

BYLAWS OF THE NATIONAL PHARMACEUTICAL ASSOCIATION

ARTICLE I.

NAME AND PRINCIPAL OFFICE

Section 1. Name

This ASSOCIATION shall be called the *NATIONAL PHARMACEUTICAL ASSOCIATION*.

Section 2. Principal Office

The principal office of the National Pharmaceutical Association, Inc., a nonprofit corporation incorporated under the laws of the State of Delaware, (hereinafter referred to as "NPhA" or "ASSOCIATION"), shall be in the State of Delaware.

Section 3. Other Offices

NPhA may have such other office(s) at a suitable place or places within or without the State of Delaware as may be designated from time to time by the Board of Directors.

ARTICLE II. MISSION STATEMENT

Section 1. Mission Statement

The National Pharmaceutical Association is dedicated to representing the views and ideals of minority pharmacists on critical issues affecting health care and pharmacy, as well as advancing the standards of pharmaceutical care among all practitioners.

Section 2. Purposes

NPhA shall have the following purposes relating to the interests of the profession of pharmacy:

- a. To support a system of education and professional training which will assure the public the availability of competent personnel to discharge the accepted functions of the practice of pharmacy, especially among disenfranchised communities;
- b. To promote good health by providing information for the safe and effective use of medications by members of the health professions and the general public;
- c. To provide information on current topics and medical products and services through newsletters, journals, conventions and zone meetings;
- d. To encourage interest in the practice of pharmacy as a professional career, especially among minority students;
- e. To encourage and maintain relations with members of other health professions and their respective organizations by being a voice on public policy issues affecting and in representing minority patients and pharmacists;
- f. To maintain lines of communication between the organization and its membership so that their needs are accurately represented;
- g. To provide continuing pharmaceutical education for its members; and
- h. To pursue such other lawful purposes within its corporate powers as may be approved from time to time by the House of Delegates or Board of Directors.

ARTICLE III. MEMBERS

Section 1. Classes of Membership

This ASSOCIATION shall have Active, Life, Associate, Retired Pharmacist, Pharmacy Graduate, Student and Affiliate Classes of Membership.

Section 2. Active Membership

An active member must be a pharmacist licensed in one or more of the states of the USA; any of its territories or possessions; or the British West Indies; or a graduate of a College or School of Pharmacy accredited by the American Council on Pharmaceutical Education. Active members shall have the right to serve as delegates to the House of Delegates and the right to hold elective office. Active members shall also have the right to elect officers of the ASSOCIATION and of their respective zones and to vote on any manner submitted to them for a vote by the House of Delegates or Board of Directors.

Section 3. Life Membership

A Life Member is any member paying the set amount in one year and who meets Active membership requirements. Life Members are entitled to all the rights and benefits of an Active Member and to membership for life. This privilege is non-transferable.

Section 4. Associate Membership

A nonvoting membership is established for any individual not eligible for Active membership and who supports the purposes of this ASSOCIATION.

Section 5. Retired Pharmacist Membership

A membership is established for pharmacists who have retired from active practice. Retired Pharmacists may hold office and vote by virtue of that office, if, and only if, they have been an active member for at least five (5) years prior to retirement.

Section 6. Pharmacy Graduate Membership

A free membership is available to pharmacy graduates during the first year after graduation, if they were a Student NPhA member. Pharmacy Graduate members are entitled to all the rights and benefits of Active Membership.

Section 7. Technician Membership

A technician member must be registered with a state board of pharmacy as a technician, certified as a pharmacy technician or employed as a pharmacy technician or technician in training in any healthcare setting. Technician members may attend meetings, and may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office except as provided by the bylaws.

Section 8. Student Membership

Any student, enrolled in an accredited School or College of Pharmacy, shall be eligible for Student Membership in the ASSOCIATION's subdivision, Student National Pharmaceutical Association. A student member shall have full voting rights and be eligible to hold office in the Student National Pharmaceutical Association. Student Members are also eligible to serve as voting members of the NPhA House of Delegates and the Board of Directors as hereinafter provided.

Section 9. Affiliate Membership

A nonvoting membership is established for any organization, institution or corporation not eligible for Active membership and

who supports the purposes of this ASSOCIATION. Any individual or organization, whose membership to this ASSOCIATION has been terminated, may reapply. This application shall require the specific approval of the Board of Directors.

Section 10. Admission to Membership

Any individual or organization shall be admitted to membership upon completion of administrative processing of dues, provided, however, that the Board of Directors may deny an individual membership for cause, meaning proven conduct tending to damage the public reputation of the ASSOCIATION.

Section 11. Termination of Membership

Any member may voluntarily terminate membership by written notice to this ASSOCIATION or by failing to pay his or her dues. Termination of membership shall be effective upon completion of administrative processing of such notice. No such voluntary termination of membership shall be initiated in order to avoid any debt to this ASSOCIATION or to avoid any pending disciplinary action.

This ASSOCIATION may terminate any membership for failure to pay required dues or as the result of disciplinary action by the Board of Directors. Such termination of membership shall be effective at the convenience of this ASSOCIATION. Termination of membership shall void the right of any member to all membership benefits and services.

ARTICLE IV. ANNUAL DUES

Each member shall pay such dues as may be determined by a majority vote of the House of Delegates of the ASSOCIATION for each class of membership. These financial obligations **are due and payable on January 1st** of each calendar year. A monetary inducement to encourage prompt payment (such as a late payment differential fee) may be established by the Board of Directors. The Board also may establish from time to time such administrative policies and procedures as it deems necessary or desirable to facilitate the payment and receipt of required dues.

ARTICLE V. RIGHT OF WITHDRAWAL

Any member may withdraw from membership in NPhA, after payment of all dues and other obligations which may be owed to the ASSOCIATION, by giving written notification to the Executive Vice President or by not paying the annual dues. The reason(s) for withdrawal of any Life Member shall be presented at the next scheduled meeting of the Board of Directors.

ARTICLE VI. HOUSE OF DELEGATES

Section 1. Composition

The House of Delegates shall consist of the following:

- a. Fifty (50)-elected Zone Delegates (who shall represent a proportionate number of members from each zone);
- b. The Past Presidents of the ASSOCIATION; and
- c. Two (2) Association Subdivision Delegates from each Subdivision.

Each voting delegate must be an Active, Life, Retired or Student Member of this association.

Section 2. Apportionment of Delegates

Zone Delegate apportionment shall be determined by the following method: As soon as convenient after September 1st in every fourth year beginning with the year 1986, the Board of Directors shall apportion fifty (50) delegates among the zones as

recorded. Each zone shall have at least one delegate. For the purpose of computing the reapportionment, the Board shall use the total number of active members during the immediately preceding year. This apportionment shall prevail until the next quadrennial apportionment regardless of whether the NPhA membership from a particular zone increases or decreases.

Section 3. Election of Delegates

Zone directors shall administer the election of voting zone delegates for the House of Delegates on an annual basis. These elections will be carried out by mail ballot **no later than ninety (90) days prior to the annual meeting**. The zone shall conduct an election to select voting zone delegates from among the active members of NPhA within the zone; only members whose dues are current may vote in that election. Each zone shall certify and transmit to the Secretary of NPhA the names and addresses of the elected delegates **no later than sixty (60) days prior to the annual meeting**. Such delegates shall be deemed to be duly qualified only after certification by the Credentials Committee. Delegates, as long as their membership remains current, shall continue in office until the next election and certification.

Any issue of question relating to qualification or eligibility of any delegate or alternate shall be referred to and resolved by the Board of Directors. If a zone fails to submit the election results by the deadline, the Board may, at their discretion, administer the election.

The Subdivision Delegates shall be chosen by the Speaker of the House of Delegates from among the Subdivision members in the absence of a Subdivision election.

Alternate Zone Delegates shall be chosen in the same manner and within the same time frame as that designated for choosing Zone Delegates.

Section 4. Speaker of the House of Delegates

The House of Delegates shall elect a Speaker as the last order of business at the second House Session, who shall be installed immediately upon election and serve until the expiration of the term of office at the next yearly session of the House of Delegates. The Speaker may succeed to that office, but may not serve more than three successive terms. It is the duty of the Speaker to ensure the orderly conduct of business at the House of Delegates' Sessions and to serve on the Board of Directors.

Section 5. Vice Speaker of the House of Delegates

The Immediate Past President shall serve as Vice Speaker of the House of Delegates. The duties of the Vice Speaker are to serve as the Speaker of the House in the absence of the elected Speaker. In the event that the Immediate Past President cannot serve, the most-immediate Past President attending the session shall serve as the Speaker.

Section 6. Secretary of the House of Delegates

The Secretary of NPhA shall serve as Secretary of the House of Delegates.

Section 7. Rules of Procedure

The House shall adopt its own standing Rules of Procedure. Any member of the ASSOCIATION may gain the floor with the indulgence of the House, but only a delegate may vote. Each voting delegate shall have one vote and no delegate may have more than one vote by virtue of any dual capacity in the House of Delegates. Members of the NPhA shall have no right to vote in the House of Delegates except by virtue of status previously described.

Section 8. Duties of the House of Delegates

The principal duties of the House of Delegates shall be to determine the policies of the ASSOCIATION, to suggest programs designed to achieve the objectives of the ASSOCIATION, to approve memberships whenever necessary, to set the annual dues structure as described in Article IV, and to adopt and amend the Bylaws of NPhA.

NPhA professional policy, as approved by the Board of Directors shall be submitted to the House of Delegates for review, consideration, modification, approval, or disapproval. In the event the House fails to approve a matter as submitted to it, the House shall note the reason in its proceedings and return the matter to the Board of Directors for review, modification or other action. The Board of Directors shall then duly report its action at the next session of the House of Delegates. Individual delegates may make recommendations to the Board of Directors on such matters as each delegate deems appropriate.

As to any resolution or item of business presented to the House, the Board of Directors shall normally certify that it has duly considered the matter. However, should the House of Delegates debate a matter that the Board of Directors has not so considered, the matter shall automatically be referred to the Board of Directors for review before the House of Delegates takes final action on that matter. The Board shall report on that matter for consideration by the House at the next regular meeting of the House of Delegates. If the Board of Directors rules that bona fide extraordinary circumstances require immediate action and if a majority of the delegates present and voting concur, the House of Delegates may exercise extraordinary authority and amend, modify or substitute any matter placed before it.

The House of Delegates shall, except for dues and otherwise specifically provided by the Bylaws, have NO authority over the financial affairs of NPhA, but may make recommendations to the Board of Directors.

Section 9. Meetings of the House of Delegates

A yearly assembly of the NPhA House of Delegates shall be convened during the NPhA Annual Meeting and held as two sessions. The House of Delegates shall conduct such business as may come before it. Special sessions of the House of Delegates may be called by the Board of Directors upon written request of 70 percent of voting zone delegates, provided that such request contains the specific topic(s) to be considered at that meeting. Notice of the time, place and agenda of all meetings of the House must be given to the membership at least thirty (30) days in advance of the meeting date.

In the event that the House of Delegates cannot be filled through election or appointment of delegates within 90 days of the yearly assembly, the business of the ASSOCIATION shall be conducted through two business meetings.

ARTICLE VII.**OFFICERS AND ELECTED DIRECTORS****Section 1. Officers**

The officers of this ASSOCIATION shall be the President, President-Elect, Immediate Past President, Treasurer, and Secretary.

Section 2. Qualifications

All officers shall be active members in good standing with the ASSOCIATION for a minimum of two years or a qualified Retired Pharmacist Member.

Section 3. President

The President shall preside at all meetings of the ASSOCIATION (except the House of Delegates), serve as Chair of the Board of Directors, appoint standing and special committee members subject to the approval of the Board of Directors, serve as the official representative of the ASSOCIATION at professional and social functions, serve as a voting member of all committees (except the Nominating Committee) and perform such other duties as usually pertain to the office of President in a timely manner.

Section 4. President-Elect

The President-Elect shall assume the powers and duties of the President when he or she is unable to perform the duties of that office, fill the office of President for any unexpired term (should that office become vacant), serve as Chair of the Nominating Committee and perform other duties as assigned by the President or Board of Directors.

Section 5. Immediate Past President

The President shall assume the office of Immediate Past President at the expiration of his or her term as President at the same moment the new President is installed. The Immediate Past President shall be a member of the Board of Directors and the Finance Committee, and perform other duties as assigned by the President or Board of Directors.

Section 6. Treasurer

The Treasurer shall be responsible to the Board of Directors for the supervision of all financial affairs of the ASSOCIATION, serve as Chair of the Finance Committee, approve all expenditures of the ASSOCIATION, make an annual financial statement to the membership (which includes, but is not limited to, an income and expense statement and an assets and liabilities statement), which reflects a certified audit of the current financial condition of the ASSOCIATION. The Treasurer shall also be responsible for the continuing management of the financial affairs of the ASSOCIATION.

No moneys over \$1,000.00 shall be disbursed from the ASSOCIATION treasury except upon the signature of BOTH the Treasurer and Executive Vice President, or, in the absence of a functioning Executive Vice President, the President. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and make sure that current and projected income and expenses meet the budget of the NPhA.

The Board of Directors may at any time inspect and verify the books and accounts of the NPhA. The Treasurer shall periodically review and report upon the long-term financial projections and plans of the NPhA.

Section 7. Secretary

The Secretary shall keep an accurate record of all ASSOCIATION affairs; shall keep and maintain an accurate record of the meetings of the Board of Directors, the House of Delegates and such other activities as the President or Board of Directors may direct. The Secretary shall give all notices required by law. The Secretary shall have authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature.

Section 8. Terms of Office

The terms of office for the Secretary, Treasurer, President and President-Elect shall be for two years. The President and

President-Elect may be elected to two, non-consecutive terms only. The Secretary and Treasurer may succeed their office.

Section 9. Zone Directors

Zone directors shall be elected as provided for in Article XIV. The term of office shall be for two (2) years. No individual shall serve more than two successive terms or for more than six total years in any one Zone.

Section 10. Executive Vice President

The Executive Vice President shall be selected by the Board of Directors for a term of no more than three years. The Executive Vice President shall serve as the Chief Executive Officer of NPhA with suitable compensation as determined by the Board of Directors

Subsequent appointments of the same person may be made. Upon termination, resignation, death or incapacitation of the Executive Vice President, the Board of Directors shall appoint an individual to act in this capacity, on an interim basis, until such time as the Board of Directors appoints a new Executive Vice President.

Section 11. Honorary President

An Honorary President may be elected on occasion to honor a person for long and distinguish service to the ASSOCIATION. Nomination and election shall be conducted as herein after provided. The term of office shall be for two years. In keeping with the nature of the office, no duties shall be assigned to the Honorary President.

ARTICLE VIII.

EXECUTIVE VICE PRESIDENT

Section 1. Duties of the Executive Vice President

The Executive Vice President is the chief administrative officer of the ASSOCIATION and implements all policy decisions of the Board of Directors and the House of Delegates. Among the duties of the Executive Vice President are:

- a. To serve as executive head of the ASSOCIATION office and to provide leadership for ASSOCIATION activities;
- b. To employ, direct and supervise all members of the Association staff subject to the established policies of the Board of Directors;
- c. To alert and advise the Officers and Board of Directors about significant matters needing their attention and action;
- d. To coordinate the activities of the committees, the zones and NPhA affiliates, and the projects and programs of NPhA, and to advise these groups on pertinent matters;
- e. To serve as custodian of all moneys, securities, deeds and other valuable effects belonging to the Association;
- f. To prepare, with the Treasurer and Finance Committee, a proposed annual budget of the ASSOCIATION for review and adoption by the Board of Directors;
- g. To supervise the publication and distribution of all ASSOCIATION publications and to serve as the Business Manager of The Journal of the National Pharmaceutical Association;
- h. To serve ex-officio (or through her or his appointed deputy) without vote on all committees of NPhA;
- i. To mail notices pertaining to all meetings and elections of NPhA, its House of Delegates and the zones to all members in the prescribed time frames;
- j. To present an annual report on the status of the ASSOCIATION to the Board of Directors and to the House of Delegates;

- k. To present to the Board of Directors and House of Delegates an annual report of the activities of the Office of NPhA; and

- I. To perform such other duties as may be determined by the Board of Directors.

The Executive Vice President shall be responsible for the day-to-day administration of the NPhA and the direction of operations, programs and activities of the ASSOCIATION.

The Executive Vice President shall at all times carry out the policy aims and programs as generally determined by the Board of Directors. The Executive Vice President shall be compensated fairly, including benefits and performance bonuses, under guidelines set forth by the Board of Directors.

Section 2. Performance Evaluation of the Executive Vice President

The President shall appoint an Executive Vice President Performance Evaluation Committee at intervals not to exceed three years and designate its chair. The Committee shall consist of at least the following ASSOCIATION members: two current or past members of the Board of Directors AND the current Speaker of the House. The Chair of the Committee shall submit a report of the findings to the Board of Directors no later than a date determined by the appointing President.

Section 3. Absence of an Executive Vice President

In the absence of an Executive Vice President, the President shall act in this position. The Board, at its discretion, may hire an outside management service or an association manager to perform some or all of the duties set forth above.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Membership

The number of members of the Board of Directors shall be seventeen (17). The members of the Board of Directors shall be the President, who shall be the Chair; the President-Elect, who shall serve as Chair in the absence of the President; the Immediate Past President; five (5)-elected Zone Directors; the Secretary; the Treasurer; the Speaker of the House; the NPhA Auxiliary Executive Director; the SNPhA Executive Director; and the SNPhA President-Elect. The Executive Vice President shall attend and participate in **ALL** Board of Directors meetings, except for those discussions concerning his or her own performance.

Section 2. Duties and Authority

All corporate powers shall be executed under the authority of the Board of Directors. The Board of Directors shall manage the affairs of the NPhA, establish policies within the limits of the Bylaws, actively pursue the purposes of the NPhA, and have discretion in the control, management, investment and disbursement of funds.

Among the duties of the Board of Directors are:

- a. To review, amend where appropriate, and approve the ASSOCIATION's annual budget submitted by the Finance Committee;
- b. To establish and review the long-term objectives of NPhA and to establish priorities among programs and activities;
- c. To appoint the Editor of the Journal of the National Pharmaceutical Association;
- d. To appoint individuals, representatives or delegates at the request of other organizations desiring representation from the ASSOCIATION;

- e. To establish whatever rules and regulations for the normal conduct of its business it deems advisable and to appoint whatever agents it considers necessary to carry out its duties;
- f. To review nominations to all committees and commissions, except where elected by the House of Delegates;
- g. To review problems and identify actions which require the attention of the House;
- h. To appoint the Executive Vice President of the ASSOCIATION for a specified term;
- i. To provide for the dissemination of information to the members of NPhA; and
- j. To delegate authority on pertinent issues and topics to the Executive Committee of the Board of Directors.

Section 4.

Executive Committee of the Board of Directors

An Executive Committee of the Board of Directors shall be established which consists of at least the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The duties of the Executive Committee shall be take final and immediate actions on issues and topics of the Association as authorized by the Board of Directors. A quorum of the Executive Committee shall be at least four members.

Section 5. Vacancies

Any vacant position, except the President or President-Elect slots, on the Board of Directors, shall be filled by an Active member of NPhA elected by the Board of Directors for the remainder of the departing members' term.

Section 6. Meetings

The Board of Directors shall meet at least annually in conjunction with the yearly meeting of the House of Delegates **AND** at least two other times between Annual Meetings. The time and place of meetings for the Board of Directors shall be established by the President and at such other times as the Board of Directors may determine. A special meeting shall be called upon written application of any eight (8) Board of Directors members or of the President, provided that such request contains the specific topic or topics to be considered at that meeting. Notice of the time, place and agenda of all meetings of the Board of Directors must be **received** by the members of the Board at least ten (10) days in advance of the meeting date. The Executive Director shall establish the time and place of scheduled and special meetings and provide notice thereof by mail of other mode of transmittal in a timely fashion.

Section 7. Compensation

No Board of Directors member shall be entitled to any compensation for services. Pursuant to policies adopted by the Board of Directors members may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging functions at the direction of the Board of Directors.

ARTICLE X.

NOMINATIONS AND ELECTIONS

The Nominating Committee shall nominate candidates for President-Elect; Treasurer, and Secretary. During the even-numbered years, there will be an election for the President-Elect, and Secretary. On the odd-numbered years, there will be an election for the Treasurer. The names of the candidates must be accompanied by biographical data and a request that the member indicate on a ballot, enclosed for that purpose, the choice of candidates for the offices to be filled and return same by mail

within thirty (30) days of the date printed on the ballot. All ballots mailed within the 30 days of the date printed on the ballots are to be delivered by the Executive Vice President to a Board of Canvassers (of at least three members) appointed by the Board of Directors, who shall count the votes and certify the results of the election.

In the event a candidate withdraws from or is otherwise unable to complete an election, the other qualified candidate, in the case of a two-party election, shall be declared the winner by the Board of Canvassers. In the case of an election between three or more parties, the election shall continue with the candidate receiving a plurality of votes being declared the winner.

If an election results in a tie vote, the President of the ASSOCIATION, in office at the time, shall cast a vote to break the tie.

In the event an individual who is declared the winner withdraws prior to or is otherwise ineligible for installation into office, a new election shall be held within forty-five (45) days.

ARTICLE XI. VOTING BY MAIL

At any time and as permitted by law, upon two-thirds affirmative vote of the Board of Directors, any question or item of business may be submitted by mail to a vote of the House of Delegates (or membership, where appropriate) during the interval between Annual Meetings. Upon two-thirds affirmative vote of the House of Delegates, any question or item of business not in conflict with the Articles of Incorporation, these Bylaws or applicable law, may be submitted by mail for ratification to a vote of the active members of the ASSOCIATION.

ARTICLE XII.

ASSOCIATION COMMITTEES

Section 1. Committee Membership

Committee members shall be appointed for a term of one year by the President with the approval of the Board of Directors. Committee members shall be active or student members of the ASSOCIATION and may be re-appointed. When appropriate, the President may also appoint other individuals with special expertise in order to fulfill a Committee's assigned agenda. The Chair of each Committee shall be designated by the President.

The Executive Vice President or his/her designate serves on all standing or special Committees, ex-officio, without a vote, except herein provided.

Both standing and special committees shall first report to the Board of Directors and then the House of Delegates. In the absence of action by any Committee, the Board of Directors can act in its place.

Section 2. Standing Committees

The ASSOCIATION shall have the following standing committees: Bylaws and Resolutions, Finance, Membership, Nominating, Program, Publicity, Convention Site Selection, Bridging the Gap, Legislative and Clinical Initiatives.

Each committee, except the Finance, can have a member from SNPhA on it. All committees, standing or otherwise, are to follow the protocol set forth in the *Guidelines for Committee Operations* and for submitting a budget request to the Finance Committee.

The standing Committees of this ASSOCIATION are:

a. The Bylaws and Resolutions Committee

This Committee shall consist of at least three (3) members, at least one from the Board of Directors. It shall be the duty of the Committee to ensure that **ALL** Bylaw amendments, resolutions, position papers and similar proposals are appropriate and ready for presentation to the Board of Directors and, subsequently, if necessary, to the House of Delegates. It is also the duty of the Committee to ensure that the proposed items are consistent with ASSOCIATION Bylaws and its Mission.

The Bylaws and Resolutions Committee will hold open hearings during the Annual Meeting on matters brought before it, before deliberating in private on the items. A final Committee report will be presented to the Board of Directors before the second session of the House.

The Committee will consider only resolutions and policy statements of a substantive nature affecting ASSOCIATION policy or the profession of Pharmacy, submitted prior to the Annual Meeting and will process them accordingly.

b. The Finance Committee

This Committee shall report directly to the Board of Directors and consists of at least the following members: the President; the President-Elect; the Immediate Past President; the Executive Vice President; and the Treasurer. The Treasurer shall serve as its Chair. The Finance Committee shall prepare a budget for the forthcoming year and submit it to the Board of Directors for approval, review, assignment and monitoring of operations of the NPhA to assure that budget objectives are met and that appropriate changes thereto are made. The Committee will also review and assess the performance of investments and assets of the NPhA. They shall review all investment policies and financial policies of NPhA, oversee the responsibilities of the Treasurer, and oversee the financial operation of the NPhA.

c. The Membership Committee

This Committee shall be responsible for developing a plan to increase membership and to keep current members. The Committee is also responsible for maintaining and generating a computerized membership roster, by membership class, and for coordinating with the President, visits to the Zones or Chapters.

d. The Nominations Committee

This Committee shall consist of three (3) members, one of whom shall be the President-Elect who shall serve as Chair. It shall be the duty of the Committee to solicit and receive nominations for the offices of President-Elect and Secretary; and to select, from such nominations, two candidates for each office, subject to the requirements set forth in these Bylaws.

The Nominating Committee may nominate a person for the position of Honorary President when the occasion arises.

The report of the Nominating Committee, together with appropriate biographical material on all nominees, shall be distributed to the Board of Directors no later than seventy-five (75) days prior to the start of the Annual Meeting. If a nomination for the office of Honorary President is included

as part of the report, such nomination shall have prior approval of the Board of Directors.

The Nominating Committee shall present its report at the final session of the House of Delegates. Nominations from the floor will be accepted at this session, provided that the required printed biographical information which accompanies the nomination is of sufficient quantity as to be able to be distributed to all delegates. The House must approve the report of the Nominating Committee and the nominations made from the floor by a majority vote.

e. The Program (Continuing Education) Committee

This Committee shall consist of at least three (3) members, including at least one faculty member from a College or School of Pharmacy and the person who is the designated continuing education administrator. It shall be the duty of the Program Committee to plan the Continuing Pharmaceutical Education portion of the Annual Meeting along with the Executive Vice President and President-Elect.

f. The Publicity Committee

This Committee shall be responsible for publicizing the activities of the ASSOCIATION, including the Newsletter (*NPhA News*) and Website, Annual Meeting announcement flyers, membership brochures and other such activities. It shall be the duty of the Publicity Committee to make known the activities of each state association, zone, College of Pharmacy and Affiliates and recognize individual member accomplishments.

g. The Convention Site Selection Committee

This Committee shall be responsible for coordinating with the President and Executive Vice President recommended sites for future Annual Meetings and other activities. It is also the duty of this Committee to work actively with the local and/or state chapter(s) in making convention arrangements; to begin negotiations on accommodations, meeting rooms and other amenities; and to develop announcements with the Publicity Committee for the Annual Meeting.

h. The Bridging the Gap Committee

This Committee shall be responsible for developing programs and initiatives to promote transition of SNPhA members into the Association. This Committee shall consist of at least three (3) members.

i. The Legislative Committee

This committee shall be responsible for ensuring appropriate monitoring, lobbying and oversight regarding federal and state regulatory and legislative issues that could affect the ASSOCIATION and its members. This Committee shall consist of at least three (3) members.

j. The Clinical Initiatives Committee

This committee shall be responsible for updating the general membership regarding recent developments within designated clinical initiatives on a monthly basis. These updates will be sent to the general membership through the NPhA website as well as the NPhA newsletter as deemed necessary. The committee will also coordinate with the SNPhA Clinical Initiative Committee to support initiative projects.

k. CE Development Committee

This committee shall be responsible for coordinating CE programming along the NPhA President for the National Meeting as well as oversee the recertification process to maintain accreditation as a continuing education provider.

Section 3. Special Committees

The President may appoint such Special and or ad Hoc Committees as may be deemed necessary or desirable with the approval of the Board of Directors. Members of Special Committees shall serve until submission of the special committee final report or until discharged by the President.

Section 4. Voting

Any question, which must be decided by vote, can be taken at the committee meeting, or decided by vote taken by mail, telegraphic or facsimile transmission, or telephone ballot.

ARTICLE XIII. EXECUTIVE SESSIONS

All proceedings and discussions as to the standing of a member or of the eligibility of a person or organization for membership in the ASSOCIATION shall be conducted in an Executive Session of the Board of Directors.

ARTICLE XIV.

ZONES AND ZONE DIRECTORS

Section 1. Zones

There will be five (5) Zones of this ASSOCIATION. Each Zone shall be comprised of the following states or territories or other areas:

Zone 1. Northeastern Zone -

New York, New Jersey, Delaware, West Virginia, Virginia, New Hampshire, Maryland, District of Columbia, Massachusetts, Vermont, Maine, Connecticut, Rhode Island and Pennsylvania;

Zone 2. Southeastern Zone -

North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Tennessee, and Virgin Islands;

Zone 3. Mid-Western Zone -

Missouri, Michigan, Indiana, Illinois, Wisconsin, Iowa, Kansas, Kentucky, Ohio, Minnesota and Nebraska;

Zone 4. Southwestern Zone -

Arkansas, Colorado, Louisiana, Texas, Oklahoma, New Mexico, and British West Indies; and

Zone 5. Western Zone -

Montana, Arizona California, North Dakota, South Dakota, Utah, Wyoming, Idaho, Oregon, Alaska, Washington, Hawaii, and Nevada.

Section 2. Zone Directors

Active members of this ASSOCIATION whose mailing address is within one of the identified Zones shall elect a Zone Director according to the provision of these Bylaws.

These elections will be monitored by the Board of Directors. If a zone fails to hold an election within the time frame established by the Board of Directors, the Board may conduct the voting in the manner it sees fit.

ARTICLE XV.

ASSOCIATION SUBDIVISIONS

Section 1. Subdivisions

This ASSOCIATION shall have the following subdivisions:

- a. Student National Pharmaceutical Association; and
- b. NPhA Auxiliary.

Subdivision Directors are considered a member of the Board of Directors.

The Board of Directors may establish other subdivisions from time to time as it deems appropriate. Each subdivision shall

conduct such programs as it may establish for the benefit of its members, the profession or the public. Each subdivision shall adopt such bylaws and rules or procedures as it deems necessary or desirable to facilitate its business. Subdivision programs, bylaws, rules, and procedures are subject to approval by the NPhA Board of Directors.

Each subdivision may establish particular qualifications for membership in the subdivision in its bylaws with the approval of the Board of Directors. Each subdivision shall meet during the Annual Meeting of this ASSOCIATION and at such other times as may be determined by its governing body. Educational programs presented at subdivision meetings shall be open to any member of this ASSOCIATION.

Section 2. Appointment of Subdivision Directors

Each Subdivision Director shall be appointed by the President and approved by the Board of Directors and serve a term of two years. Directors must be a member of NPhA. Subsequent appointments of the same person may be made. The title of the individual holding this position shall be Executive Director of (Subdivision).

Upon termination, resignation, death or incapacity of a Subdivision Director, the Board of Directors shall appoint an individual on an interim basis until such time as the President recommends a new Director.

Section 3. Reports by the Subdivision Directors

Subdivision Directors must submit an annual report on the activities and finances of the respective Subdivision to the Board of Directors at least forty-five (45) days prior to the start of the Annual Meeting. The same report(s) shall be submitted to the House of Delegates or the NPhA membership-at-large as the Board of Directors deems necessary.

ARTICLE XVI. FINANCES

Section 1. Financial and Investment Policy

The financial and investment policy of this ASSOCIATION shall be established and reviewed from time to time by the Board of Directors.

Section 2. Repository and Accounting

The Board of Directors shall approve any bank, intended to serve as the repository of ASSOCIATION assets, and a public accounting firm, which shall be retained to conduct an annual audit of ASSOCIATION accounts.

Section 3. Bonding

The Treasurer, the Executive Vice President, and such other members or agents of this ASSOCIATION as the Board of Directors may select shall be bonded for proper care and disposition of ASSOCIATION property in their possession or custody. Such bonds shall be in amounts and subject to such conditions as

the Board of Directors shall direct. The expense of such bonding shall be borne by the ASSOCIATION.

Section 4. Support of Subdivisions

The ASSOCIATION shall provide an annual stipend to the Subdivisions in order to help support their ongoing activities. The amount is to be determined by the NPhA Board of Directors according to the Subdivision's activities and determined need.

ARTICLE XVII. THE JOURNAL

The Journal of the National Pharmaceutical Association shall be the official publication of the ASSOCIATION. The Journal shall have an Advisory Board, appointed by the President and approved

by the Board of Directors. Each member of the Advisory Board shall serve a term of two years. Subsequent appointments of the same individuals may be made. The Advisory Board shall consist of at least ten (10) individuals who will serve in an advisory capacity to the Editor in order to help the **Journal** meet its responsibility to the ASSOCIATION and the needs of its membership.

ARTICLE XVIII. FISCAL YEAR

The fiscal year of the ASSOCIATION shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XIX. POINTS OF ORDER AND PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

All points of order not covered by these Bylaws or by the Rules of Procedure shall be governed by the latest edition of Robert's Rules of Order. This applies to business conducted by the House of Delegates, the Board of Directors and ALL other committees or agencies of the ASSOCIATION.

Section 2. Precedence

In any case of conflict between these Bylaws and any other Bylaws, parliamentary authority, rules, or procedures of any subdivisions, these Bylaws shall prevail. All such conflicts shall be resolved by the Board of Directors whose decision shall be binding on all interested parties.

Section 3. Parliamentarian

The President may retain the services of a qualified parliamentarian for any meeting when such services are deemed necessary or desirable and shall do so for deliberative meetings of the House of Delegates.

ARTICLE XX. QUORUM

A simple majority of the number of elected delegates (this is twenty-six [26] out of fifty [50]) shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. No business shall be conducted by the House in the absence of a quorum.

In the event that the House of Delegates is unable to be filled and the business of the ASSOCIATION is conducted through a general business meeting, 20% of the total number of ACTIVE, LIFE, or RETIRED members registered for the Annual Meeting shall constitute a quorum.

Eight (8) members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. No business shall be conducted by the Board of Directors in the absence of a quorum.

In any action taken by the House of Delegates, Board of Directors, ASSOCIATION Committees and/or ALL other agencies of the ASSOCIATION which requires a simple majority or a two thirds majority, the controlling vote shall be determined from the total number of persons present and voting.

In any action taken by the total members on a mail ballot which requires a simple majority or a two-thirds majority, the controlling vote shall be determined from the total number of ballots with a vote for or against the issue returned by eligible members by the return date printed upon the ballots.

ARTICLE XXI.

RECOGNIZED ORGANIZATIONS

Any organization of pharmacists or other health care professional or public health society, the purposes of which are consistent with the purposes of this ASSOCIATION, may be designated a Recognized Organization by the Board of Directors. Status as a Recognized Organization may be terminated by the Board of Directors.

ARTICLE XXII. AMENDMENTS

These Bylaws may be altered, added to, or amended at the annual meeting of the House of Delegates provided:

- i) that such alteration(s), addition(s) and/or amendment(s) shall be initiated by the Board of Directors or the Bylaws and Resolutions Committee, AND shall be referred to the Bylaws and Resolution Committee for clarity of wording and consistence with other Sections of the Bylaws; and
- ii) that such alteration(s), addition(s) and/or amendment(s) shall be presented in writing and shall receive two-thirds majority vote of the delegates present and voting.

ARTICLE XXIII. NOTICE

Any advance notice required to be provided to any member of this ASSOCIATION or any subdivision may be given by printing the notice in a publication regularly provided to the member at the member's mailing address currently indicated in the membership records of this ASSOCIATION or by facsimile transmission, if the member has regular access to such technology.

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