

MONTANA PHARMACY ASSOCIATION — CONSTITUTION AND BYLAWS

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CONSTITUTION

ARTICLE 1. Name and Objectives

a) Name

This organization shall be known as the "Montana Pharmacy Association," hereinafter referred to as the Association.

b) Objectives

Mission:

The mission of the Montana Pharmacy Association is to advance public health and maximize positive patient outcomes by providing innovation and leadership, and advocating for the professional interests of pharmacists and ancillary pharmacy personnel.

Vision:

- 1) Patients receive the best possible patient-oriented drug therapy, and experience the access they need and want, and the safety they deserve.
- 2) Pharmacists are respected, valued, influential providers and integral members of the health care team.
- 3) Pharmacy personnel are trusted, respected, and relied upon by patients.
- 4) Pharmacy personnel are satisfied in their work, have ample opportunities for quality improvement, and adhere to standards of practice.
- 5) The financial stability of pharmacy is solid, and compensation and reimbursement appropriately reflect the profession's value to patient care.

BYLAWS

Chapter 1. MEMBERSHIP

Article I Members

Section 1

Membership Categories

The members shall consist of individuals delineated below who support the objectives of the Association:

a) Active Members

Pharmacists licensed to practice pharmacy within the United States or Canada.

b) Associate Members

Individuals who are not licensed pharmacists who support the objectives of the Association..

c) Honorary Memberships

Honorary members are given to individuals based upon sustained contributions to the profession and/or the Association.

d) Pharmacy Members

A pharmacy member constitutes an actual licensed pharmacy and allows that pharmacy to designate one individual pharmacist within that pharmacy as its representative for membership and voting within the Association. An instrument in writing containing the name of such representative and a statement that he or she has been duly designated as such by the firm or corporation shall be on file with the Executive Vice President/Secretary which shall continue as such until the said instrument is revoked by a further instrument in writing filed with the Executive Vice President/Secretary or upon the lapse of membership secondary to failure to pay dues.

e) Student Members

Students enrolled in an accredited pharmacy school.

f) Pharmacy Technician Members

Individuals who are considered pharmacy technicians as defined by the state law under which they are employed.

Section 2

Qualifications of Members

a) Qualification

Members specified in subsections (a), (b), (c), (d), (e), or (f) of section 1 of this Article must at all times continue to meet the criteria for their particular class of

membership as specified above. Members shall be in good standing as long as they have paid, and continue timely to pay, the dues and assessments required of them under the particular class of membership which they select.

b) Honorary Members

Nominations for honorary membership must be submitted by two or more active members of the Association and must be approved by unanimous vote of the Board of Directors based upon sustained contributions to the profession and/or organization.

ARTICLE II Dues

Section 1

The Board of Directors may at any meeting of the Board adjust the membership dues applicable to the classes of members enumerated in these Bylaws, without amending the Bylaws. Provided, however, that any dues increase which exceeds the cumulative increase of the Composite Consumer Price Index since the last dues increase must be confirmed by a majority of the voting membership. Dues shall be payable in advance of the membership year.

Section 2

The Board of Directors shall determine the charges for all other fees associated with meetings or any other products provided by the Association.

ARTICLE III Membership Privileges

Section 1

a) Voting

Members specified in subsections (a), (b), (c), (d), (e), or (f) of section 1 of Article I may vote in general elections for members of the Board of Directors. Only active members as delineated in subsection (a) of section 1 of Article I may vote on organizational policy/resolutions.

b) Other Privileges

Other membership privileges include participation in various activities, programs and publications of the Association as may be designated from time to time by the Board of Directors.

c) Termination

Any member specified in subsections (a), (b), (c), (d), (e), or (f) of section 1 of Article I may be suspended or expelled from membership, for good cause shown, by the vote of two-thirds of the Board of Directors. Provided, however, that any member who is subject to suspension or expulsion shall be notified in writing in advance of the meeting of the Board of Directors at which his or her suspension or expulsion is to be discussed and voted upon, and shall be given the opportunity appear at such meeting and address the Board of Directors with respect to the matter of his or her suspension or expulsion. The membership of an individual shall terminate upon the death of the member.

ARTICLE IV Quorum of the Membership

A quorum of the membership shall require the presence of 10 per cent of active members.

ARTICLE V Committees of the Membership

Committees of the members may be established as determined by the Board of Directors.

Chapter 2. BOARD OF DIRECTORS

ARTICLE I General Powers

- a) Approves an annual budget and financial audit
- b) Approves the time and place for the annual meetings of the members and the Board of Directors and all business meetings of the Board.
- c) Hires the Executive Vice President/Secretary
- d) Approves all committees and organizational appointments
- e) Fills vacancies on the Board of Directors
- f) Serves as the primary strategic planning unit for the corporation.

g) Establishes organizational policies and develops strategies and allocates resources to implement same.

ARTICLE II Number and Qualifications

a) There shall be 8 voting members of the Board of Directors appointed by election who shall be active members as defined in Chapter 1, Article 1, section 1 (a). There shall be no fewer than 3 and no more than 5 members of the Board practicing primarily in health-systems sites.

b) There shall be 1 voting member of the Board of Directors appointed by election who shall be a pharmacy technician member as defined in Chapter 1, Article 1, section 1 (f).

c) There shall be 1 non-elected non-voting member of the Board of Directors who shall be the Dean of the University of Montana School of Pharmacy or his or her faculty designee.

d) There shall be 1 voting member of the Board of Directors who shall be a pharmacy student member as defined in Chapter 1, Article 1, section 1 (e). This individual shall be elected by the pharmacy students of the University of Montana School of Pharmacy.

ARTICLE III Election and Terms of Office

Section 1

Method of Election

The elected members of the Board of Directors as defined in Article II of this Chapter shall be elected by popular vote of all the members of the Association. This election shall be administered via a mailed secret ballot as defined by the Board of Directors. The terms shall be staggered so as that only 2 of the elected voting members of the Board as defined in Chapter 2, Article II, (a) are replaced each year.

Section 2

Terms of Office

a) Elected Active Voting Board Members (8)

These individuals shall serve 4 year terms and may be re-elected for one additional consecutive term.

b) Elected Pharmacy Technician Voting Board Member (1)

This individual shall serve a 2 year term and may be re-elected for one additional consecutive term.

c) Appointed School of Pharmacy Non-Voting Board Member (1)

This shall be a 1 year appointment which may continue upon re-designation.

d) Pharmacy Student Board Member (1)

This shall be a 1 year term and may continue upon re-election by the students or until graduation.

Section 3

Removal, Resignation, Vacancies

a) Removal

A Director may be removed from office with cause by the vote of a two-thirds majority of the other Directors of the Organization then in office either at a regular meeting or at any special meeting called for that purpose.

b) Resignation

A Director may resign at any time by filing a written resignation with the Executive Vice President/Secretary of the Organization. Failure of a Director to attend two consecutive meetings of the Board of Directors without an excused absence granted in advance by the Chairperson of the Board or the Executive Vice President/Secretary shall be deemed to be a resignation by the Director.

c) Vacancies

In the event a vacancy occurs in the Board of Directors from any cause, an Interim Director shall be elected by the Board of Directors of the Organization. An Interim Director shall serve until a successor is elected upon expiration of the term of the office for that Director.

ARTICLE IV Chair and Vice-Chair of the Board

The Chairperson and Vice-Chairperson of the Board of Directors shall be determined by the Board of Directors and shall be selected from the 2 elected active voting Board members in the third year of their four year terms as defined in Chapter 2, Article III, Section 1 and Chapter 2, Article III, Section 2 (a), unless determined otherwise by the Board. If both individuals desire to be considered

for the position of Chairperson, then a secret ballot of the Board of Directors shall be conducted. The person not elected to be Chairperson shall assume the role as Vice-Chairperson. The Chairperson shall also assume the role of President of the Organization. In the event the Chairperson resigns, the Vice-Chairperson shall assume the role of Chairperson and President. The Board would then appoint a Vice-Chairperson from the Board members.

ARTICLE V Installation of Elected Directors

Installation of oncoming Directors shall be performed at the Annual Meeting of the members.

ARTICLE VI Board Meetings

Section 1

Conduct of Board Meetings

The Chairperson of the Board of Directors and in his or her absence, the Vice-Chairperson, and in their absence any member of the Board chosen by the Board, shall call the meeting to order and shall act as chair of the meeting. Meetings shall be conducted by Robert's Rules of Order. The order of business to be conducted at each meeting of the Board shall be determined by the presiding individual. Calls for new business shall be solicited one month prior to Board meetings. Agendas shall be distributed one week prior to Board meetings.

Section 2

Frequency of Board Meetings

The Board of Directors shall determine the number of meetings required to conduct the necessary business of the Association, with a minimum of 2 meetings per year.

Section 3

All meetings of the Board of Directors shall be open to attendance by members and guests, provided, however, that the Board may, without prior notice, move to closed session for discussion of confidential issues. Final decisions on such issues, however, may not be made in closed session.

ARTICLE VII Quorum of the Board of Directors

A majority of the voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE VIII Committees of the Board

Section 1

Chairpersons and Committee Members

a) Standing Committees

The chairperson of any standing committee shall be a member of the Board of Directors and shall be appointed by the Board of Directors. The members of the committees may be any member of the Association and shall be appointed by the chairperson.

b) Ad Hoc Committees

Any qualified member of the Association may serve as chairperson of an ad hoc committee subject to approval by the Board of Directors. The members of the committee may be any member of the Association and shall be appointed by the chairperson.

Section 2

Standing Committees

a) Nominations/Awards

b) Program

c) Membership/Publicity

d) Publications

Section 3

Ad Hoc Committees

a) Legislative

b) Others as determined by the Board

Chapter 3. EXECUTIVE DIRECTOR

ARTICLE I

The Board shall retain the right to contract for the services of an Executive Director.

Chapter 4. ASSOCIATION RELATIONSHIPS

ARTICLE I Affiliation With Other Professional Organizations

- a) All members shall be encouraged to maintain active membership in local, national, and international pharmacy organizations. The Association may seek affiliation with national pharmacy organizations as determined by the Board of Directors.
- b) The Organization will facilitate a mechanism for active members of a national pharmacy organization within the State of Montana to elect state delegates to the appropriate national bodies, where applicable.

Chapter 5. BUSINESS OF THE ASSOCIATION

ARTICLE I Meetings

- a) The Association shall have an Annual Meeting every Spring with the date and location determined by the Board of Directors. This meeting shall include but not be limited to a Board Meeting, a continuing education program, and a business meeting including the installation of oncoming Directors.
- b) The Association shall have an annual Midyear meeting every Fall with the date and location determined by the Board of Directors. This meeting shall include but not be limited to a Board Meeting and a continuing education program.
- c) To the extent possible, some content of each of the two continuing education programs should appeal to the various practice interests of pharmacists and pharmacy technicians practicing in both community and health-system based sites.

ARTICLE II Annual Business Meeting

Section 1 Quorum

To conduct general business meetings, a quorum as defined by Chapter 1, Article IV, shall be present. The meeting shall adhere to Robert's Rules of Order.

Section 2 Voting

- a) At all meetings a vote of the simple majority of those present, if a quorum, shall prevail.

b) At any meeting of members, whether Annual or special, each Active member as defined in Chapter 1, Article I, section 1 (a) shall be entitled to one vote and must vote in person. Associate, Honorary, Student and Pharmacy Technician members as defined in Chapter 1, Article I, section 1 (b), (c), (e), or (f) shall have no voting power on issues of organizational policy. Each individual, firm, or corporation with a Pharmacy membership as defined in Chapter 1, Article I, section 1 (d) may have its duly designated representative at such meetings and is entitled to one vote.

ARTICLE III Election and Ballots

Section 1

Nomination

The Nomination/Awards Committee will submit names of active members who have agreed to be candidates before the Board of Directors at the Fall Midyear Meeting in accordance with the equity guidelines established in Chapter 2, Article II (a).

Section 2

Ballots

Ballots will be mailed as determined by the Nomination/Awards Committee so as to allow adequate time for election results before the Spring Annual Meeting.

Section 3

Results

The ballots of all members, postmarked 30 days of the date printed on the ballot, shall be counted within the Nomination/Awards Committee. The Nomination/Awards Committee shall notify the Executive Vice President/Secretary and the Chairperson of the Board of the results of the election. The Executive Vice President/Secretary shall notify all candidates of the election results.

ARTICLE IV Awards

The awarding of awards and honors to members of the Association will be determined by the Nomination/Awards Committee and will be selected and presented based upon the guidelines established for the individual award. Other awards may also be determined by the Board of Directors.

Chapter 6. LIQUIDATION

In the event of the liquidation and dissolution of the Montana Pharmacy Association, any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to, the Montana Pharmacy Association shall be disposed of as follows:

(a) All liabilities and obligations of the Montana Pharmacy Association shall be paid and discharged, or adequate provision shall be made therefore:

(b) Assets held by the Montana Pharmacy Association subject to legally valid requirements for their return, transfer, or conveyance, upon dissolution and liquidation, shall be returned, transferred, or conveyed in accordance with such requirements: and

(c) All remaining assets held by the Montana Pharmacy Association shall be transferred or conveyed, without obligation, to the University of Montana School of Pharmacy to be used in whatever scholarship program is deemed appropriate. If the University of Montana School of Pharmacy is not in existence at such time, the assets shall be transferred or conveyed, without obligation, to another health-related program within the Montana University System as determined by the Board of Directors for use in whatever scholarship program is deemed appropriate.

Chapter 7. AMENDMENTS

Propositions to amend the Bylaws shall be submitted in writing by at least two members at the Annual Business meeting for discussion, and after review by the Board of Directors, may be voted upon by mail ballot of the Active members as defined in Chapter 1, Article I, section 1 (a). Approval of two-thirds of the members voting must be obtained before the amendment shall become part of the Bylaws.