

**BYLAWS
OF THE
MINNESOTA PRESCRIPTION DRUG AFFORDABILITY ADVISORY COUNCIL**

**ARTICLE I
Name**

The name of this advisory council is prescribed in Minnesota Statutes, section 62J.88, hereinafter referred to as the “Advisory Council.”

**ARTICLE II
Object**

The object of this Advisory Council is prescribed in the Prescription Drug Affordability Act, Minnesota Statutes, sections 62J.85 to 62J.95, including any amendments that may be made to that Act after adoption of these bylaws.

**ARTICLE III
Members**

The members of the Advisory Council are prescribed in Minnesota Statutes, section 62J.88.

**ARTICLE IV
Officers**

Section 1. Officers and Duties. The following officers of the Advisory Council must perform the duties designated by these bylaws.

- a. Chair.** The Chair will preside at all Advisory Council meetings allowed by Article V, call any special meetings or emergency meetings allowed by Article V, coordinate with State agencies to fulfill these duties, and delegate authority to the Vice Chair as necessary to further the work of the Advisory Council and in accordance with these bylaws.
- b. Vice-Chair.** The Vice-Chair will advise and consult with the Chair and perform other such duties as delegated by the Chair. In the event of the absence or the inability or refusal to act of the Chair, the Vice-Chair will perform the duties of the Chair, and when so acting will have the powers of and be subject to all the restrictions upon the Chair. If the Chair is unavailable to the Advisory Council members for any period of time, the Vice-Chair will act as Chair.
- c. Secretary.** The Secretary will maintain or, where available, delegate to state-agency staff the duty to maintain all records of the Advisory Council, take and publish minutes of all meetings of the Advisory Council, and be the responsible authority under Minnesota Statutes, Chapter 13.

Section 2. Nomination Procedure, Time of Elections. The Advisory Council must elect officers from among its members by a majority vote at each annual meeting. Nominations for officers to be elected must be taken from the floor at each annual meeting.

Section 3. Term of Office. The officers must be elected to serve for one year or until their successors are elected. Officer's terms of office begin upon conclusion of the meeting at which they are elected and ends upon conclusion of the meeting at which their successors are elected.

Section 4. Office Holding Limitations. No member may hold more than one office position at a time, and no member may serve more than two consecutive terms in the same office.

Section 5. Vacancy in Office. In the case of a vacancy in the office of Chair, the Vice-Chair must serve the remainder of the term. In the case of a vacancy in the office of Vice-Chair or Secretary, a new Vice-Chair or Secretary must be elected by majority vote to serve the remainder of the term.

Section 6. Any officer may be removed from office by a two-thirds vote of the members present at a special meeting called for that purpose. Removal of a person from office does not remove the person from the Advisory Council.

ARTICLE V

Meetings

Section 1. Regular Meetings. The Advisory Council must hold a meeting at least once every three months pursuant to a schedule of meetings approved by the Advisory Council at the first meeting of each calendar year. If the Advisory Council decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it must give notice of the meeting as though it were a special meeting.

Section 2. Annual Meetings. The regular meeting held in October, November, or December of each calendar year will be known as the annual meeting. In addition to any other business, the annual meeting will be for the purpose of electing officers, receiving reports of officers and committees, setting the first meeting of the following calendar year, and for transacting such other business that may properly arise.

Section 3. Special Meetings. The Chair may order special meetings at any time. No business other than the business stated in the call may be transacted at special meetings.

Section 4. Emergency Meetings. The Chair may order emergency meetings in circumstances the Chair determines require immediate consideration by the Advisory Council, consistent with the provisions of Minnesota Statutes, section 13D.

Section 5. Notice. Notice of all meetings must be provided in accordance with the provisions of Minnesota Statutes, section 13D.

Section 6. Quorum. A quorum of the Advisory Council shall consist of a majority of members of the Advisory Council, consistent with the provisions of Minnesota Statutes, section 13D.015.

Section 7. Voting. Adoption of a motion and any election shall require the affirmative

vote of a majority of the members who are present and voting, or a majority of the required quorum, whichever is greater. Members may not cast absentee votes or vote by proxy.

Section 8. Supporting or Dissenting Report. Any member voting in favor of or against a motion may, at their option, file a supporting or a dissenting report that must be kept with the minutes of the meeting, so long as:

- a. On or before 14 calendar days following the meeting at which the vote was taken, the supporting or dissenting member provides written notice to the Council that they intend to file a supporting or dissenting report; and
- b. The final supporting or dissenting report is submitted to the Chair, Vice Chair, and Secretary no later than sixty days following the meeting at which the vote was taken. On or before 7 days after the report is filed, any other member or members may provide written notice of their concurrence in the report.

Section 9. Conflict of Interest. Each member of the Advisory Council is appointed to represent a specific constituency identified in Minnesota Statutes, section 62J.88, Subdivision 2. From time to time, the interests of these constituencies will necessarily conflict with the work of the Board. In recognition of these constituent-level conflicts of interest and to avoid conflicts-of-interest personal to the member, the members must perform the duties designated by statute and by these bylaws as follows:

- a. **Statutory Requirement.** All members must comply with Minnesota Statutes, section 62J.89.
- b. **Constituency Identification.** In any meeting governed by Minnesota Statutes, Chapter 13D and any report or other official correspondence of the Advisory Council, each member must identify themselves by their name and by the constituency that member was appointed to represent under Minnesota Statutes, section 62J.88, Subdivision 2.

Section 10. Proprietary Information. The Advisory Council must follow all proprietary-information policies and bylaws of the Prescription Drug Affordability Board established by Minnesota Statutes, section 62J.

ARTICLE VI

Committees

Section 1. Ad Hoc Committee Formation. The Advisory Council may appoint an ad hoc committee by a majority vote. It must designate a member of the Advisory Council to convene the first meeting of that committee. Each ad hoc committee Chair must submit a committee reports to the Advisory Council at the next regular meeting of the Advisory Council. Ad hoc committees will meet at a time and location determined by these committees and notice must be as prescribed in Minnesota Statutes, Chapter 13D.

Section 2. Ad Hoc Committee Membership and Term. The Advisory Council Chair is an ex-officio, non-voting member of all committees, but when acting in an ex officio capacity, the Advisory Council Chair is not counted for quorum. No member may chair more than one committee at a time, and no member may serve more than two consecutive terms as chair of the same committee. The term for committee members corresponds to that of Advisory Council

officers.

ARTICLE VII

Amendment of Bylaws

Written amendments to these bylaws must be presented to the full Advisory Council for its review and consideration and shall be voted upon at the next Advisory Council meeting. A two-thirds vote at a properly called meeting at which quorum is present shall be required to pass an amendment.