



2015 Report of the Annual Business Meeting & House of Delegates

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The Annual Business Meeting of the Minnesota Pharmacists Association was called to order by President Seifert at 1:15 p.m.

President Seifert led delegates in the recognition of Past Presidents of MPhA and thanked them for their past and on-going leadership of MPhA. Past Presidents in attendance included: Bruce Benson, Bill Diers, Delores Calhoun, Tim Gallagher, Julie Johnson, Howard Juni, Gary Schneider, Scott Setzepfandt, Steve Simenson, Todd Sorensen, Jill Strykowski and Brent Thompson. President Seifert then thanked outgoing board member and Immediate Past President Jill Strykowski for her service on the Board and her continuing service as Co-chair of the Pharmacy Practice Act Joint Task Force (PPAJTF) and presented her with the Green President's Jacket.

Seifert then recognized and extended thanks to outgoing MPhA board members: Craig Else, Keri Hager, Kandace Konstantinides (not present), Melissa Mesaros (not present) and Jill Strykowski.

Seifert then introduced Jeff Lindoo, President-Elect of MPhA and swore him in as the 2015-2016 President of MPhA. Mr. Lindoo raised his right hand and articulated the following: *"I do solemnly swear, to uphold the constitution and bylaws of the Minnesota Pharmacists Association and to lead our profession to the best of my ability. I pledge to serve my fellow board members and my pharmacy colleagues with the utmost integrity in support of our mission."*

President Seifert and delegates then congratulated Mr. Lindoo. In his first act as President of MPhA, Mr. Lindoo extended sincere thanks to Immediate Past President Randy Seifert and his family for their commitment over the past year of service, and presented Seifert with the MPhA President's Gavel. John Kovar, McKesson Pharmaceuticals Vice President of Sales for Health Systems provided brief remarks about McKesson's support of MPhA and presented Mr. Lindoo with the McKesson Incoming MPhA President's Award.

President Lindoo then addressed delegates and outlined his vision for the coming year, and installed the 2015-2016 MPhA Board of Directors, including: Immediate Past President Randy Seifert, President Elect

2015 Report of the Annual Business Meeting & House of Delegates

Molly Ekstrand, Treasurer Doug Lobdell, Speaker of the House Kati Dvorak, At Large Director Michelle Aytay, At Large Director Ben Aronson, At Large Director Heather Bibeau, At-Large Director Jessica Lind, At-Large Director Zachariah Merk, Rural Director Eric Slindee, Rural Director Michelle Johnson, Metro Director Allyson Schlichte, MPSA Director Lucas Jorgenson, MPSA Director Courtney Murphy, Ex-Officio Members: , Bruce Benson, Tony Olson, Barb Stodola and Dan Tomaszewski.

2015-2016 Board members present raised their right hand, and stated: *"I pledge to uphold the articles and bylaws of the Minnesota Pharmacists Association and contribute my professional expertise to the work of the board in its guidance of association initiatives and goals."* Board members were congratulated and welcomed to the board. It was noted that board members who were not in attendance would be installed at the next regular meeting of the board.

The House of Delegates Session was then convened by acting Speaker of the House Terry Hietpas who had been appointed speaker at the recommendation of Speaker of the House Kandace Konstantinides who was unable to preside at the session. Delegates were asked to sign in on delegate rosters to be counted by the Credentials Committee.

Speaker Hietpas introduced the head table, which included Parliamentarian Linnea Forsell, Jacquie Durant, and President Jeff Lindoo.

Speaker Hietpas welcomed all delegates and asked them to rise where they were seated to be sworn in. Delegates raised their right hand and stated: *"I promise to uphold the constitution and bylaws of the Minnesota Pharmacists Association."* Delegates were then thanked for their service to the House.

Immediate Past President Randy Seifert presented the President's Annual Report, noting that the full detail of the report could be accessed by members on the MPhA web site under the About Us/House of Delegates, along with full reports from each of the MPhA Committees.

MPhA Treasurer Doug Lobdell then presented the Treasurer's report. Lobdell noted that 2014 was a successful year for MPhA with improvements to the Association's balance sheet and budget performance. Working from a practical budget for fiscal year 2014, the association reversed a trend of budgetary deficits in previous years, ending fiscal year 2014 with net operating income of \$96,655. Revenues from memberships increased in both individual and organizational categories. The conference and meeting schedule was revamped, consolidating conferences to reduce expenses and targeting education and training offerings to improve attendance by our members. This resulted in an

improvement in income from meetings and conferences of \$48,000. Contributions and grants from suppliers and other supporters decreased only marginally.

Improved budget performance allowed MPhA to pay down long term liabilities by \$80,000. The balance sheet as of December 31, 2014 shows assets of \$86,043, liabilities of \$243, 689, and total equity of (\$157,646). This compared to total equity of (\$245,301) at the end of 2013, an improvement of \$97,000. The 2015 budget calls for revenues of \$481,150 and expenses of \$374,244. This provides an operating excess of \$108,905, allowing the association to continue serve its members well and meet current obligations to repay long term liabilities.

Credentials Committee Chair Ernest Ruiz then presented the Credentials Committee Report, indicating, *“All delegates have been asked to sign the delegate rosters to indicate their attendance. As chair of the Credentials Committee, I certify that there are 70 delegates present, and we have achieved the delegate attendance necessary for a quorum.”*

Past President Brent Thompson then read the report of the Nominating Committee submitted by Past President Martin Erickson:

The Nominating Committee (Leadership Development Committee) respectfully submits the following policy proposals for consideration by the MPhA House of Delegates at the June 5, 2015 session of the house:

Resolved that the Minnesota Pharmacists Association approve the following candidates for President-Elect, recommended by the Nominating Committee (Leadership Development Committee) and endorsed by the MPhA Board of Directors, to run as candidates for President-Elect on the ballot in 2016:

- Michelle Aytay
- Jason Varin

Resolved that the Minnesota Pharmacists Association approve the following candidates for Speaker and Vice Speaker of the House of Delegates for 2015-2016, recommended by the Nominating Committee (Leadership Development Committee) and endorsed by the MPhA Board of Directors:

- Speaker: Kati Dvorak
- Vice-Speaker: Tony Olson

The report of the Nominating Committee was seconded, and upon vote, **the motion was adopted.**

Speaker Hietpas then opened nominations for the positions of Speaker, Vice Speaker, APhA Delegate, and NCPA delegates. Nominations received from the floor included:

APhA Delegate: Tony Olson, Scott Setzepfandt

NCPA Delegate: No nominations

A motion was made and seconded to close nominations; upon vote the motion was adopted.

A motion was made and seconded to elect all candidates nominated as reflected above by voice vote; upon vote the motion was adopted.

Speaker Hietpas introduced MPhA Committee Co-chairs and thanked them for their service. It was noted that committee reports would not be presented orally, but all are posted on the MPhA web site under About Us/House of Delegates for review by the membership.

Immediate Past President Seifert and Committee Chairs with new business items were asked to come forward and present their resolutions.

Seifert presented:

Resolution 15-001 – MPhA Policy on Awards

Submitted by: MPhA Board of Directors

MPhA will recognize outstanding contributions to the pharmacy profession by its members at a meeting of the association. The awards presented will be determined by the MPhA Board of Directors based upon tradition and sponsorship opportunities.

Award winners will be selected by a committee of MPhA members, appointed by the President of Board of Directors to perform this duty. Nominations for awards will be solicited from the members of MPhA by publicizing in Association communications to members, including but not limited to publications,

emails, and postings on the Web Site. The award winner must meet specific award's criteria and not be a previous winner of the award.

A motion was made and seconded to adopt the policy. Upon vote, the motion passed.

Snyder presented:

Resolution 15-002 – MPhA Position Statement on Medical Cannabis

Submitted by: Referral from the House of Delegates to the Public Affairs Committee

1. MPhA advocates for resolution of the federal and state conflicts surrounding the legal and regulatory status of cannabis and its various components.
2. MPhA supports the establishment of a USP monograph for the standardization of cannabis and its various components. (Referred to Public Affairs Committee).
3. MPhA supports legal and regulatory changes to facilitate clinical research related to the clinical efficacy and safety associated with the use of cannabis and its various components.
4. MPhA encourages health care provider education related to the efficacy and safety of cannabis, and comprehensive clinical management of patients using cannabis and its various components.
5. MPhA supports the engagement of a pharmacist's expertise in patient use of cannabis and its various components when federal, state, or territory laws establish a program of distribution.
6. MPhA opposes the furnishing of cannabis and its various components for medical purposes unless performed by licensed health care professionals whose scope of practice includes the dispensing of prescription medications and who comply with state and federal regulations. (Referred to Public Affairs Committee).

A motion was made and seconded to consider the policy statements individually. The motion passed.

A motion was made and seconded to adopt policy item 1. Upon vote, the motion was adopted.

A motion was made and seconded to refer the policy item 2 to the Public Affairs Committee. Upon vote, the motion was adopted.

A motion was made and seconded to adopt policy item 3. Upon vote, the motion was adopted.

A motion was made and seconded to adopt policy item 4. Upon vote, the motion was adopted.

A motion was made and seconded to adopt policy item 5. Upon vote, the motion was adopted.

A motion was made and seconded to refer the policy item 6 to the Public Affairs Committee. Upon vote, the motion was adopted.

The final policy then became: **Resolution 15-002 – MPhA Position Statement on Medical Cannabis**

1. MPhA advocates for resolution of the federal and state conflicts surrounding the legal and regulatory status of cannabis and its various components.
2. MPhA supports legal and regulatory changes to facilitate clinical research related to the clinical efficacy and safety associated with the use of cannabis and its various components.
3. MPhA encourages health care provider education related to the efficacy and safety of cannabis, and comprehensive clinical management of patients using cannabis and its various components.
4. MPhA supports the engagement of a pharmacist's expertise in patient use of cannabis and its various components when federal, state, or territory laws establish a program of distribution.

Varin presented:

Resolution 15-003 – MPhA Articles of Incorporation

Submitted by: MPhA Organizational Affairs Committee

Whereby the Association's Articles of Incorporation, in its current edition, might be restrictive to the actions of the Association and may conflict with and prevent proposed revisions of the Association's Bylaws, the committee recommends approval of the proposed amended version of the Articles of Incorporation.

The proposed amended version of the MPhA Articles of Incorporation is in Appendix A of this report.

A motion was made and seconded to recommend approval of the amended version of the Articles of Incorporation. Discussion ensued and by unanimous consent an amendment was offered to change Article IV Item C to read as follows:

C. To support a system of professional licensure or other appropriate recognition of pharmacy professionals to advance public health and welfare.

Upon vote, the motion was adopted.

The Articles of Incorporation adopted are:

**Articles of Incorporation
(Adopted 1883; Last Amendment 6/15)**

Article I

The name of this Corporation shall be "Minnesota Pharmacists Association."

Article II

The registered office of this Corporation shall be in the State of Minnesota.

Article III

The duration of this Corporation shall be perpetual.

Article IV

The objects and purposes to be promoted and carried on by this Corporation are:

- A. To advance the art and science of the profession of pharmacy through organizational functions associated with economics, education, governmental affairs, and professional standards.
- B. To foster and support a Code of Professional Ethics to provide the highest standards of professional practice in advancing quality pharmacy care of patients.
- C. To support a system of professional licensure or other appropriate recognition of pharmacy professionals to advance public health and welfare.

- D. To assist members of the Association and component organizations in achieving economic, educational, governmental, and professional goals.
- E. To provide services to members of the Association.
- F. To conduct and/or support organizational activities and research in advancing public health education and professional roles of pharmacy professionals.
- G. To promote the safe, effective and rational use of medications, therapeutic agents and medical devices issued or dispensed by pharmacists for the prevention of illness, treatment of a medical condition or maintenance of health.
- H. To strengthen relationships among pharmacists, student pharmacists, and pharmacy technicians and to encourage, promote and support unity within the pharmacy profession.
- I. To encourage interprofessional relations.

The objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. The Corporation shall have the power to promote and carry on each of said objects and purposes.

Article V

In furtherance and not in limitation of the general powers conferred by the laws of the State of Minnesota and of the power of the Corporation to promote and carry on each of the objects and purposes herein above stated, the Corporation shall also have the following powers:

To receive donations and contributions and to receive, manage and hold real and personal property by gift, grant, devise or bequest for the purposes specified in Article IV hereof or for any and all other benevolent and worthy purposes of a corporation organized for similar purposes;

To purchase, mortgage, rent or lease such real estate as may be necessary for the purposes of the Corporation;

To contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation and to do all acts and things which it shall find necessary or convenient to do in aid of or in connection with the promotion and carrying on of the objects and purposes of the Corporation. We had a discussion about changing the wording but then decided that this was probably legal-speak and should leave it alone for now.

Article VI

This Corporation shall have no capital stock.

Article VII

The membership of this Corporation shall consist of member categories as defined in the bylaws of the Association. .

Article VIII

The bylaws shall prescribe the qualifications and eligibility for each class of membership.

Article IX

The officers of the Corporation shall be President, President-Elect, Immediate Past President, Secretary-Treasurer and Speaker of the House, who shall be selected in the manner and for the terms provided in the bylaws.

Article X

The affairs of the Corporation shall be conducted and managed by a Board of Directors selected in the manner and for the terms provided in the bylaws.

Article XI

To establish and coordinate Association policy, there is hereby established a House of Delegates which shall be comprised and shall conduct its business in accordance with these Articles of Incorporation and the Bylaws.

Article XII

There shall be no personal liability whatsoever upon the members of the Corporation for Corporation obligations.

Article XIII

The Corporation reserves the right to amend, alter, change or repeal any or all of the provisions in these Articles of Incorporation by the vote of two-thirds (2/3) of the members present and voting at any annual meeting or any special meeting called for that purpose.

At the direction of the Board of Directors, a ballot that will be made available to active members of the association, with a minimum of fifteen (15) days' notice, may be utilized to amend these Articles of Incorporation, in which case approval of two-thirds (2/3) of those voting shall be required for adoption of the proposed amendment.

Secretary Millonig noted to the Speaker that the time was 4:00 p.m. which was the scheduled close of the House session. A motion was made and seconded to extend the House session until 4:30 p.m. Upon vote, the motion passed.

Varin presented:

Resolution 15-004 – MPhA Bylaws

Submitted by: MPhA Organizational Affairs Committee

Whereby the Association's Bylaws includes language that is restrictive and not reflective of present times, and whereby the Association needs to be able to function vigorously and efficiently in a constantly changing environment, the committee recommends approval of the proposed amended version of the Bylaws.

The proposed amended version of the MPhA Bylaws is in Appendix B of this report.

Speaker Hietpas suggested to Delegates that the Bylaws document be considered as a whole rather than by section. A motion was made and seconded to suspend House rules so several delegates could have discussion about a section of the Bylaws. Upon vote, the motion to suspend House rules passed.

Discussion ensued that many delegates had issues with proposed changes to the Board of Directors composition in Article VI Section 1. Other delegates noted the importance of passing the Bylaws changes as they have been under consideration for two years.

A motion was made and seconded to reject the changes in Article VI Section 1. By unanimous consent an was offered and accepted to strike the following language:

Article VI - Board of Directors

Section 1

The Board of Directors shall be composed of the following members: President, immediate Past President, President-Elect, Secretary-Treasurer, the Speaker of the House of Delegates, ~~the President of~~

~~the recognized student branch of MPhA, ex-officio with vote,~~ two rural and two metro directors elected from nominees put forward by the districts, five directors at-large elected from nominees put forward by the academies, ex-officio representatives of affiliate organizations and ex-officio representatives of associate organizations. The recognized University of Minnesota student pharmacist association shall select one representative from each campus to serve on the Board of Directors. The student pharmacist association must further select which of the two representatives will serve as primary Board member with vote. The second student pharmacist Board member will serve on the Board without vote unless the primary student Board member is not present at a meeting of the Board, in which case the sole attending student Board member will be granted voting privileges.

A motion was then made and seconded to consider the amended MPhA Bylaws as a whole. Upon vote, the motion passed. A motion was made and seconded to approve the amended MPhA Bylaws. Upon vote, the motion passed.

The adopted MPhA Bylaws are:

Bylaws (Adopted 1883; Last Amendment 06/05/2015)

Article I - Membership

Section 1

Active Members

A pharmacist in good professional standing, upon application and payment of dues, shall be admitted to membership in the Association. For purposes of this provision, a pharmacist is defined as a person licensed to practice pharmacy by the State of Minnesota or a graduate of an accredited college of pharmacy that is in the process of attaining licensure from the State of Minnesota.

Section 2

Life Members

Active members who have been registered as a pharmacist for fifty (50) years and have been a member of MPhA for twenty-five (25) years shall become Life Members.

Section 3

Associate Members

Individuals and Organizations who contribute to the welfare of this Association or the profession of

pharmacy shall be eligible for association membership. The Board of Directors shall set forth the requirements necessary for each type of Associate membership.

Individual Associate members shall be entitled to all the rights and privileges of the Association except the right to be an Officer of the Association, to vote in Board of Director elections, or to vote regarding the amendment of the Articles of Incorporation or Bylaws except as specified elsewhere in these Bylaws. They shall be entitled to vote in the House of Delegates, within committees when duly appointed to serve on such committees, and as otherwise specified in these Bylaws.

Section 4

Student Pharmacist / Student Technician Members

Students registered in an accredited college of pharmacy or a pharmacy technician program that is accredited or is sponsored by an accredited institution are eligible, upon application, to be admitted to student membership.

Student members shall be entitled to all of the rights and privileges of the Association except the right to be an Officer of the Association, to vote in the Board of Director elections or to vote regarding the amendment of the Articles of Incorporation or Bylaws except as specified elsewhere in these Bylaws. They shall be entitled to vote in the House of Delegates, within committees when duly appointed to serve on such committees, and as otherwise specified in these Bylaws.

Section 5

Honorary Members

Pharmacists and other individuals who have distinguished themselves for their contributions to the pharmacy profession may be elected honorary members. Nomination for honorary membership shall be made in writing to the Board of Directors which shall refer them, with its recommendations, to the House of Delegates for final action. Honorary Members shall have the rights and privileges of Active Members except the rights to hold office and vote in any capacity. They may participate as committee members or perform any other function requested by the Board of Directors, a Committee Chair, or the Speaker of the House. They shall not be required to pay dues.

Section 6

Pharmacy Technicians

A pharmacy technician in good professional standing upon application and payment of dues shall be admitted to membership in the Association. For purposes of this provision, a pharmacy technician is defined as an individual registered as a pharmacy technician by an agency of the State of Minnesota.

Article II - Dues

Dues for each membership category shall be assessed each year. The amount of such dues shall be established by the Board of Directors.

Article III - Termination of Membership

Revocation of a member's status as a pharmacist, student pharmacist, pharmacy technician or student pharmacy technician as recognized by an agency of the State of Minnesota shall automatically terminate membership in this Association.

Membership in this Association may be terminated by the Board of Directors for conduct unbecoming a member of the Association or the profession of pharmacy after a hearing held on fifteen (15) days written notice of the charges. A majority vote of the Board of Directors at any regular or special meeting shall be required to terminate any membership. The Board of Directors shall be exclusive judges of what constitutes conduct unbecoming a member. If the Member so charged is a member of the Board of Directors, such Member shall not vote on the issue of their termination.

Article IV - Officers

Section 1: Nominating Committee

The Nominating Committee shall consist of a minimum of five (5) active members who shall not be Directors, each of whom shall serve a two year term. These individuals shall be selected by the Chair of the Committee from individuals that have responded to a solicitation for committee service made available to all active members. The two year term may be adjusted by the Chair, only as needed to ensure a balance and overlap of incoming and current members on the Committee. The balance of the committee members shall include the Immediate Past-President who will serve a three (3) year term as a member of the committee. The Chair of the committee shall be the Immediate Past-President during the initial year of their 3 year term serving on the committee.

The Nominating committee shall select at least two active members as candidates for President-Elect, Secretary-Treasurer, Speaker and Vice-Speaker of the House of Delegates. The committee shall support the Association's intent of representation of pharmacists from a variety of practice settings and geographic locations in preparing a slate of candidates. The report of the committee shall be reported not less than annually to the Association at a state wide meeting of the general membership.

Nominees for officers of the Association shall be communicated to the general membership by the Secretary-Treasurer using available and practical means of communication not later than sixty (60) days prior to the next annual meeting together with the ability of the member to vote.

- A. A ballot of the nominees, voting eligibility requirements and instructions for responding to the ballot shall be included in the communication. All ballots to be counted must be completed as instructed by the deadline set forth in the communication.

- B. The Executive Vice -President shall appoint tellers who may be professional staff or active members who shall not be candidates for office or members of the Board of Directors. In the absence of the Executive Vice -President, the presiding House of Delegates Officer shall appoint the tellers. The Secretary-Treasurer shall turn over to the tellers all ballots returned and they shall count the votes of eligible dues paid members promptly and shall file with the Secretary-Treasurer a certificate signed by the tellers or a majority thereof showing the results of that election. A report shall be made available to the members of the Association. The Candidate for each office receiving the highest number of votes shall be declared elected. In case of more than one candidate receiving the same number of votes, the tellers shall break the tie by placing each name of the tied candidates on a separate paper, placing the names in a container and drawing, without view, one paper from the container.

- C. The term of office of President, Immediate Past-President and President-Elect shall be one year and the term of office of the Secretary-Treasurer shall be three years or until their successors are duly elected. The newly elected rural, metro, and at-large Directors shall take office at the conclusion of the next annual business meeting.

- D. In the event of a vacancy of a rural, metro, or at-large directorship, the Board of Directors shall appoint a member to serve the remainder of the vacant term until the position is filled through normal election to that office. The appointed director must fulfill the eligibility requirements of

the particular directorship.

- E. In the case of a vacancy occurring in the office of President, the President-Elect shall succeed as the President. In case of a vacancy in the office of Secretary-Treasurer, the Board of Directors shall fill such vacancy with a member to serve until the position is filled through normal election to that office to be conducted during the next annual election cycle.
- F. In the case of a vacancy occurring in the office of Speaker of the House of Delegates, the Vice Speaker of the House of Delegates shall succeed.
- G. The President-Elect shall, upon installation, assume the office of President following a term as President-Elect.
- H. In the event of a vacancy of an office not described elsewhere in these Bylaws, the Board of Directors shall select, by majority vote, a replacement officer from eligible members forwarded by the Nominating Committee. The replacement officer shall serve until the next officer is elected by usual means.

Section 2: Duties

- A. The President shall preside at all meetings of the Association.
- B. The President-Elect shall perform such duties as shall be designated by the President or the Board of Directors and, in the absence of the President, shall preside at all meetings of the Association.
- C. The Immediate Past-President shall serve on the Board of Directors.
- D. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors and shall attend to the giving and certifying of all notices of such meeting. The Secretary-Treasurer shall sign or countersign all deeds, leases, mortgages and other documents as necessary, and those requiring disbursements greater than \$10,000 per calendar year. The Secretary-Treasurer shall have custody of all funds and securities of the corporation in the bank or banks or other authorized depositories that the Board of Directors may designate. The Secretary-Treasurer shall be authorized to sign notes of the Corporation and dispense the funds of the Corporation under the direction of the Board of Directors and shall perform such

other duties as may be assigned to the Secretary-Treasurer by the President or the Board of Directors.

Section 3: Appointive Officer

The Board of Directors shall appoint an Executive Vice-President who shall exercise such powers and responsibilities and perform such duties as shall be designated by the Board of Directors.

Section 4: Removal

Any officer may be removed from office by a two-thirds (2/3) vote of the membership present at an annual or special meeting for failure to carry out the duties of the office. Before such officer shall be removed from office, the charge against him/her shall be reduced to writing, signed by 25 active members, and the officer accused shall have the right to be heard in their own defense.

Section 5: Executive/Finance Committee

The Executive/Finance Committee shall consist of the President, Immediate Past-President, President-Elect, Secretary/Treasurer, and Speaker of the House. The Executive Vice President appointed by the Board of Directors, shall be a non-voting member of the Executive/Finance Committee. The Executive/Finance Committee may appoint, by majority agreement, additional active Board members to the Committee as needed. In the event of a tie in any vote of the Executive/Finance Committee, the President's vote shall count as two votes.

Responsibilities of the Executive/Finance Committee include the transaction of the Minnesota Pharmacists Association business in the interim between meetings of the Board; making recommendations to the Board relative to property, funds and finances of the Minnesota Pharmacists Association; conducting contract negotiations and initiating performance evaluations utilizing feedback from the full Board of Directors for the appointed Executive Vice President. The Executive/Finance Committee may recommend to the Board of Directors additional members to serve on the Executive/Finance Committee for a one-year term. Three of the five voting members of the Executive/Finance Committee shall constitute a quorum. The President will report to the board at its regular meeting, the actions taken on their behalf, for their approval.

Article V –Component and Associate Organizations

The Minnesota Pharmacists Association provides for the recognition and participation of two types of organizations, including: Component Organizations, and Associate Organizations. The Board and

House shall establish criteria for and authorize recognition, continuation, and dissolution of these relationships.

Component Organizations:

There are two types of Component Organizations recognized by the Minnesota Pharmacists Association: Regional Groups and Academies. These organizations are comprised of MPhA members.

A. Regional Groups

1. A Regional Group shall be comprised of members who share a geographic region of the state of Minnesota. The Board of Directors shall have the authority to delineate Regional Groups in the best interest of the Association

2. Each member may select a Regional Group in which they wish to participate and be represented on. Member voting privileges, eligibility for holding office and other rights, specific to the selected group will be determined by the Regional Group.

B. Academies

1. An Academy is a group of MPhA members who share specific professional interests. The Board of Directors shall have the authority to recognize an Academy based upon requirements set forth by the Board.
2. Each member may select an Academy as the basis for active Academy membership. Member voting privileges, eligibility for office and other Academy rights will be determined by an Academy. A member may also choose to belong to one or more additional Academies, but the member will be counted only in one Academy population figure, and will have voting or office rights in only one Academy.
3. Fifteen or more active members or a pharmacist organization in Minnesota may petition the Board for recognition as an Academy.

The MPhA board of directors may dissolve academies failing to meet any of the requirements listed in Article V, Section C.

C. Requirements- Regional Groups and Academies

1. Each Regional Group and Academy must have a minimum of fifteen (15) members.
2. Each Regional Group and Academy shall hold a meeting of its membership at least once each year and provide documentation to MPhA of such meetings.
3. Each Regional Group and Academy shall elect from its current membership a Chair to serve for a one year term. All newly elected officers shall take office at the conclusion of the next MPhA annual business meeting.

Associate Organizations

Unless indicated otherwise in this document, Associate organizations are organizations comprised of pharmacists or student pharmacists that are independent of MPhA, but share common interests, members, and need for inter-organizational communication and coordination. If recognized as such by the Board of Directors, Associate organizations are granted one seat on the MPhA Board of Directors ex officio without vote. Each recognized Associate organization is granted one seat in the House of Delegates with voting rights.

Article VI - Board of Directors

Section 1

The Board of Directors shall be composed of the following members: President, Immediate Past President, President-Elect, Secretary-Treasurer, the Speaker of the House of Delegates, two rural and two metro directors elected from nominees put forward by the districts, five directors at-large elected from nominees put forward by the academies, ex-officio representatives of affiliate organizations and ex-officio representatives of associate organizations active members. The recognized University of Minnesota student pharmacist association shall select one representative from each campus to serve on the Board of Directors. The student pharmacist association must further select which of the two representatives will serve as primary Board member with vote. The second student pharmacist Board member will serve on the Board without vote unless the primary student Board member is not present at a meeting of the Board, in which case the sole attending student Board member will be granted voting privileges.

Section 2

Members of the Board of Directors shall receive no compensation for their services. The Board may make exceptions in individual instances based on a Director's proximity to the meeting or other applicable circumstances.

Section 3

The President shall preside at all meetings of the Board. In the absence of the President, the President- Elect shall preside. If both President and President-elect are absent, members in attendance at the meeting shall select by majority vote, one of their own number to serve as chairman of the meeting.

Section 4

Removal

Any Director may be removed from office by two-thirds (2/3) majority vote of the membership present at an annual or special meeting for failure to carry out the duties of a Director.

Before such member of the Board of Directors shall be removed from office, the charge against him/her shall be reduced to writing, signed by 25 active members, and the person accused shall have the right to be heard in their own defense.

Article VII - House of Delegates

Section 1: Duties

It shall be the duty of the House of Delegates to serve as the primary legislative and policy-making body of the Association and to report its actions to the general membership not less than annually. The official positions of the Minnesota Pharmacists Association shall be determined by the House of Delegates. Interim policy decisions may be made by the Executive Committee with approval of the Board of Directors of the Association when and if necessary based on the best interest of the Association.

The House of Delegates shall elect officers and adopt rules of order not otherwise inconsistent with these Bylaws. The House shall consider and act upon reports of the Policy Committees and may consider new business submitted by members, other committees, the Board of Directors or component and associate organizations.

Section 2: Composition

The House of Delegates shall be comprised of Association members in accordance with the following:

- A. Each Regional Group shall be accorded three delegates. An additional delegate shall be accorded for each fifty (50), or major fraction thereof, Active and Life members residing within that Regional Group.
- B. Members of the Board of Directors shall be Delegates ex officio with vote.
- C. Past Chairs of the Board of Directors and past Speakers of the House of Delegates shall be delegates ex officio with vote.
- D. The recognized student pharmacist organization(s) shall be accorded one delegate for each twenty-five (25), or major fraction thereof, student members of the Association. In the event that multiple student-organizations are recognized, each student pharmacist MPhA member shall be counted only once in calculating delegate allotment for any recognized student pharmacist organization based on the student pharmacist's choice.
- E. The pharmacy technician members shall be accorded two delegates (ex officio with vote) for the first 50 technician members and an additional delegate (ex officio with vote) for each 25 technician members or minor fraction thereof. The number of technician delegates with vote shall not exceed 20% of total voting delegates at any meeting of the House of Delegates.
- F. Each recognized Academy shall be accorded 2 delegates for the first fifty (50) members, plus one delegate for each additional 50 members or major fraction thereof, members of the Academy.
- G. Each recognized Associate organization shall be granted one seat in the House of Delegates unless otherwise specified in these Bylaws.

Section 3: Seating, Tenure and Voting

All delegates shall be appointed to a one-year term, unless otherwise stipulated in these Bylaws. Individuals may be appointed annually to serve multiple successive terms as delegate.

Each component or associate organization shall appoint the delegates and alternate delegates to which they are entitled. An organization may choose to appoint any number of alternate delegates, provided such number does not exceed the number of delegates the organization will have representing it in the House of Delegates. No alternate delegates need be appointed, if the organization so chooses.

An appropriate officer of the organization being represented shall notify the Secretary of the House of Delegates of the name and address of each of its delegates and alternate delegates at least thirty (30)

days before the regular meeting of the House. At the direction of the Board, the Speaker of the House may allow delegates to be identified less than 30 days prior to a regular meeting of the House. Before being officially seated in the House of Delegates, the name of each Delegate shall be submitted to the Secretary of the House of Delegates, in writing, by an appropriate officer of the organization being represented. In the case of a contested seat, the House of Delegates shall be the final judge of who is to be seated. To the extent that an appointing organization does not so notify the Secretary of the House of Delegates, the Speaker of the House of Delegates will appoint any remaining delegates and alternate delegates to which the appointing organization is entitled.

No Delegate shall have more than one vote and there shall be no proxy voting.

Alternate Delegates shall be accorded all rights and privileges of a Delegate in the absence of such Delegate.

Section 4: Officers and Duties

The House of Delegates shall annually elect a Speaker and a Vice-Speaker to one year terms. The Executive Vice-President of the Association shall be Secretary of the House of Delegates and, as such, shall be a voting ex officio member of the House.

The Speaker shall issue a call of the House, shall preside over meetings of the House, and shall serve on the Board of Directors ex officio with vote. The speaker shall appoint a parliamentarian at meetings of the House of Delegates. The Speaker may appoint Committees of the House of Delegates as deemed necessary. Such committees shall be advisory to the House of Delegates. The Speaker shall present a report to the delegates at each meeting of the House of Delegates. The Vice-Speaker shall perform such duties in the absence of the speaker. The Secretary shall maintain the roll, minutes, and other records of the House.

Section 5: Meetings and Quorum

The House of Delegates shall meet annually and at such other times as may be indicated by a call of the Speaker with the concurrence of the Board of Directors. Installation of officers and directors shall occur at the Annual House of Delegates meeting. A special meeting of the House of Delegates must be held upon written petition of not less than twenty (20) Delegates. Such special meeting must be held within ninety (90) days of receipt by the Speaker of the House of such written petition.

All meetings of the House of Delegates shall be open to the general membership of the Association.

The date, time, and location of any meeting of the House of Delegates shall be publicized to the general membership in advance of such meeting.

Not less than ten percent (10%) of the currently appointed Delegates shall constitute a quorum at any annual or special meeting of the House of Delegates.

Article VIII – Meetings

Section 1: Members of the Association

- A. **Annual Business Meeting.** There shall be an annual business meeting of the membership of the Association at the time and place to be determined by the Board of Directors. At the annual business meeting of the Association, the business shall include the following: President's address; Report of Secretary-Treasurer which shall include a report on membership; reports of special and standing committees; report of Board of Directors; miscellaneous business; report of committee on nominations; and any other reports as deemed appropriate by the Board of Directors. . A notice announcing the Annual Business Meeting will be made available to the general membership not less than 10 days prior to such meeting.
- B. **Special meetings.** The Board of Directors, by motion or resolution at any meeting of the members thereof, the President or not less than fifty (50) active members of the association by filing of a written request therefore with the Secretary-Treasurer, shall have the right to cause the members to hold a special meeting. The Secretary-Treasurer shall select a day not later than forty (40) days after the request for the special meeting is received. The time and place shall be determined by the Board of Directors. The Secretary-Treasurer shall cause notice of any such special meeting to be given to the membership not less than ten (10) days prior to the day of the meeting. The business to be transacted at the meeting shall be limited to that specified in the notice thereof. At any special meeting of the members, the following shall be the order of business:
1. Report of Secretary-Treasurer establishing the basic requirements for the call of the meeting, and existence of a quorum for the purpose of transacting the specific business of the meeting.
 2. New business as specified in the notice of the meeting.
 3. Adjournment.
- C. **Voting.** Members shall not be entitled to vote by proxy at any annual or special meeting except, however, that a member may vote for officers by ballot as herein provided. Cumulative voting shall be prohibited.

D. **Quorum.** Not less than ten percent (10%) of the currently appointed Delegates shall constitute a quorum at any special or regular meeting of the Association.

Section 2: Board of Directors

A. **Regular Meeting.** The Board of Directors shall hold not less than four (4) regular meetings in each calendar year, the exact time and place to be determined by the President.

B. **Special Meetings.** The President or not less than five (5) members of the Board of Directors by filing of a written request with the Secretary-Treasurer shall have the right to cause the Board of Directors to hold a special meeting. The Secretary-Treasurer shall select a day, time and place not later than fourteen (14) days following receipt of the request for the special meeting. The Secretary-Treasurer shall cause notice stating day, time and place and purpose as known to be given to each member of the Board of Directors within five (5) days of receiving such request.

C. **Meeting through Technology.** The Board is authorized to meet by teleconference, videoconference, or any other virtual means provided that:

1. the identity of participants may be verified
2. all participants can participate in and be influenced by debate prior to voting
3. all business conducted through technology shall be reviewed, to the extent and discretion of the Board, at the next regular meeting of the Board.

D. **Quorum.** Not less than one half of voting members of the Board of Directors shall constitute a quorum and an act of the majority thereof shall be the act of the Board of Directors.

Article IX - Miscellaneous

Section 1: Books and Records

The books and records of the Association shall be kept on a calendar year. A certified public accountant approved by the Board of Directors shall examine the books annually and report the results to the Board of Directors.

Section 2: Parliamentary Procedure

Robert's' Rules of Order-Revised, shall govern the deliberations at meetings of members and of the Board of Directors, except insofar as then may have been modified by specific provisions of the Articles of Incorporation, of the Bylaws or by specific resolution adopted by the members of the

Association.

Article X - Notices

When under the provisions of these Bylaws, notice is to be given to any member of the Association, member of the Board of Directors, or officer of the Corporation, it shall be provided by appropriate means as deemed by the Board of Directors.

Article XI - Committees

The President, upon notification and review of the Board of Directors, shall appoint all special committees, each having such powers and duties consistent with the Articles of Incorporation and Bylaws, as may be assigned to it by the Board of Directors. The Speaker of the House in consultation with the President, upon notification and review of the Board of Directors, shall appoint all Policy Committees, each having such power and duties consistent with the Articles of Incorporation and Bylaws.

- A. Policy Committees.** The report of a Policy Committee, upon adoption by the House of Delegates shall constitute Association policy. Prior to final consideration of such a report, a hearing on the report, open to the membership, shall be conducted at the Annual Business Meeting, at a special meeting, or in conjunction with the House of Delegates at which adoption of the report is proposed. Policy Committee reports may be adopted, rejected, or amended in accordance with the Articles of Incorporation, Bylaws, Standing Rules of the House of Delegates, and Robert's' Rules of Order-Revised. Meetings of Policy Committees shall be open to the general membership. Policy Committees shall be given charges at least annually by the President and the Speaker of the House in consultation with the Board of Directors and the leadership of component organizations.

The Policy committees are:

1. Policy Committee on Public Affairs
2. Policy Committee on Professional and Organizational Affairs

- B. Special Committees.** The President, with the approval of the Board of Directors, may appoint such Special Committees as may be appropriate. The report of any Special Committee shall be advisory to the Board of Directors.

Article XII - Amendment to the Bylaws

These Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting thereof, provided that notice of the proposed amendment has been given to each member at least ten (10) days in advance of the meeting.

At the direction of the Board of Directors, a ballot, with fifteen (15) days' notice, may be utilized to amend these Bylaws, in which case approval of two-thirds (2/3) of those voting shall be required for adoption of the proposed amendment.

In the interest of time, Resolution 14-005 from the Professional Affairs Committee, and Advisory Resolutions 15-006 through 15-009 were not read to the House of Delegates. In addition, the Delegates agreed to stay past 4:30 p.m. to consider New Business resolutions 15-010 to 15-012.

Resolution 15-005 – Transition Fills Process Improvement
Submitted by: Professional Affairs Committee

Resolved that, the Minnesota Pharmacists Association will collaborate with the Academy of Managed Care Pharmacy (ACMP) and other stake holders to improve the current transition fill process and communications with pharmacies.

Resolution 15-006 Editorial Advisory Committee Publishing Authority
Advisory to the Board of Directors
Submitted by: Editorial Advisory Committee

A formal policy that gives Editorial Advisory Committee the authority to make decisions to publish or not to publish in applicable communication channels contents or topics that are politically charged or controversial in nature such as medical cannabis, lethal injections used in capital punishment, etc.

Resolution 15-007 Student & Resident Relations Committee Co-Chairs
Advisory to the Board of Directors
Submitted by: Student & Resident Relations Committee

In order to better represent and serve residents, we recommend that one of the co-chairs of this committee be a current resident. The student and resident co-chairs could then work together to best meet the needs of the population of MPhA members that this committee strives to serve.

**Resolution 15-008 Student & Resident Focused Programming at Annual Learning Networking Event
Advisory to the Board of Directors**

Submitted by: Student & Resident Relations Committee

To better meet the needs of student members, we recommend making the Annual Meeting more accommodating to students by decreasing cost of registration and integrating more student-focused programming. In addition, implementing student and resident run round tables at the Annual Meeting as described above would help engage students and encourage their involvement in the Annual Meeting.

**Resolution 15-009 Student & Resident Event Mentoring
Advisory to the Board of Directors
Submitted by: Student & Resident Relations Committee**

We recommend implementing a mentor program in which students and residents could be paired with an active MPhA member or leadership. Students and residents may feel more comfortable going MPhA's networking events if they have a mentor to attend with. This would also foster relationship building amongst students/residents and MPhA leadership and better connect MPhA with this population of members.

**Trumm Presented:
Resolution 15-010 – Adequate Reimbursement
Submitted by: Independent Owner Academy**

1. A focus of MPhA legislative initiatives should be adequate reimbursement.
2. MPhA shall seek to increase the Medicaid reimbursement formula and index the dispensing fee to inflation.

A motion was made and seconded to amend the resolution as outlined above. Upon vote, the motion was adopted.

A motion was made and seconded to adopt the resolution as amended. Upon vote, the motion was adopted as amended.

**Trumm Presented:
Resolution 15-011 – PBM Adjudication Fees
Submitted by: Independent Owner Academy**

MPhA pursue legislation modeled after Texas legislation to prohibit PBM's from charging any adjudication fees.

A motion was made and seconded to refer the proposed policy to the Public Affairs Committee. Upon vote, the motion to refer passed.

Gambaiani Presented:

Resolution 15-012 – Pharmacists as Recognized Providers by all MN Insurance Companies

Submitted by: District 6 Delegate Gambaiani

MPhA supports services that are provided by pharmacists be reimbursed by all insurance companies.

A motion was made and seconded to amend the resolution as outlined above. Upon vote, the motion was adopted.

A motion was made and seconded to refer the proposed policy to the Public Affairs Committee. Upon vote, the motion to refer passed.

A motion was made and seconded to adjourn, upon vote the motion was adopted and the House adjourned at 5:30 p.m.

Respectfully Submitted by:

Marsha Millonig, Consultant acting as Secretary of the House of Delegates