



# TEXAS Pharmacy Association

Advancing the Practice of Pharmacy to Enhance the Delivery of Quality Health Care to All Texans

**AS RECOMMENDED BY THE TPA BOARD OF TRUSTEES – OCTOBER 6, 2016**

*With edits showing*

## **PROPOSED AMENDMENTS TO THE TPA BYLAWS**

### **CHAPTER I - NAME**

- Sec. 1.** The name of the Association shall be Texas Pharmacy Association. The term “Association” as it appears in these bylaws shall refer to Texas Pharmacy Association.
- Sec. 2. Definitions.** Where it appears in these bylaws, the word “his” or other uses of the masculine gender are intended to imply both male and female members of the Association. The term “Board” shall refer to the Board of Directors of the Association, in accordance with Chapter IV. The term “House” shall refer to the House of Delegates, in accordance with Chapter VI.

### **CHAPTER II - MEMBERSHIP**

- Sec. 1.** Membership in the Association shall consist of the following categories of individuals and entities that have paid applicable dues:
- Pharmacist;
  - Student Pharmacist;
  - Pharmacy Technician;
  - Retired Pharmacist;
  - Corporate;
  - Associate;
  - Honorary; and
  - Life.
- Only individuals and entities that pay dues on a timely basis as defined by Board policy shall be considered members of the Association entitled to the rights and eligibilities of membership as defined elsewhere in these bylaws.
- Sec. 2. Application for Membership.** Application for membership shall contain the following information:
- Full name and address;
  - Pharmacy education, including degrees received and applicable dates;
  - List of credentials to practice pharmacy in Texas, if applicable;
  - Payment of related dues; and
  - At the time of application for membership or renewal, the applicant shall select one (1) principal pharmacy practice category from a list established by the Board. The category selection information shall be considered when appointments are made to Association decision-making bodies so as to enhance the diversity of the group.
  - Other information as may be required by the Association.
- Sec. 3. Pharmacist Member.** Any pharmacist
- Currently licensed in Texas who is in good standing with the Texas State Board of Pharmacy or
  - Licensed outside of Texas who is authorized by law to practice in Texas
- shall be eligible for Pharmacist membership. Pharmacist members shall be eligible to vote and hold office.
- Sec. 4. Student Pharmacist Member.** Any person attending a Texas college/school of pharmacy shall be eligible for Student Pharmacist membership. Student members shall not be eligible to vote or hold office except as provided elsewhere in the bylaws.

- Sec. 5. Pharmacy Technician Member.** Any Texas registered pharmacy technician shall be eligible for Technician membership. Technician members shall be eligible to vote but shall not be eligible to hold office except as provided elsewhere in the bylaws.
- Sec. 6. Retired Pharmacist Member.** Any previously licensed pharmacist in Texas not currently practicing in the profession.
- Sec. 7. Corporate Member.** Any company interested in advancing the profession of pharmacy shall be eligible for corporate membership. The membership shall be in the company name with designated company representative(s). Unless the representative(s) are licensed Texas pharmacists, corporate members shall not be eligible to vote or hold office in the Association.
- Sec. 8. Associate Member.** Any individual interested in the Association or who is a pharmacist not licensed in Texas who supports and/or delivers professional and/or business related services and products for pharmacists and pharmacies, and is not eligible for other categories of membership, shall be eligible for Associate membership. Associate members shall not be eligible to vote or hold office in the Association.
- Sec. 9. Honorary Member.** The Board may confer honorary membership on individuals - members and non-members - who have made significant contributions to the profession of pharmacy and/or the Association. Pharmacists with honorary memberships are entitled to all the rights, privileges and benefits bestowed upon members. Non-pharmacists with honorary memberships shall not have the right to vote or hold office in the Association.
- Sec. 10. Life Member.** Members of the Association may apply for life membership after maintaining their Association membership for fifty (50) consecutive years or more. Life members shall be entitled to all the rights, privileges and benefits bestowed upon members and may be offered unique dues and/or benefits as determined by the Board.
- Sec. 11. Virtual Member.** Any Texas pharmacist or pharmacy technician who otherwise would be eligible for membership in the Association may apply for a virtual membership. Virtual members shall not be eligible to vote or hold office.

#### CHAPTER III - DUES

- Sec. 1.** Annual membership dues shall be established by the Board for each category of membership.
- Sec. 2.** Membership dues shall be payable when the application or renewal request is submitted.
- Sec. 3.** The Board shall establish the twelve (12) month time period for membership.

#### CHAPTER IV – BOARD OF DIRECTORS

- Sec. 1 Purpose.** The Board is the sole governing authority and fiduciary of the Association. It shall serve as the Board within the corporate laws of the State of Texas.
- Sec. 2. Composition.** The Board shall be composed of thirteen (13) voting members and ~~five (5)~~ four (4) non-voting members as follows:
- Voting Members (13)**
- President;
  - President-Elect;
  - Vice President;
  - Immediate Past-President;
  - Treasurer;
  - Speaker of the House;
  - Six (6) Pharmacists Directors; and
  - One (1) Pharmacy Technician Director.
- Non-Voting Members (54)**
- Chief Executive Officer of the Association, who shall serve as Secretary of the Board;
  - Treasurer-Elect;
  - Speaker-Elect of the House; and
  - Chair and Chair-Elect of the ~~Committee on Administration of the Interest Group for~~ Academy of Student Pharmacists ~~or his designee~~, in accordance with Chapter V.

**Sec. 3. Terms of Office.**

- a. ~~Ten (10) positions shall serve one year terms and includes T~~the President, President-Elect, Immediate Past President, ~~Vice President,~~ Treasurer, Treasurer-Elect, Speaker of the House, Speaker-Elect of the House, and the Chair and Chair-Elect of the Academy of Student Pharmacists representative and pharmacy technician, shall have one (1) year terms;
- b. The Vice President shall have a two (2) year term starting on even-numbered years;
- ~~b.c.~~ The Treasurer-Elect shall have be elected to a two (2) year term, serving as Treasurer-Elect during the first year and as Treasurer during the second year;
- d. The six (6) Pharmacyists Director positions shall have serve staggered (3) year terms with two (2) of the positions being elected each year;
- ~~e.e.~~ The one (1) Pharmacy Technician Director position shall have a two (2) year term;
- ~~e.f.~~ The Secretary shall serves at the discretion of the Board;
- ~~e.g.~~ All members of the Board shall serve until their successors are elected and installed; and.
- ~~f.h.~~ All vacancies shall be addressed in accordance with Chapters IV and VIII.

**Sec. 4. President.** The President shall be the chief elected officer of the Association during his term of office. The President shall perform such duties as custom and parliamentary usage may require or allow. The President also shall fill all vacancies not otherwise provided for in the bylaws as follows:

- a. Submit recommendations for vacant positions on the Board for subsequent election by the sitting members of the Board;
- b. Appoint all members to open or expiring positions on councils with subsequent ratification by the Board;
- c. Appoint all members to open or expiring positions on standing committees and task forces; and
- d. Strive to select individuals for any such positions that reflect the diversity of gender, race, experience, pharmacy practice category and geography needed to assure proper balance on the Councils~~(s)~~.

**Sec. 5. President-Elect.** The President-Elect shall assist the President in the performance of his duties and shall serve as chair of the Association Affairs Council. The President-Elect shall assume the office of President at the expiration of term as President-Elect. In the event of the resignation, death or removal of the President prior to the completion of an elected term, the President-Elect shall assume the office of President for the remainder of the unexpired term of office and shall continue as President for the term to which originally elected. In the event of the resignation, death or removal of the President-Elect prior to the completion of an elected term, a special election shall be held to choose a new President-Elect to fill the unexpired term.**Sec. 6. Vice President.** The Vice President shall serve as Chair of the Public Policy Council and shall perform such other duties as the President may determine.**Sec. 7. Treasurer.** The Treasurer, with the assistance of the Chief Executive Officer, shall be responsible to the Board for supervision of all financial issues and shall serve as Chair of the Financial Affairs Council.**Sec. 8. Secretary.** The Secretary shall be the chief paid officer of the Association and shall serve as the Chief Executive Officer. The Secretary or his designee shall record minutes and actions taken by the Board during regular meetings of the Board. The Secretary also shall record minutes and actions taken during executive sessions of the Board, ~~except, in his when absenttee,~~ during discussions related to the employment of the Chief Executive Officer.**Sec. 9. Elections.** Except for the positions of President, Immediate Past President, Treasurer, Speaker of the House, Speaker-Elect of the House, Secretary and the Chair and Chair-Elect student representative of the Academy of Student Pharmacists, all other members of the Board shall be elected in accordance with Chapter VII.**Sec. 10. Finances.** The Board shall have the accounts of the Association audited by a Certified Public Accountant at least annually and shall provide a summary of the completed annual audit financial reports to the House and the membership. Prior to the beginning of each fiscal year, the Board shall approve a budget for the operation of the Association. Unless situations prevent such action, the Board shall ensure that a portion of annual revenues is allocated to a dedicated reserve fund for the continued operation of the Association during any year when the income of the Association is insufficient to meet its operational expenses. However, no portion of this reserve fund shall be expended unless authorized by the Board.

The Board shall appropriate sufficient funds to reimburse the President for reasonable and necessary travel expenses incurred on behalf of the Association while in office. As resources and policies allow, special dedicated funds may be utilized

for stipends for members of the Board to assist with expenses incurred related to attendance at Board meetings. Additionally, as resources and policies allow, the Board may reimburse other members of the Association for expenses incurred while on official business of the Association, as pre-approved by the Chief Executive Officer. All such expenses shall be reasonable, itemized and documented with original receipts and approved by the Chief Executive Officer prior to payment.

- Sec. 11. Annual Meetings.** The Board shall establish the time and location of the annual meeting of the Association. The meeting shall include a formal session of the House, in accordance with Chapter VI, Sec. 3, and informal membership forum. The forum may be incorporated in the House meeting or be held as a separate function to provide members with an opportunity for input and/or direction to the Association's Board.
- Sec. 12. Board Meetings.** The Board shall meet quarterly throughout the Association's operating year to conduct its business. Special meetings of the Board may be called at any time by the President or by a majority of the members of the Board by providing notification in written or electronic form to the last known address of each Director at least two (2) weeks before such meeting is to be held. Should pressing circumstances or urgent time-sensitive issues warrant, the President may call an emergency meeting of the Board following a twenty-four (24) hour notice. Board meetings may be conducted in person, electronically or through other appropriate means.
- Sec. 13. Quorum.** The quorum for official meetings of the Board shall be fifty percent (50%) plus one of the seated and voting Board members. Vacancies shall be excluded in determining a quorum.
- Sec. 14. Attendance.** Board members shall participate in at least half of the Board meetings held throughout the year, or the member may be subject to removal by majority vote of the Board.
- Sec. 15. Expectations.** The Board shall establish and adopt other expectations for Board members and for individuals seeking Board positions. Periodic status reports regarding such expectations shall be provided to the full Board.
- Sec. 16. Indemnification.** It is the intention of the Association that these bylaws comply with the provisions of the Texas Non-Profit Corporation Act, Texas Revised Civil Statutes, Article 1396-2.22A (Vernon Supp. 1993) dealing with indemnification of present or former Officers and Directors. The Association may indemnify any person, his heirs, administrators, successors, and assigns, who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an Officer or Director of the Association.

A present or former Officer or Director may be indemnified against judgments, penalties, fines, settlements, and reasonable expenses which include court costs and attorneys' fees actually incurred by the person in connection with the proceeding. The Association may indemnify the person only if it is determined that the person conducted himself in good faith, and that he reasonably believed that his conduct was in the best interest of the Association; and in the case of any criminal proceeding, that the person had no reasonable cause to believe his conduct was criminal.

This determination must be made by a special legal counsel selected by a majority vote of all Officers and Directors who, at the time of the vote, are not named defendants or respondents in the proceeding. The special legal counsel shall also determine the reasonableness of any expenses, which include court costs and attorneys' fees. The Association is not required to indemnify any person for unreasonable expenses.

The Association shall not indemnify a present or former Officer or Director if he is found liable to the Association, or if he is otherwise held liable for:

- a. A breach of the Officer's or Director's duty of loyalty to the Association or its members;
- b. An act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
- c. A transaction for which an Officer or Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Officer's or Director's office; or
- d. An act or omission for which the liability of an Officer or Director is expressly provided by statute.

A person shall be deemed to have been found liable with respect to any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction and after exhaustion of all appeals from that judgment. Any

indemnification of an Officer or Director in accordance with this section shall be reported in writing to members of the Association within the twelve (12) month period immediately following the date of the indemnification.

**Sec. 17. Staff.** The Board shall employ a Chief Executive Officer who shall:

- a. Be a non-voting member of the Board and each council, committee or task force of the Association;
- b. Manage and account for all finances and property of the Association in accordance with the budget and policies adopted by the Board;
- c. Be bonded as required by the Board;
- d. Implement Board approved policies, programs, projects and other directives;
- e. Manage all aspects and expectations necessary for the efficient operation of an association;
- f. Employ and oversee Association staff; and
- g. Determine priorities and implement policies to guide staff.

#### CHAPTER V – ACADEMIES INTEREST GROUPS

**Sec. 1.** The Association may establish Academies for identifiable membership specific Interest gGroups (IG) if:

- a. Need is identified and approved by the Board; or
- b. Requested by a sufficient number of Association members based on common interest, specific goals and action plans and subsequently approved by the Board.

**Sec. 2.** Once established, the activities of the Academy Group shall be directed by its Board of Directors Committee on Administration ~~composed of Chair, Chair-Elect and at least three (3) other members. It also which~~ shall function as a special committee under the Association's Board. Academy members must be association members in good standing.

**Sec. 3.** Unless otherwise designated appointed by the members seeking the creation of an Academy interest group being formed, the President shall appoint the initial composition of the Academy's Board of Directors interest group, including its the Committee's Chair, Chair-Elect and at least three (3) up to ten (10) additional members selected from the related pharmacy practice category(ies) and to serving three (3) year terms.

**Sec. 4.** An Academy interest group may create and manage its separate funding source.

**Sec. 5.** The Association shall establish an Academy of Interest Group for Student Pharmacists to represent all students in Texas colleges/schools of pharmacy.

- a. The activities of the Academy Group shall be directed by its Board of Directors Executive Committee on Administration composed of two (2) members selected by each Texas college/school of pharmacy ~~and/or Association student chapter of a Texas college/school of pharmacy.~~
- b. The Academy's Board of Directors Executive Committee members shall select a Chair and Chair-Elect from among its members; The selection of the officers shall not create vacancies in the two-member representation requirement for their respective Texas college/school of pharmacy. Both officers shall have one (1) year terms and shall serve as ex-officio members of the Association Board;
- c. The Academy's Chair and Chair-Elect of the Group's Committee on Administration, or his designee shall serve as an ex-officio, non-voting members of the Association's Board; and.
- d. As official representatives of the Academy of Interest Group for Student Pharmacists, the members of the Academy's Board of Directors Committee on Administration shall serve as delegates in the House of Delegates in accordance with Chapter VI. The Committee may select oOther members of the Academy Interest Group may be selected to serve as Delegates in the House in their stead.
- e. The Association shall provide staff support to the Academy of Interest Group for Student Pharmacists.

**Sec. 6.** Unless re-established by the Board, all existing Academies Interest Groups shall sunset every three (3) years. The Academy Interest Group for of Student Pharmacists shall not undergo sunset.

**Sec. 7.** With the exception of the Academy of Interest Group for Student Pharmacists, an Academy interest group may evolve into an affiliated state organization, in accordance to Chapter IX, Sec. 2-a.

**Sec. 8.** As resources and policies allow, the Association may provide staff support to other Academies interest groups.

## CHAPTER VI - HOUSE OF DELEGATES

- Sec. 1. Charge.** There shall be a House of Delegates to represent all members of the Association and to afford opportunities to:
- a. Discuss and recommend changes in Bylaws, in accordance with Chapter XII;
  - ~~a-b. Discuss and r~~Recommend public policy, projects, programs and other items ~~activities~~ for consideration by the Board; and
  - ~~b-c. Provide a forum for input from the general membership. Modify and adopt changes in Bylaws.~~

Other than items pertaining to changes in the Bylaws which are approved by the membership in accordance to Chapter XII, the Board shall have the ultimate authority to adopt, modify or reject policies for the Association.

- Sec. 2. Officers.** The officers of the House shall be the Speaker and Speaker-Elect. The Speaker shall serve a one (1) year term. ~~The Candidates for~~ Speaker-Elect shall be recommended by the Nominations Committee, in accordance with Chapter VII, Section 2, and subsequently elected to a two (2) ~~one (1)~~ year term by majority vote of the House during the annual meeting to serve the first year as Speaker-Elect and the second year as Speaker.

The Speaker and Speaker-Elect of the House shall serve one (1) year terms on the Board; however, the Speaker-Elect shall serve as an ex-officio member without vote. ~~The Speaker shall appoint a Parliamentarian for each meeting of the House.~~ By virtue of their office, the Speaker and Speaker-Elect shall be voting Delegates.

The Speaker shall be responsible for:

- a. Directing the process for House meetings that afford opportunities for Delegates and other Association members in attendance to share opinions and debate issues;
- b. Approving issues for the House agenda and establishing the order of items on the meeting agenda;
- c. Assuring that recommendations developed by the House are valid and clear policy statements which indicate the majority and minority positions of the House;
- d. Communicating the actions of the House with all Association members; and
- e. Appointing a Parliamentarian for each meeting of the House.

The Association's Chief Executive Officer shall serve as an advisor to the Speaker during meetings of the House and shall assign a staff member to serve as Secretary responsible for preparing the official minutes for the meetings of the House.

In the event of the resignation or removal of the Speaker-Elect, or the failure or inability of the Speaker-Elect to perform the duties of the office, ~~the Speaker shall recommend an individual~~ the Association's President shall appoint a new Speaker-Elect to complete the unexpired term of office following for approval by the Board.

The Speaker shall appoint:

- a. ~~either the general counsel of the Association or another experienced individual to serve as Parliamentarian; and~~
- ~~b. the Chief Executive Officer of the Association or another experienced individual to serve as Secretary. Both positions shall serve without vote.~~

- Sec. 3. Meetings.** The Board shall establish the time and location of the annual meeting of the Association. Other meetings, if any, shall be the responsibility of the Speaker, with approval from the Board.

The House shall act as a committee of the whole in which all seated Delegates consider matters brought before the House. The order of business of the House, as possible, shall be posted on the web site and provided to members prior to a meeting of the House. House meetings may include:

- a. **Regular.** The House shall convene ~~once~~ during the annual meeting of the Association and may participate in electronic briefings and/or additional meetings during the Association's operating year.
- b. **Special.** With approval from the Board, the Speaker of the House shall be authorized to call special sessions of the House and/or special votes by the House regarding bylaws or public policy issues. Delegates shall receive a formal meeting notice sixty (60) days prior the called meeting. Delegates qualified to participate in special called sessions or votes shall be those individuals that were seated Delegates during the most recent meeting of the House held during an annual meeting.

Regular or special meetings of the House and/or special votes by the House may be conducted in person, electronically or through other appropriate means. Only identified Delegates, in accordance to Chapter VI, Sec. 4, shall be allowed to vote. However, Delegates as well as other members of the Association who are in attendance may participate in orderly discussions and in developing recommendations for consideration by the Association's Board. Other than items pertaining to changes in the Bylaws, the Board shall have the ultimate authority to adopt, modify or reject policies for the Association, including those recommended by the House. Changes to the bylaws shall be made in accordance to Chapter XII.

**Sec. 4. Delegates.** All Delegates of the House shall be Association members in good standing and shall meet specific categories as noted below. Annually, the Association shall request Delegate appointments no later than ninety (90) days prior to the annual meeting. Appointment decisions shall be reported to the Association no later than forty-five (45) days prior to the annual meeting. If no appointment(s) is made by the deadline and/or the appointee does not attend the House meeting, the seat shall be declared vacant and become an at-large seat. At his discretion, the Speaker may fill any of the at-large seats with member pharmacists and/or member pharmacy technicians. If the meeting of the House is held in person and during the Association's annual meeting, all Delegates must be registered for the annual meeting on the day that the House convenes and shall be credentialed during onsite registration for the meeting. Only credentialed Delegates shall be seated in the House. If the meeting is not in person, credentialing shall take place electronically prior to the meeting.

The maximum composition of the House shall be one hundred fifty (150) Delegates and shall include:

a. **Association Leadership**

(1) All voting members of the Board;

~~b.~~ (2) All Past-Presidents of the Association;

b. **Affiliated Organizations.**

~~c.~~ (1) Local-Affiliated Local Pharmacy Associations with twenty (20) joint members or more shall be entitled to three five (53) Delegates. Appointees shall be pharmacists and/or pharmacy technicians who are members of both the Association and the Affiliated Local, as selected by the respective local associations and reported to the Association no later than sixty (60) days prior to the annual meeting, in accordance with Chapter IX, Sec. 1;

~~d.~~ (2) The Chair of each aAffiliated state or national pharmacy organizations shall be entitled to one (1) Delegate. Appointees shall be pharmacists and/or pharmacy technicians who are members of both the Association and the Affiliated organization, in accordance with Chapter IX, Sec. 2 and 3;

~~ec.~~ **Academies**

~~(1) All members of the Board of Directors of the Academy of Committee on Administration of the Interest Group for Student Pharmacists shall serve as Delegates in the House of Delegates.~~

~~(2) Other Academies shall be entitled to three (3) Delegates.~~

~~d.~~ **Councils**

~~(1) All members of the Association Affairs Council.~~

~~(2) All members of the Financial Affairs Council.~~

~~(3) All members of the Public Affairs Council excluding the ex-officio student pharmacist members.~~

~~f. Any seat not filled under Section 4a-e for any reason, including not meeting qualification requirements, shall be declared vacant and shall be filled by at large, alternate Delegates appointed by the Speaker from the following:~~

~~(1) Members initially designated to be alternates by entities described in Sec. 4c-e; or~~

~~(2) Members who request to serve as Delegates for any vacant seat who are pre-certified prior to the meeting of the House.~~

~~g. A Delegate, once seated by the House, if unable to continue in attendance because of unavoidable circumstances, may be replaced by an alternate. Under such circumstances, an alternate Delegate may be seated. In the event there are empty Delegate slots once the House convenes, the Speaker may appoint alternate Delegates to fill those slots.~~

**Sec. 5. Quorum.** A formal quorum shall consist of 50% plus one, credentialed Delegates. ~~Roll calls shall be taken for the purpose of a record vote only when requested by a Delegate. At the discretion of the Speaker, a request for a roll call may be denied if it is used to delay the House's proceedings. Decisions made by the House shall require a vote of fifty percent (50%) plus one of the seated and voting Delegates, in accordance with Robert's Rules of Order.~~

- Sec. 6. ~~Reports, Recommendations and Resolutions.~~** All ~~seated~~ Delegates and Association members in attendance shall ~~be~~ are eligible to present resolutions, recommendations and other business, in writing, for consideration by the House, in accordance with House rules.
- a. At least sixty (60) days prior to the House meeting, the Speaker shall request that members of the Association submit All reports, resolutions, or action items, and/or issues, if any, for consideration by the House. Such items shall be submitted no later than forty-five (45) days in advance of the House meeting in order to be incorporated in to be presented to the formal House agenda during an annual meeting, special sessions and/or special votes shall be posted on the Association's web site at least forty five (30/45) days prior to the House session and/or vote followed by a fifteen (15) day on-line comment period. The final version of the item/issue shall be posted on the web site no later than thirty (30) days prior to the House session and/or vote.
- b. ~~During the annual meeting, the Speaker shall convene the House and shall call for and accept any reports, resolutions and recommendations for consideration by the House that had not been finalized thirty (30) days prior to the meeting.~~
- c. ~~Any items submitted to the House on site shall include the appropriate number of copies needed for distribution to the seated Delegates. The House may take action on such items or may refer them to the appropriate Association Council for future consideration.~~
- d. b. All reports, resolutions, recommendations, or action items or issues supported approved by the House during an annual meeting, special sessions and/or special votes shall be forwarded to the Board for action and shall be posted on the Association's web site.
- Sec. 7.** The House shall have the authority to establish rules of conduct governing its affairs. In all instances not covered by the bylaws or its own special rules, Robert's Rules of Order, latest revision, shall govern.

## CHAPTER VII - ELECTIONS

### Sec. 1. Nominating Committee.

- a. The Committee shall be composed in accordance with Chapter VIII, Sec. 6.
- b. The Association President shall appoint members to open positions on the Committee no later than two hundred (200) days prior to the annual meeting in accordance with Chapter VIII. All appointments shall be ratified by the Board.
- c. The first meeting of the Committee shall be held no later than one hundred eighty (180) days prior to the next annual meeting.

### Sec. 2. Candidates.

- a. The Committee shall solicit individuals interested in running for Board officers, House of Delegates Speaker-Elect or director position(s) no later than one hundred fifty (150) days prior to the annual meeting.
- b. The Committee shall develop a list of criteria and expectations for each open position and shall conduct candidate interviews for those who qualify. Interviews may take place in person or by other means.
- c. No later than ninety (90) days prior to the annual meeting, the Nominating Committee shall nominate no more than two (2) candidates for each open position. The Committee shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, pharmacy practice category, and geography needed to assure proper balance on the Board. The order of appearance of the candidates' names on the ballot and all other published materials shall be determined by a random draw.

**Sec. 3. Candidate Withdrawal.** If a candidate withdraws no later than sixty (60) days prior to the annual meeting leaving the position unopposed, the Nominating Committee shall select an alternate candidate.

**Sec. 4. Candidate Forum.** A candidate forum shall be held during the annual meeting of the House of Delegates to allow the general membership to become acquainted with each of the candidates. The Forum may be held in person, ~~electronically,~~ or through other appropriate means. Immediately following the candidate forum, the Speaker-Elect of the House shall be elected in accordance with Chapter VI, Section 2.



- Sec. 5. Ballots.** Within ten (10) days following the conclusion of the annual meeting, the Chief Executive Officer shall send a ballot by first class mail or electronic mail to each eligible member of the Association containing the name and city of residence of each candidate, with an addressed, return envelope or a secure return electronic mail address. Any member may write in the names of other qualified member(s) of his choice. Such ballots shall be tallied the same as if the ballot had included the write-in individual's name. Members shall return a properly completed ballot within fifteen (15) calendar days after the ballot has been sent to the membership. Ballots postmarked after the election deadline shall not be counted.
- Sec. 6. Other Rules and Guidelines.** The Committee shall adopt additional rules as it deems necessary to implement election procedures.
- Sec. 7. Certification of Results.** The Chief Executive Officer and the chair of the Nominating Committee shall certify and make public all election results. The candidate receiving the majority of votes for the respective contested position shall be declared elected. In ~~the~~ case of a tie vote or ~~should if~~ no candidate receives a majority of the votes cast, a run-off election shall be held within thirty (30) days of the initial election results.
- Sec. 8. Commencement of Terms.**
- The President-Elect shall assume the office of President at the installation ceremony held during the annual meeting;
  - ~~The Speaker-Elect shall take office at the conclusion of the annual meeting; and~~
  - ~~Other~~ duly elected new Officers, Directors and non-voting members shall assume their positions on the Board following an installation ceremony conducted during the first Board meeting held following the annual meeting.
- Sec. 9. Vacancies.** Except for vacancies in the position of President in accordance with Chapter IV, other Board vacancies shall be filled as nominated by the President and elected by the remaining sitting members of the Board. Whenever possible, the President and sitting members of the Board shall attempt to select replacement(s) for positions on the Board who improve the diversity of the Board regarding gender, race, experience, pharmacy practice category, and geography. Eligible Association members shall be selected for each vacancy and shall take office immediately following formal approval by the Board.

#### CHAPTER VIII – COUNCILS, STANDING COMMITTEES, TASK FORCES

- Sec. 1. Appointments.** The President shall appoint members to open or expiring positions on councils, standing committees and task forces, and shall strive to select individuals that reflect the diversity of gender, race, experience, pharmacy practice category and geography needed to assure proper balance on the Council(s). Appointments to Councils shall be ratified by a vote of the Board.
- Sec. 2. Meetings.** Meetings of Councils, Committees and Task Forces may be held in person; electronically; or through other appropriate means.
- Sec. 3. Quorum.** The quorum for official meetings of these member groups shall be fifty percent (50%) plus one of the seated and voting members.
- Sec. 4. Reports.** All councils, standing committees and task forces shall report their activities to the Board following each meeting.
- Sec. 5. Councils of the Association** shall include:
- Association Affairs Council** shall be composed of eleven (11) ~~pharmacists and pharmacy technicians-members~~ including:
    - The President-Elect of the Board who shall serve as Council Chair;
    - Ten (10) members serving staggered two (2) year terms; and
    - Other than the Council Chair, members shall not serve concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related but not limited to the following: bylaws; organizational structure; membership development; guidance on education and communication activities; and membership awards. The Council shall hold at least one (1) meeting per year.

When addressing responsibilities for Association awards, the Council shall determine the awards to be given and their related selection criteria; delineating the process for submission of nominations; reviewing submitted nominations to determine if the candidate(s) meet the established criteria; and selecting the individuals, if any, for each award. In addition to the nominated individuals, the Council may identify and/or select other candidates for the awards.

- b. **Financial Affairs Council** shall be composed of eleven (11) ~~pharmacists and pharmacy technicians members~~ including:

- (1) The Treasurer of the Board who shall serve as Council Chair;
- (2) Ten (10) members serving staggered two (2) year terms; and
- (3) Other than the Council Chair, members shall not serve concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related but not limited to the following: financial policies; fund investment policies; endorsement of vendors or outside services; financial and industry partners; and other new revenue streams. The Council shall hold at least two (2) meetings per year.

- c. **Public Policy Council** shall be composed of ~~seventeen (17) pharmacists and pharmacy technicians the following members:~~

- (1) The Vice President of the Board, who shall serve as Council Chair;
- (2) ~~Sixteen (16) Twenty-four (24) pharmacy~~ members serving staggered two (2) year terms; and ~~representing a balanced mix of pharmacy practice categories excluding Student Pharmacists.~~
- (3) ~~Pharmacy students with One~~ (1) ~~pharmacy~~ student appointed by the Academy of Student Pharmacists to represent by each Texas school/college of pharmacy, serving one (1) year terms without vote.
- (4) Other than the Council Chair, members shall not be serving concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related to advocacy and public policies in the state and federal legislative and regulatory arenas. The Council shall hold at least one (1) meeting per year.

**Sec. 6. Standing Committees of the Association** shall include:

- a. **Audit Committee**, composed of no less than three (3) members appointed by the President.

- b. **Nominating Committee** shall be composed of eleven (11) members including:

- (1) The immediate past president of the Association serving as chair;
- (2) Three (3) most recent immediate past presidents of the Association not serving on the Board;
- (3) Four (4) at-large pharmacy members serving two (2) year staggered terms;
- (4) One (1) pharmacy technician serving a one (1) year term; and
- (5) The Chair and ~~Vice Chair-Elect~~ of the ~~Academy of Interest Group for~~ Student Pharmacists serving one (1) year terms.

The Committee shall be responsible for nominating no more than two (2) candidates for each open position on the Board and shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, pharmacy practice category, and geography. Committee members shall not be eligible for nomination.

- ~~c.d.~~ **Ethics and Judiciary Committee.** If events warrant, the President shall appoint an Ethics and Judiciary Committee, composed of eleven (11) members, serving until all issue(s) are addressed and reported to the Board. Members shall be from different pharmacy practice categories and geographic regions in the state. Members shall not concurrently hold elected or other appointed positions in the Association.

**Sec. 7. Task Forces** may be established by the President to address specific issues or areas with appointees having expertise and/or interest in such issues or areas, and shall serve at the will of the President and/or until completion of their assignment.

## CHAPTER IX – AFFILIATED LOCAL, STATE AND NATIONAL PHARMACY ORGANIZATIONS/ASSOCIATIONS

- Sec. 1. Local.** Pharmacists and technicians may establish geographic professional organizations in any county or combined counties. Local organizations shall have two options:
- a. **Affiliated.** An Affiliated Local Pharmacy Association shall meet the following criteria:
    - (1) **Organization.** The entity must have:
      - (a) Been recognized as a component of the Association;
      - (b) Received a charter by the Texas Pharmacy Association Board of Directors; and
      - (c) Executed a formal affiliation agreement with the Association.
    - (2) **Charter.** The Board shall have the sole discretion to issue or revoke the charter of an affiliated local pharmacy association. Charters shall be issued only to affiliated local associations ~~following a when requested by to do so by either:~~
      - ~~(a) An existing local pharmacy association wishing to be grandfathered within one year following adoption of this version of the Association's Bylaws or~~
      - ~~(b) Twenty (20) or more joint member pharmacists or member pharmacy technicians in any county or group of counties in Texas.~~
    - (3) **Bylaws.** Each affiliated local pharmacy association shall prepare and adopt bylaws in keeping with the bylaws of the Association.
    - (4) **Incorporation.** An affiliated local pharmacy association shall have the right and authority to secure incorporation under the laws of the State of Texas.
    - (5) **Membership.** Members of the Board of Directors of an affiliated local pharmacy association shall be required to be members of the Texas Pharmacy Association.
    - (6) **Dues.** The ~~state~~ Association shall assist in the collection of joint membership dues for an affiliated local pharmacy association.
    - (7) **Assistance.** As resources and policies allow, the Association also may assist affiliated local pharmacy associations with programming and communications.
    - (8) **Delegates.** Only affiliated local pharmacy associations shall be entitled to representation in the House in accordance to Chapter VI.
    - (9) **Other.** Eligible Association members shall be encouraged to join and support an affiliated local pharmacy association.
  - b. **Non-Affiliated.** A Local Pharmacy Association not meeting all the criteria for affiliation in accordance with Sec. 1, a (1)-(5) of this Chapter shall not be entitled to be awarded Delegates for the House or receive assistance from the Association in the collection of local dues.
- Sec. 2. State.** The Association may enter into agreements regarding membership, projects, services and programs with other state-based pharmacy organizations as approved by the Board.
- ~~a. As may be requested, the Board may approve and assist existing Association Interest Groups to evolve into separate affiliated organizations.~~
  - ~~b. Coalitions related to public policy activities and/or issues may become an affiliated state organization.~~
  - a. Affiliated state pharmacy organizations shall be entitled to representation in the House in accordance to Chapter VI.
  - b. As may be determined by the Board and the House, state affiliations may include representation in the House, on councils, committees and/or other governance groups.
- Sec. 3. National.** The Association may enter into agreements regarding membership, projects, services and programs with national pharmacy organizations as approved by the Board. ~~This may include coalitions related to public policy activities and/or issues.~~
- a. Affiliated national pharmacy organizations shall be entitled to representation in the House in accordance to Chapter VI.
  - b. As may be determined by the Board and the House, some national affiliations may include representation in the House, on councils, committees and/or other governance groups.
- Sec. 4. Autonomy.** An affiliation, formal or informal, shall not reduce or compromise the Association's autonomy or decision making.

**CHAPTER X - RULES OF CONDUCT**

- Sec. 1. Ethics.** The Code of Ethics of the Association shall govern the conduct of the members of the Association in their relationships to each other, the public and other health professionals.
- Sec. 2. Removal from Office.** Any individual elected or appointed to any official position within the Association found guilty of a felony or of a misdemeanor involving moral turpitude or of a violation of any of the pharmacy laws or regulations and/or found guilty of the violation of any provision of the Code of Ethics of the Association shall, by majority vote of the Board upon recommendation from the Ethics and Judiciary Committee, be removed from his official position with the Association. Such individual shall be notified forthwith by letter from the President that he has been removed and that the position is vacant. Likewise, any member found guilty of a felony or misdemeanor involving moral turpitude or of violation of any of the pharmacy laws or regulations shall be denied the right to seek or hold elected or appointed office in the Association for the duration of any sentence or probation imposed.

**CHAPTER XI - RULES OF ORDER**

The deliberations of the Association shall be governed by parliamentary usages as contained in Robert's Rules of Order, latest revision, unless otherwise provided by the bylaws.

**CHAPTER XII – AMENDMENTS**

- Sec. 1.** The bylaws may be amended ~~by 50% plus one of those Association members who cast a formal vote. at any annual meeting, special called meeting or special vote of the House by a two-thirds vote of the Delegates.~~
- Sec. 2.** Proposed Bylaws amendment(s) shall ~~be~~ follow requirements in the order listed below:
- a. Submitted in writing to the Board ~~by five (5) or more members at least ninety (90) days prior to the House or vote; to determine the merits of the proposed changes;~~
  - b. Reviewed and approved by the Board at least Within thirty (30) days of submission for Board review, seventy-five (75) days prior to the House meeting or vote; if supported by the Board, be submitted to the Association Affairs Council for review and comment; and
  - c. Within the next thirty (30) days, if supported by the Council, be submitted to the House for review and comment;
  - d. Within the next thirty (30) days and after consideration of House input, be finalized by the Council and submitted as a recommendation to the Board; and
  - e. Within the next thirty (30) days, if approved by the Board, be submitted to all members of the Association Published in a publication or the web site of the Association at least thirty (30) sixty (60) days prior to the House or vote of the general membership;.

*Adopted on July 25, 2009*

*Amended on July 18, 2010*

*Amended on June 25, 2011*

*Amended on July 27, 2012*

*TPA Association Affairs Council Developed and Proposed Amendments to the TPA Board of Directors on January 20, 2015*

*TPA Board of Directors Reviewed, Modified, and Recommended to the TPA House of Delegates on March 5, 2015*

*Considered for Adoption by the TPA House of Delegates on July 12, 2015*

*Sent back to the Association Affairs Council for re-consideration on July 12, 2015*

*Revised by staff for consideration by the Association Affairs Council on July 25, 2016*

*As modified and recommended by the Association Affairs Council on August 29, 2016*

*Approved for consideration by the House of Delegates by the TPA Board of Director on October 6, 2016*



# TEXAS Pharmacy Association

Advancing the Practice of Pharmacy to Enhance the Delivery of Quality Health Care to All Texans

**AS RECOMMENDED BY THE TPA BOARD OF DIRECTORS – OCTOBER 6, 2016**

*With edits incorporated*

## PROPOSED AMENDMENTS TO THE TPA BYLAWS

### CHAPTER I - NAME

- Sec. 1.** The name of the Association shall be Texas Pharmacy Association. The term “Association” as it appears in these bylaws shall refer to Texas Pharmacy Association.
- Sec. 2. Definitions.** Where it appears in these bylaws, the word “his” or other uses of the masculine gender are intended to imply both male and female members of the Association. The term “Board” shall refer to the Board of Directors of the Association, in accordance with Chapter IV. The term “House” shall refer to the House of Delegates, in accordance with Chapter VI.

### CHAPTER II - MEMBERSHIP

- Sec. 1.** Membership in the Association shall consist of the following categories of individuals and entities that have paid applicable dues:
- Pharmacist;
  - Student Pharmacist;
  - Pharmacy Technician;
  - Retired Pharmacist;
  - Corporate;
  - Associate;
  - Honorary; and
  - Life.
- Only individuals and entities that pay dues on a timely basis as defined by Board policy shall be considered members of the Association entitled to the rights and eligibilities of membership as defined elsewhere in these bylaws.
- Sec. 2. Application for Membership.** Application for membership shall contain the following information:
- Full name and address;
  - Pharmacy education, including degrees received and applicable dates;
  - List of credentials to practice pharmacy in Texas, if applicable;
  - Payment of related dues; and
  - At the time of application for membership or renewal, the applicant shall select one (1) principal pharmacy practice category from a list established by the Board. The category selection information shall be considered when appointments are made to Association decision-making bodies so as to enhance the diversity of the group.
  - Other information as may be required by the Association.
- Sec. 3. Pharmacist Member.** Any pharmacist
- Currently licensed in Texas who is in good standing with the Texas State Board of Pharmacy or
  - Licensed outside of Texas who is authorized by law to practice in Texas
- shall be eligible for Pharmacist membership. Pharmacist members shall be eligible to vote and hold office.
- Sec. 4. Student Pharmacist Member.** Any person attending a Texas college/school of pharmacy shall be eligible for Student Pharmacist membership. Student members shall not be eligible to vote or hold office except as provided elsewhere in the bylaws.

- Sec. 5. Pharmacy Technician Member.** Any Texas registered pharmacy technician shall be eligible for Technician membership. Technician members shall be eligible to vote but shall not be eligible to hold office except as provided elsewhere in the bylaws.
- Sec. 6. Retired Pharmacist Member.** Any previously licensed pharmacist in Texas not currently practicing in the profession.
- Sec. 7. Corporate Member.** Any company interested in advancing the profession of pharmacy shall be eligible for corporate membership. The membership shall be in the company name with designated company representative(s). Unless the representative(s) are licensed Texas pharmacists, corporate members shall not be eligible to vote or hold office in the Association.
- Sec. 8. Associate Member.** Any individual interested in the Association or who is a pharmacist not licensed in Texas who supports and/or delivers professional and/or business related services and products for pharmacists and pharmacies, and is not eligible for other categories of membership, shall be eligible for Associate membership. Associate members shall not be eligible to vote or hold office in the Association.
- Sec. 9. Honorary Member.** The Board may confer honorary membership on individuals - members and non-members - who have made significant contributions to the profession of pharmacy and/or the Association. Pharmacists with honorary memberships are entitled to all the rights, privileges and benefits bestowed upon members. Non-pharmacists with honorary memberships shall not have the right to vote or hold office in the Association.
- Sec. 10. Life Member.** Members of the Association may apply for life membership after maintaining their Association membership for fifty (50) consecutive years or more. Life members shall be entitled to all the rights, privileges and benefits bestowed upon members and may be offered unique dues and/or benefits as determined by the Board.
- Sec. 11. Virtual Member.** Any Texas pharmacist or pharmacy technician who otherwise would be eligible for membership in the Association may apply for a virtual membership. Virtual members shall not be eligible to vote or hold office.

#### CHAPTER III - DUES

- Sec. 1.** Annual membership dues shall be established by the Board for each category of membership.
- Sec. 2.** Membership dues shall be payable when the application or renewal request is submitted.
- Sec. 3.** The Board shall establish the twelve (12) month time period for membership.

#### CHAPTER IV – BOARD OF DIRECTORS

- Sec. 1 Purpose.** The Board is the sole governing authority and fiduciary of the Association. It shall serve as the Board within the corporate laws of the State of Texas.
- Sec. 2. Composition.** The Board shall be composed of thirteen (13) voting members and five (5) non-voting members as follows:
- Voting Members (13)**
- President;
  - President-Elect;
  - Vice President;
  - Immediate Past-President;
  - Treasurer;
  - Speaker of the House;
  - Six (6) Pharmacists Directors; and
  - One (1) Pharmacy Technician Director.
- Non-Voting Members (5)**
- Chief Executive Officer of the Association, who shall serve as Secretary of the Board;
  - Treasurer-Elect;
  - Speaker-Elect of the House; and
  - Chair and Chair-Elect of the Academy of Student Pharmacists, in accordance with Chapter V.

**Sec. 3. Terms of Office.**

- a. The President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect, Speaker of the House, Speaker-Elect of the House, and the Chair and Chair-Elect of the Academy of Student Pharmacists shall have one (1) year terms;
- b. The Vice President shall have a two (2) year term starting on even-numbered years;
- c. The Treasurer-Elect shall have a two (2) year term, serving as Treasurer-Elect during the first year and as Treasurer during the second year;
- d. The six (6) Pharmacists Director positions shall have staggered (3) year terms with two (2) of the positions being elected each year;
- e. The one (1) Pharmacy Technician Director position shall have a two (2) year term;
- f. The Secretary shall serve at the discretion of the Board;
- g. All members of the Board shall serve until their successors are elected and installed; and
- h. All vacancies shall be addressed in accordance with Chapters IV and VIII.

**Sec. 4. President.** The President shall be the chief elected officer of the Association during his term of office. The President shall perform such duties as custom and parliamentary usage may require or allow. The President also shall fill all vacancies not otherwise provided for in the bylaws as follows:

- a. Submit recommendations for vacant positions on the Board for subsequent election by the sitting members of the Board;
- b. Appoint all members to open or expiring positions on councils with subsequent ratification by the Board;
- c. Appoint all members to open or expiring positions on standing committees and task forces; and
- d. Strive to select individuals for any such positions that reflect the diversity of gender, race, experience, pharmacy practice category and geography needed to assure proper balance on the Councils.

**Sec. 5. President-Elect.** The President-Elect shall assist the President in the performance of his duties and shall serve as chair of the Association Affairs Council. The President-Elect shall assume the office of President at the expiration of term as President-Elect. In the event of the resignation, death or removal of the President prior to the completion of an elected term, the President-Elect shall assume the office of President for the remainder of the unexpired term of office and shall continue as President for the term to which originally elected. In the event of the resignation, death or removal of the President-Elect prior to the completion of an elected term, a special election shall be held to choose a new President-Elect to fill the unexpired term.**Sec. 6. Vice President.** The Vice President shall serve as Chair of the Public Policy Council and shall perform such other duties as the President may determine.**Sec. 7. Treasurer.** The Treasurer, with the assistance of the Chief Executive Officer, shall be responsible to the Board for supervision of all financial issues and shall serve as Chair of the Financial Affairs Council.**Sec. 8. Secretary.** The Secretary shall be the chief paid officer of the Association and shall serve as the Chief Executive Officer. The Secretary or his designee shall record minutes and actions taken by the Board during regular meetings of the Board. The Secretary also shall record minutes and actions taken during executive sessions of the Board except when absent during discussions related to the employment of the Chief Executive Officer.**Sec. 9. Elections.** Except for the positions of President, Immediate Past President, Treasurer, Speaker of the House, Speaker-Elect of the House, Secretary and the Chair and Chair-Elect of the Academy of Student Pharmacists, all other members of the Board shall be elected in accordance with Chapter VII.**Sec. 10. Finances.** The Board shall have the accounts of the Association audited by a Certified Public Accountant at least annually and shall provide a summary of the completed annual audit financial reports to the House and the membership. Prior to the beginning of each fiscal year, the Board shall approve a budget for the operation of the Association. Unless situations prevent such action, the Board shall ensure that a portion of annual revenues is allocated to a dedicated reserve fund for the continued operation of the Association during any year when the income of the Association is insufficient to meet its operational expenses. However, no portion of this reserve fund shall be expended unless authorized by the Board.

The Board shall appropriate sufficient funds to reimburse the President for reasonable and necessary travel expenses incurred on behalf of the Association while in office. As resources and policies allow, special dedicated funds may be utilized for stipends for members of the Board to assist with expenses incurred related to attendance at Board meetings.

Additionally, as resources and policies allow, the Board may reimburse other members of the Association for expenses incurred while on official business of the Association, as pre-approved by the Chief Executive Officer. All such expenses shall be reasonable, itemized and documented with original receipts and approved by the Chief Executive Officer prior to payment.

- Sec. 11. Annual Meetings.** The Board shall establish the time and location of the annual meeting of the Association. The meeting shall include a formal session of the House, in accordance with Chapter VI, Sec. 3, and informal membership forum. The forum may be incorporated in the House meeting or be held as a separate function to provide members with an opportunity for input and/or direction to the Association's Board.
- Sec. 12. Board Meetings.** The Board shall meet quarterly throughout the Association's operating year to conduct its business. Special meetings of the Board may be called at any time by the President or by a majority of the members of the Board by providing notification in written or electronic form to the last known address of each Director at least two (2) weeks before such meeting is to be held. Should pressing circumstances or urgent time-sensitive issues warrant, the President may call an emergency meeting of the Board following a twenty-four (24) hour notice. Board meetings may be conducted in person, electronically or through other appropriate means.
- Sec. 13. Quorum.** The quorum for official meetings of the Board shall be fifty percent (50%) plus one of the seated and voting Board members. Vacancies shall be excluded in determining a quorum.
- Sec. 14. Attendance.** Board members shall participate in at least half of the Board meetings held throughout the year, or the member may be subject to removal by majority vote of the Board.
- Sec. 15. Expectations.** The Board shall establish and adopt other expectations for Board members and for individuals seeking Board positions. Periodic status reports regarding such expectations shall be provided to the full Board.
- Sec. 16. Indemnification.** It is the intention of the Association that these bylaws comply with the provisions of the Texas Non-Profit Corporation Act, Texas Revised Civil Statutes, Article 1396-2.22A (Vernon Supp. 1993) dealing with indemnification of present or former Officers and Directors. The Association may indemnify any person, his heirs, administrators, successors, and assigns, who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an Officer or Director of the Association.

A present or former Officer or Director may be indemnified against judgments, penalties, fines, settlements, and reasonable expenses which include court costs and attorneys' fees actually incurred by the person in connection with the proceeding. The Association may indemnify the person only if it is determined that the person conducted himself in good faith, and that he reasonably believed that his conduct was in the best interest of the Association; and in the case of any criminal proceeding, that the person had no reasonable cause to believe his conduct was criminal.

This determination must be made by a special legal counsel selected by a majority vote of all Officers and Directors who, at the time of the vote, are not named defendants or respondents in the proceeding. The special legal counsel shall also determine the reasonableness of any expenses, which include court costs and attorneys' fees. The Association is not required to indemnify any person for unreasonable expenses.

The Association shall not indemnify a present or former Officer or Director if he is found liable to the Association, or if he is otherwise held liable for:

- a. A breach of the Officer's or Director's duty of loyalty to the Association or its members;
- b. An act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
- c. A transaction for which an Officer or Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Officer's or Director's office; or
- d. An act or omission for which the liability of an Officer or Director is expressly provided by statute.

A person shall be deemed to have been found liable with respect to any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction and after exhaustion of all appeals from that judgment. Any indemnification of an Officer or Director in accordance with this section shall be reported in writing to members of the Association within the twelve (12) month period immediately following the date of the indemnification.



- Sec. 17. Staff.** The Board shall employ a Chief Executive Officer who shall:
- Be a non-voting member of the Board and each council, committee or task force of the Association;
  - Manage and account for all finances and property of the Association in accordance with the budget and policies adopted by the Board;
  - Be bonded as required by the Board;
  - Implement Board approved policies, programs, projects and other directives;
  - Manage all aspects and expectations necessary for the efficient operation of an association;
  - Employ and oversee Association staff; and
  - Determine priorities and implement policies to guide staff.

#### CHAPTER V – ACADEMIES

- Sec. 1.** The Association may establish Academies for identifiable membership groups if:
- Need is identified and approved by the Board; or
  - Requested by a sufficient number of Association members based on common interest, specific goals and action plans and subsequently approved by the Board.
- Sec. 2.** Once established, the activities of the Academy shall be directed by its Board of Directors composed of Chair, Chair-Elect and at least three (3) other members. It also shall function as a special committee under the Association’s Board. Academy members must be association members in good standing.
- Sec. 3.** Unless otherwise designated by the members seeking the creation of an Academy, the President shall appoint the initial composition of the Academy’s Board of Directors, including its Chair, Chair-Elect and at least three (3) additional members selected from the related pharmacy practice category(ies) to serve three (3) year terms.
- Sec. 4.** An Academy may create and manage its separate funding source.
- Sec. 5.** The Association shall establish an Academy of Student Pharmacists to represent all students in Texas colleges/schools of pharmacy.
- The activities of the Academy shall be directed by its Board of Directors composed of two (2) members selected by each Texas college/school of pharmacy.
  - The Academy’s Board of Directors shall select a Chair and Chair-Elect from among its members. The selection of the officers shall not create vacancies in the two-member representation requirement for their respective Texas college/school of pharmacy. Both officers shall have one (1) year terms and shall serve as ex-officio members of the Association Board;
  - The Academy’s Chair and Chair-Elect shall serve as ex-officio, non-voting members of the Association’s Board; and
  - As official representatives of the Academy of Student Pharmacists, the members of the Academy’s Board of Directors shall serve as delegates in the House of Delegates in accordance with Chapter VI. Other members of the Academy may be selected to serve as Delegates in the House in their stead.
  - The Association shall provide staff support to the Academy of Student Pharmacists.
- Sec. 6.** Unless re-established by the Board, all existing Academies shall sunset every three (3) years. The Academy of Student Pharmacists shall not undergo sunset.
- Sec. 7.** With the exception of the Academy of Student Pharmacists, an Academy may evolve into an affiliated state organization, in accordance to Chapter IX, Sec. 2-a.
- Sec. 8.** As resources and policies allow, the Association may provide staff support to other Academies.

#### CHAPTER VI - HOUSE OF DELEGATES

- Sec. 1. Charge.** There shall be a House of Delegates to represent all members of the Association and to afford opportunities to:
- Discuss and recommend changes in Bylaws, in accordance with Chapter XII;
  - Discuss and recommend public policy, projects, programs and other items for consideration by the Board; and
  - Provide a forum for input from the general membership.
- Other than items pertaining to changes in the Bylaws which are approved by the membership in accordance to Chapter XII, the Board shall have the ultimate authority to adopt, modify or reject policies for the Association.
- Sec. 2. Officers.** The officers of the House shall be the Speaker and Speaker-Elect. The Speaker shall serve a one (1) year term. Candidates for Speaker-Elect shall be recommended by the Nominations Committee, in accordance with Chapter VII,

Section 2, and subsequently elected to a two (2) year term by majority vote of the House during the annual meeting to serve the first year as Speaker-Elect and the second year as Speaker.

The Speaker and Speaker-Elect of the House shall serve one (1) year terms on the Board; however, the Speaker-Elect shall serve as an ex-officio member without vote. By virtue of their office, the Speaker and Speaker-Elect shall be voting Delegates.

The Speaker shall be responsible for:

- a. Directing the process for House meetings that afford opportunities for Delegates and other Association members in attendance to share opinions and debate issues;
- b. Approving issues for the House agenda and establishing the order of items on the meeting agenda;
- c. Assuring that recommendations developed by the House are valid and clear policy statements which indicate the majority and minority positions of the House;
- d. Communicating the actions of the House with all Association members; and
- e. Appointing a Parliamentarian for each meeting of the House.

The Association's Chief Executive Officer shall serve as an advisor to the Speaker during meetings of the House and shall assign a staff member to serve as Secretary responsible for preparing the official minutes for the meetings of the House.

In the event of the resignation or removal of the Speaker-Elect, or the failure or inability of the Speaker-Elect to perform the duties of the office the Association's President shall appoint a new Speaker-Elect to complete the unexpired term of office following approval by the Board.

**Sec. 3. Meetings.** The Board shall establish the time and location of the annual meeting of the Association. Other meetings, if any, shall be the responsibility of the Speaker, with approval from the Board.

The House shall act as a committee of the whole in which all seated Delegates consider matters brought before the House. The order of business of the House, as possible, shall be posted on the web site and provided to members prior to a meeting of the House. House meetings may include:

- a. **Regular.** The House shall convene during the annual meeting of the Association and may participate in electronic briefings and/or additional meetings during the Association's operating year.
- b. **Special.** With approval from the Board, the Speaker of the House shall be authorized to call special sessions of the House and/or special votes by the House regarding bylaws or public policy issues. Delegates shall receive a formal meeting notice sixty (60) days prior the called meeting. Delegates qualified to participate in special called sessions or votes shall be those individuals that were seated Delegates during the most recent meeting of the House held during an annual meeting.

Regular or special meetings of the House and/or special votes by the House may be conducted in person, electronically or through other appropriate means. Only identified Delegates, in accordance to Chapter VI, Sec. 4, shall be allowed to vote. However, Delegates as well as other members of the Association who are in attendance may participate in orderly discussions and in developing recommendations for consideration by the Association's Board. Other than items pertaining to changes in the Bylaws, the Board shall have the ultimate authority to adopt, modify or reject policies for the Association, including those recommended by the House. Changes to the bylaws shall be made in accordance to Chapter XII.

**Sec. 4. Delegates.** All Delegates of the House shall be Association members in good standing and shall meet specific categories as noted below. Annually, the Association shall request Delegate appointments no later than ninety (90) days prior to the annual meeting. Appointment decisions shall be reported to the Association no later than forty-five (45) days prior to the annual meeting. If no appointment(s) is made by the deadline and/or the appointee does not attend the House meeting, the seat shall be declared vacant and become an at-large seat. At his discretion, the Speaker may fill any of the at-large seats with member pharmacists and/or member pharmacy technicians. If the meeting of the House is held in person and during the Association's annual meeting, all Delegates must be registered for the annual meeting on the day that the House

convenes and shall be credentialed during onsite registration for the meeting. Only credentialed Delegates shall be seated in the House. If the meeting is not in person, credentialing shall take place electronically prior to the meeting.

The maximum composition of the House shall be one hundred fifty (150) Delegates and shall include:

a. **Association Leadership**

- (1) All voting members of the Board.
- (2) All Past-Presidents of the Association.

b. **Affiliated Organizations.**

- (1) Affiliated Local Pharmacy Associations shall be entitled to three (3) Delegates. Appointees shall be pharmacists and/or pharmacy technicians who are members of both the Association and the Affiliated Local, in accordance with Chapter IX, Sec. 1.
- (2) Affiliated state or national pharmacy organizations shall be entitled to one (1) Delegate. Appointees shall be pharmacists and/or pharmacy technicians who are members of both the Association and the Affiliated organization, in accordance with Chapter IX, Sec. 2 and 3,

c. **Academies**

- (1) All members of the Board of Directors of the Academy of Student Pharmacists shall serve as Delegates in the House of Delegates.
- (2) Other Academies shall be entitled to three (3) Delegates.

d. **Councils**

- (1) All members of the Association Affairs Council.
- (2) All members of the Financial Affairs Council.
- (3) All members of the Public Affairs Council excluding the ex-officio student pharmacist members.

**Sec. 5. Quorum.** A formal quorum shall consist of 50 Delegates

**Sec. 6. Recommendations and Resolutions.** All Delegates and Association members in attendance shall be eligible to present resolutions, recommendations and other business, in writing, for consideration by the House, in accordance with House rules.

- a. At least sixty (60) days prior to the House meeting, the Speaker shall request that members of the Association submit resolutions, action items, and/or issues, if any, for consideration by the House. Such items shall be submitted no later than forty-five (45) days in advance of the House meeting in order to be incorporated in the formal House agenda.
- b. All resolutions, recommendations, action items or issues supported by the House during an annual meeting, special sessions and/or special votes shall be forwarded to the Board for action and shall be posted on the Association's web site.

**Sec. 7.** The House shall have the authority to establish rules of conduct governing its affairs. In all instances not covered by the bylaws or its own special rules, Robert's Rules of Order, latest revision, shall govern.

## CHAPTER VII - ELECTIONS

**Sec. 1. Nominating Committee.**

- a. The Committee shall be composed in accordance with Chapter VIII, Sec. 6.
- b. The Association President shall appoint members to open positions on the Committee no later than two hundred (200) days prior to the annual meeting in accordance with Chapter VIII. All appointments shall be ratified by the Board.
- c. The first meeting of the Committee shall be held no later than one hundred eighty (180) days prior to the next annual meeting.

**Sec. 2. Candidates.**

- a. The Committee shall solicit individuals interested in running for Board officers, House of Delegates Speaker-Elect or director position(s) no later than one hundred fifty (150) days prior to the annual meeting.

- b. The Committee shall develop a list of criteria and expectations for each open position and shall conduct candidate interviews for those who qualify. Interviews may take place in person or by other means.
- c. No later than ninety (90) days prior to the annual meeting, the Nominating Committee shall nominate no more than two (2) candidates for each open position. The Committee shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, pharmacy practice category, and geography needed to assure proper balance on the Board. The order of appearance of the candidates' names on the ballot and all other published materials shall be determined by a random draw.

**Sec. 3. Candidate Withdrawal.** If a candidate withdraws no later than sixty (60) days prior to the annual meeting leaving the position unopposed, the Nominating Committee shall select an alternate candidate.

**Sec. 4. Candidate Forum.** A candidate forum shall be held during the annual meeting of the House of Delegates to allow the general membership to become acquainted with each of the candidates. The Forum may be held in person, electronically, or through other appropriate means. Immediately following the candidate forum, the Speaker-Elect of the House shall be elected in accordance with Chapter VI, Section 2.

**Sec. 5. Ballots.** Within ten (10) days following the conclusion of the annual meeting, the Chief Executive Officer shall send a ballot by first class mail or electronic mail to each eligible member of the Association containing the name and city of residence of each candidate, with an addressed, return envelope or a secure return electronic mail address. Any member may write in the names of other qualified member(s) of his choice. Such ballots shall be tallied the same as if the ballot had included the write-in individual's name. Members shall return a properly completed ballot within fifteen (15) calendar days after the ballot has been sent to the membership. Ballots postmarked after the election deadline shall not be counted.

**Sec. 6. Other Rules and Guidelines.** The Committee shall adopt additional rules as it deems necessary to implement election procedures.

**Sec. 7. Certification of Results.** The Chief Executive Officer and the chair of the Nominating Committee shall certify and make public all election results. The candidate receiving the majority of votes for the respective contested position shall be declared elected. In case of a tie vote or if no candidate receives a majority of the votes cast, a run-off election shall be held within thirty (30) days of the initial election results.

**Sec. 8. Commencement of Terms.**

- a. The President-Elect shall assume the office of President at the installation ceremony held during the annual meeting;
- b. The Speaker-Elect shall take office at the conclusion of the annual meeting; and
- c. Other duly elected new Officers, Directors and non-voting members shall assume their positions on the Board following an installation ceremony conducted during the first Board meeting held following the annual meeting.

**Sec. 9. Vacancies.** Except for vacancies in the position of President in accordance with Chapter IV, other Board vacancies shall be filled as nominated by the President and elected by the remaining sitting members of the Board. Whenever possible, the President and sitting members of the Board shall attempt to select replacement(s) for positions on the Board who improve the diversity of the Board regarding gender, race, experience, pharmacy practice category, and geography. Eligible Association members shall be selected for each vacancy and shall take office immediately following formal approval by the Board.

#### CHAPTER VIII – COUNCILS, STANDING COMMITTEES, TASK FORCES

**Sec. 1. Appointments.** The President shall appoint members to open or expiring positions on councils, standing committees and task forces, and shall strive to select individuals that reflect the diversity of gender, race, experience, pharmacy practice category and geography needed to assure proper balance on the Council(s). Appointments to Councils shall be ratified by a vote of the Board.

**Sec. 2. Meetings.** Meetings of Councils, Committees and Task Forces may be held in person, electronically or through other appropriate means.

**Sec. 3. Quorum.** The quorum for official meetings of these member groups shall be fifty percent (50%) plus one of the seated and voting members.

**Sec. 4. Reports.** All councils, standing committees and task forces shall report their activities to the Board following each meeting.

**Sec. 5. Councils of the Association** shall include:

- a. **Association Affairs Council** shall be composed of eleven (11) pharmacists and pharmacy technicians:
- (1) The President-Elect of the Board who shall serve as Council Chair;
  - (2) Ten (10) members serving staggered two (2) year terms; and
  - (3) Other than the Council Chair, members shall not serve concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related but not limited to the following: bylaws; organizational structure; membership development; guidance on education and communication activities; and membership awards. The Council shall hold at least one (1) meeting per year.

When addressing responsibilities for Association awards, the Council shall determine the awards to be given and their related selection criteria; delineating the process for submission of nominations; reviewing submitted nominations to determine if the candidate(s) meet the established criteria; and selecting the individuals, if any, for each award. In addition to the nominated individuals, the Council may identify and/or select other candidates for the awards.

- b. **Financial Affairs Council** shall be composed of eleven (11) pharmacists and pharmacy technicians:
- (1) The Treasurer of the Board who shall serve as Council Chair;
  - (2) Ten (10) members serving staggered two (2) year terms; and
  - (3) Other than the Council Chair, members shall not serve concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related but not limited to the following: financial policies; fund investment policies; endorsement of vendors or outside services; financial and industry partners; and other new revenue streams. The Council shall hold at least two (2) meetings per year.

- c. **Public Policy Council** shall be composed of seventeen (17) pharmacists and pharmacy technicians:
- (1) The Vice President of the Board, who shall serve as Council Chair;
  - (2) Sixteen (16) pharmacy members serving staggered two (2) year terms;
  - (3) One (1) pharmacy student appointed by the Academy of Student Pharmacists to represent each Texas school/college of pharmacy, serving one (1) year terms without vote; and
  - (4) Other than the Council Chair, members shall not be serving concurrently as a voting member of the Board or as chair of any committee of the Association.

The Council shall be responsible for developing and submitting recommendations to the Board regarding issues related to advocacy and public policies in the state and federal legislative and regulatory arenas. The Council shall hold at least one (1) meeting per year.

**Sec. 6. Standing Committees of the Association** shall include:

- a. **Audit Committee**, composed of no less than three (3) members appointed by the President.
- b. **Nominating Committee** shall be composed of eleven (11) members including:
- (1) The immediate past president of the Association serving as chair;
  - (2) Three (3) most recent immediate past presidents of the Association not serving on the Board;
  - (3) Four (4) at-large pharmacy members serving two (2) year staggered terms;
  - (4) One (1) pharmacy technician serving a one (1) year term; and
  - (5) The Chair and Chair-Elect of the Academy of Student Pharmacists serving one (1) year terms.

The Committee shall be responsible for nominating no more than two (2) candidates for each open position on the Board and shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, pharmacy practice category, and geography. Committee members shall not be eligible for nomination.

- d. **Ethics and Judiciary Committee**. If events warrant, the President shall appoint an Ethics and Judiciary Committee, composed of eleven (11) members, serving until all issue(s) are addressed and reported to the Board. Members shall be from different pharmacy practice categories and geographic regions in the state. Members shall not concurrently hold elected or other appointed positions in the Association.

**Sec. 7.** **Task Forces** may be established by the President to address specific issues or areas with appointees having expertise and/or interest in such issues or areas, and shall serve at the will of the President and/or until completion of their assignment.

#### CHAPTER IX – AFFILIATED LOCAL, STATE AND NATIONAL PHARMACY ORGANIZATIONS/ASSOCIATIONS

**Sec. 1.** **Local.** Pharmacists and technicians may establish geographic professional organizations in any county or combined counties. Local organizations shall have two options:

- a. **Affiliated.** An Affiliated Local Pharmacy Association shall meet the following criteria:
  - (1) **Organization.** The entity must have:
    - (a) Been recognized as a component of the Association;
    - (b) Received a charter by the Texas Pharmacy Association Board of Directors; and
    - (c) Executed a formal affiliation agreement with the Association.
  - (2) **Charter.** The Board shall have the sole discretion to issue or revoke the charter of an affiliated local pharmacy association. Charters shall be issued only to affiliated local associations when requested by twenty (20) or more joint member pharmacists or member pharmacy technicians in any county or group of counties in Texas.
  - (3) **Bylaws.** Each affiliated local pharmacy association shall prepare and adopt bylaws in keeping with the bylaws of the Association.
  - (4) **Incorporation.** An affiliated local pharmacy association shall have the right and authority to secure incorporation under the laws of the State of Texas.
  - (5) **Membership.** Members of the Board of Directors of an affiliated local pharmacy association shall be required to be members of the Texas Pharmacy Association.
  - (6) **Dues.** The Association shall assist in the collection of joint membership dues for an affiliated local pharmacy association.
  - (7) **Assistance.** As resources and policies allow, the Association also may assist affiliated local pharmacy associations with programming and communications.
  - (8) **Delegates.** Only affiliated local pharmacy associations shall be entitled to representation in the House in accordance to Chapter VI.
  - (9) **Other.** Eligible Association members shall be encouraged to join and support an affiliated local pharmacy association.
- b. **Non-Affiliated.** A Local Pharmacy Association not meeting all the criteria for affiliation in accordance with Sec. 1, a (1)-(5) of this Chapter shall not be entitled to be awarded Delegates for the House or receive assistance from the Association in the collection of local dues.

**Sec. 2.** **State.** The Association may enter into agreements regarding membership, projects, services and programs with other state-based pharmacy organizations as approved by the Board.

- a. Affiliated state pharmacy organizations shall be entitled to representation in the House in accordance to Chapter VI.
- b. As may be determined by the Board, state affiliations may include representation on councils, committees and/or other governance groups.

**Sec. 3.** **National.** The Association may enter into agreements regarding membership, projects, services and programs with national pharmacy organizations as approved by the Board.

- a. Affiliated national pharmacy organizations shall be entitled to representation in the House in accordance to Chapter VI.
- b. As may be determined by the Board, national affiliations may include representation on councils, committees and/or other governance groups.

**Sec. 4.** **Autonomy.** An affiliation, formal or informal, shall not reduce or compromise the Association's autonomy or decision making.

#### CHAPTER X - RULES OF CONDUCT

**Sec. 1.** **Ethics.** The Code of Ethics of the Association shall govern the conduct of the members of the Association in their relationships to each other, the public and other health professionals.

**Sec. 2. Removal from Office.** Any individual elected or appointed to any official position within the Association found guilty of a felony or of a misdemeanor involving moral turpitude or of a violation of any of the pharmacy laws or regulations and/or found guilty of the violation of any provision of the Code of Ethics of the Association shall, by majority vote of the Board upon recommendation from the Ethics and Judiciary Committee, be removed from his official position with the Association. Such individual shall be notified forthwith by letter from the President that he has been removed and that the position is vacant. Likewise, any member found guilty of a felony or misdemeanor involving moral turpitude or of violation of any of the pharmacy laws or regulations shall be denied the right to seek or hold elected or appointed office in the Association for the duration of any sentence or probation imposed.

#### CHAPTER XI - RULES OF ORDER

The deliberations of the Association shall be governed by parliamentary usages as contained in Robert's Rules of Order, latest revision, unless otherwise provided by the bylaws.

#### CHAPTER XII – AMENDMENTS

**Sec. 1.** The bylaws may be amended by 50% plus one of those Association members who cast a formal vote.

**Sec. 2.** Proposed Bylaws amendment(s) shall follow requirements in the order listed below:

- a. Submitted in writing to the Board to determine the merits of the proposed changes;
- b. Within thirty (30) days of submission for Board review, if supported by the Board, be submitted to the Association Affairs Council for review and comment;
- c. Within the next thirty (30) days, if supported by the Council, be submitted to the House for review and comment;
- d. Within the next thirty (30) days and after consideration of House input, be finalized by the Council and submitted as a recommendation to the Board; and
- e. Within the next thirty (30) days, if approved by the Board, be submitted to all members of the Association at least thirty (30) days prior to the vote of the general membership.

*Adopted on July 25, 2009*

*Amended on July 18, 2010*

*Amended on June 25, 2011*

*Amended on July 27, 2012*

*TPA Association Affairs Council Developed and Proposed Amendments to the TPA Board of Directors on January 20, 2015*

*TPA Board of Directors Reviewed, Modified, and Recommended to the TPA House of Delegates on March 5, 2015*

*Considered for Adoption by the TPA House of Delegates on July 12, 2015*

*Sent back to the Association Affairs Council for re-consideration on July 12, 2015*

*Revised by staff for consideration by the Association Affairs Council on July 25, 2016*

*As modified and recommended by the Association Affairs Council on August 29, 2016*

*Approved for consideration by the House of Delegates by the TPA Board of Director on October 6, 2016*