame designated by the Board of Directors.

ARTICLE 9. NOMINATIONS

- 9.1 The Board shall appoint a Nominating Committee that shall present to the Board of Directors at least 30 days prior to the Annual Meeting candidates for the following open board positions: President-Elect, At-Large Directors. All nominees except for technician members must be active members of CPS for at least 1 year, in good standing with the State Board of Pharmacy where licensed, and have expressed interest and consented to serve. The nominations committee shall recommend names for the at-large positions that maintain diversity of the board based on practice location and practice setting and special interest. The membership shall be notified of the nomination process by and encouraged to submit names of potential candidates to the nominations committee.

ARTICLES OF INCORPORATION
of
The Colorado Pharmacists Society
Amended and Restated October 2025

Article I

Name of Corporation

The name of the corporation (the "Corporation") is Colorado Pharmacists Society, Inc.

Article II

Corporate Duration

The period of duration of the corporation is perpetual, unless sooner dissolved and its affairs wound up in accordance with its By-Laws.

Article III

Corporate Purposes

The purposes of the Corporation are to promote and advance the profession of pharmacy, to increase public awareness of the role of pharmacy in the provision of health care, to promote the value of pharmacy services to the health, safety, and welfare of the general public, and to provide services to the membership of the Corporation.

In furtherance of such purposes, the Corporation shall have the power to transact all lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act, as amended, and the Corporation shall do all and everything necessary, suitable and proper for the accomplishment of its purpose.

Article IV

The Corporation shall not: (i) commingle its assets with those of, or pledge its assets for the benefit of, any of its members, trustees, officers, or other private persons, (ii) assume, guarantee or become obligated, or hold out its credit as being available to satisfy, the debt, liabilities or obligations of any of its members, trustees, officers, or other private persons, (iii) acquire obligations or securities of, or make loans or advances to, any affiliate or (iv) incur any indebtedness except that which is in accordance with the purpose set forth in Article III above. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

Registered Office and Agent

The registered office of the corporation shall be located in the State of Colorado, presently at 303 E. 17th Ave, Suite 400; Denver, CO; 80203 and the registered agent of said corporation shall be Emily Zadvorny.

Article VI

Membership

The Corporation shall be an association which shall consist of such membership classifications as provided in its By-Laws. The requirements for membership and the rights, duties and obligations of each class of membership shall be as prescribed by the By-Laws.

Article VII

Regulation of Internal Affairs of By-Laws

1. The affairs of general management of the corporation shall be carried out as provided in the By-Laws of the Corporation which shall be adopted by the Corporation's Board of Directors.
2. The powers to adopt new By-Laws or alter, amend, or repeal the By-Laws must be presented to the Active Members of the Corporation for a vote as these powers are vested in the Corporations Active Members.
3. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the board of directors, and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No change.
4. The Corporation shall indemnify any director, officer, or former director or officer of the Corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the Corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Article VIII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court

of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, the Court shall determine, which are organized and operated exclusively for such purposes

Article IX

The Corporation shall have such classes of voting members as described in their manner of election, qualifications, tenure, terms of membership, rights, powers, privileges and immunities stated in the By-Laws.

Article X

The articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the Corporation's By-Laws.

Article XI

Attestation

The Corporation by its President and Secretary, states that the actions represented by these amended and restated Articles of Incorporation were adopted by vote of the Active Members of the Colorado Pharmacists Society.