



2016 Report of the Annual Business Meeting & House of Delegates

2016 Report of the Annual Business Meeting and House of Delegates

The Annual Business Meeting of the Minnesota Pharmacists Association was called to order by Speaker of the House Kati Dvorak at 1:38 p.m.

The House of Delegates Session was then convened by Speaker Dvorak. Delegates were asked to sign in on delegate rosters to be counted by the Credentials Committee.

Vice Speaker of the House Tony Olson introduced the head table, which included Speaker Kati Dvorak, Vice Speaker Tony Olson, Parliamentarian Terry Hietpas, Secretary Marsha Millonig (MPHA Interim Executive Director) and MPhA Staff Director Jacquie Durant.

Vice Speaker Olson 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.

Parliamentarian Hietpas presented a procedural overview of the House of Delegates meeting provided a delegate orientation to the House Rules and Process. Hietpas also provided a brief review of Robert's Rules of Order.

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 90 delegates present, and we have achieved the delegate attendance necessary for a quorum."*

Speaker Dvorak reviewed the Adoption of House Rules agenda item. A copy of the proposed rules was projected and can be found on the MPhA website. Since the proposed changes emanate from a recognized committee, a second is not required and by submission of the proposed rules presented, the Rules Committee moved for the adoption of House Rules. The proposed changes help to clean up the House Rules with language that was approved at the 2015 House of Delegates meeting.

A motion was made and seconded to adopt the House Rules as presented. The motion passed.

Speaker Dvorak reviewed the Adoption of Order of Business agenda item. A copy of the proposed Order of Business was projected and can be found on the MPhA website. Since the proposed changes emanate from a recognized committee, a second is not required and by submission of the proposed rules presented, the Rules Committee moved to adopt the order of business.

A motion was made and seconded to add an Open Forum to the Order of Business. The motion passed.

A motion was made and seconded to approve the Order of Business. The motion passed.

MPhA Treasurer Doug Lobdell then presented the Treasurer's report. Lobdell noted that 2015 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 2015, the association reduced long term liabilities. MPhA ended fiscal year 2015 with net operating income of \$116,130. Long term liabilities were reduced due in part to paying off a bank loan, payments on old rent and forgiveness in debt. Revenues from memberships has held steady over the past year. The conference and meeting schedule has seen net incomes on each meeting.

Improved budget performance allowed MPhA to pay down long term liabilities by over \$100,000. The balance sheet as of December 31, 2015 shows assets of \$96,978, liabilities of \$134,099, and total equity of (\$41,121). This compared to total equity of (\$157,646) at the end of 2014, an improvement of \$116,525. The 2016 budget calls for revenues of \$446,607 and expenses of \$376,355. This provides an operating excess of \$70,243, allowing the association to continue serve its members well and meet current obligations to repay long term liabilities.

A motion was made and seconded to accept the MPhA Secretary-Treasurer's Annual Report. The motion passed.

President Jeff Lindoo presented the President's Annual Report, noting that the full detail of the report could be accessed by members on the MPhA website under the About Us/House of Delegates, along with full reports from each of the MPhA Committees. Lindoo expressed appreciation for the dedicated volunteers of MPhA – Board Members, Committee Chairs and Committee Participants.

A motion was made and seconded to accept the MPhA President's Annual Report. The motion passed.

Vice Speaker Tony Olson presented the Policy Review Manual Subcommittee Report. The Policy Review Manual Subcommittee recommended that of the 106 currently active policies, 90 be retained in their current active status and 16 archived by the House of Delegates. The Policy Review Manual Subcommittee also identified 29 policies that may benefit from a more thorough review by the MPhA Policy Committees for the purpose of consolidation, modernization, or other revision. Brief summaries of the reasoning behind the Policy Review Manual Subcommittee recommendations were included as appropriate. The report was posted on the MPhA website for review.

A motion was made and seconded to adopt the Policy Review Manual Subcommittee Report. The motion passed.

Past President Randy Seifert then read the report of the Nominating Committee:

The Nominating Committee (Leadership Development Committee) respectfully submits the following policy proposals for consideration by the MPhA House of Delegates at the June 16, 2016 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 2017:

- Jason Varin

Resolved that the Minnesota Pharmacists Association approve the following candidates for Speaker and Vice Speaker of the House of Delegates for 2016-2017, recommended by the Nominating Committee (Leadership Development Committee) and endorsed by the MPhA Board of Directors:

- Speaker of the House: Kati Dvorak
- Vice Speaker of the House: Tony Olson

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

Speaker Dvorak then opened nominations for the positions for 2017 President-Elect, Speaker and Vice Speaker.

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

Speaker Dvorak reviewed nominations for APhA Delegates received prior to the House of Delegates meeting. Nominations received prior to the meeting included:

APhA Delegates:

- Michelle Aytay (incoming President-Elect)
- Natalie Roy (leadership resident)
- Stephanie Gibbs (leadership resident)
- Kati Dvorak (Speaker of the House)

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

APhA Delegate: Anjoli Punjabi, Julie Freeman, Scott Setzepfandt
NCPA Delegate: Jason Varin, Marsha Millonig

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

Speaker Dvorak 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 website under About Us/House of Delegates for review by the membership and were included in the meeting folders.

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

Varin presented:

Policy Proposal 16-001 – Professional & Organizational Affairs Recommendation on Bylaws

Submitted by: Professional & Organizational Affairs Committee

Whereby the Association's Bylaws include language that is unclear, restrictive and not reflective of current intent of the House, Whereby the Association must exercise its ability to function vigorously and efficiently in a constantly changing environment, the committee recommends approval of the proposed amended version of the Bylaws.

A motion was made and seconded to approve the bylaws as presented in full. Upon vote, the motion passed. A copy of the bylaws as amended appears in Appendix A.

Aytay presented:

Policy Proposal 16-002 – MPhA Policy Statement on Prescription Drug Importation

Submitted by: Public Affairs Committee

Proposal (Proposed Policy Statement):

Resolved, While MPhA supports efforts to ensure the access and affordability of prescription drugs, pharmacists have a responsibility to ensure product safety and quality for our patients, therefore, MPhA is opposed to the importation of prescription drugs and medical products, either as a patient-specific prescription or at the wholesale level, through any means that is not permitted, regulated and/or protected by the U.S. Food & Drug Administration.

Background/facts:

While we sincerely appreciate the intent of lawmakers, both state and federal, who might introduce legislation to allow such, with the intent of saving patients money, our concern is ensuring product safety and quality to our patients. While many prescription drugs are manufactured in foreign countries, the FDA maintains a strict regulatory process to assure that drugs legally imported into the US are of reliable quality. Despite a strict regulatory process, counterfeit drugs are a growing problem even within the US. Consequently, legislation was recently passed to add additional tracking requirements for prescription drugs in the US to combat the problem of counterfeit and unapproved drugs.

While many assume that other countries have regulatory protections comparable to the US, it is not true and in fact, many countries have little or no regulation on drugs that are imported with the intent to export to another country. This is even true for licensed Canadian pharmacies that are exporting prescription drugs to US citizens. Even the introduction of laws that would facilitate or allow importation encourages some to explore importation through internet pharmacy sites, which can only be described as the incredibly dangerous "wild, wild west."

A motion was made and seconded to approve the MPhA Policy Statement on Prescription Drug Importation. Upon vote, the motion passed.

Hoang presented:

Advisory Recommendation 16-003 – Publishing Authority

Submitted by: MPhA Editorial Advisory Committee

The Editorial Advisory Committee respectfully submits the following advisory policy proposals for consideration by the by the Board of Directors:

Topic: Recommendation on Publishing Authority

Purpose

- I. To give the Editorial Advisory Committee the authority to take necessary actions to maintain the highest standards of editorial integrity.
- II. To promote the exchange of information that reflects the interests of the organization’s diverse membership.
- III. To establish editorial policy and procedures that guides the Editorial Advisory Committee in its decision making and publishing activities.

Proposal (Proposed Policy Statement):

- | |
|--|
| <ol style="list-style-type: none">I. The information and views presented in all applicable communication channels shall not necessarily represent the position or policy of MPhA, or the institution with which the author is affiliated, unless it is clearly stated as such.II. Policy statements and official positions of MPhA shall be clearly identified.III. Promotional or advertising information presented in applicable communication channels does not constitute endorsement of MPhA.IV. Submission of articles by both members of MPhA and non-members are strongly encouraged but are not guaranteed placement in any of MPhA’s communication channels.V. The Editorial Advisory Committee shall promote the goal that all information submitted for all communication channels is accurate and well-balanced.VI. The Editorial Advisory Committee shall work with the author to ensure the author’s conflicts of interest, actual or perceived, are properly managed and disclosed.VII. The Editorial Advisory Committee shall work closely with the Board of Directors or Board liaison to ensure the information presented in all communication channels reflects the interests of members.VIII. The Editorial Advisory Committee shall work closely with the Editor-in-Chief to ensure information is presented in applicable communication channels in a timely manner. |
|--|

A motion was made and seconded to close discussion and have recommendations passed to the Board of Directors for action. Upon vote, the motion passed.

Derr presented:

Advisory Recommendation 16-004 – Student & Resident Relations Committee Recommendation on Restructuring Committee

Submitted by: MPhA Student & Resident Relations Committee

STUDENT AND RESIDENT RELATIONS COMMITTEE RECOMMENDATION 1 Advisory Resolution 16-004:

We recommend considering renaming and restructuring of this committee. There are two potential ways to restructure this. 1) The creation of a New Practitioner Engagement Committee may provide benefit for the current residents and recent graduates in the state of Minnesota. Additionally, this committee may benefit from being renamed to the Student Engagement Committee. The Student Engagement Committee would benefit from having a liaison from this New Practitioner Engagement Committee to offer guidance and support from their past experiences (potentially this could be the chair/co-chair of the New Practitioner Engagement Committee. 2) The other option would be to continue with the current Student and Resident Relations Committee and have two sub-committees potentially named the New Practitioner Engagement Sub-Committee and the Student Engagement Sub-Committee. This may provide deeper involvement from the residents and new practitioners in the future.

A motion was made and seconded to close discussion and have recommendations passed to the Board of Directors for action. Upon vote, the motion passed.

Derr presented:

Advisory Recommendation 16-005 – Student & Resident Relations Committee Recommendation on Establishing Board Member Mentors for Student Liaisons

Submitted by: MPhA Student & Resident Relations Committee

STUDENT AND RESIDENT RELATIONS COMMITTEE RECOMMENDATION 2 Advisory Resolution 16-005:

We recommend that the board consider formally designating a board member to act as a mentor to each student liaison. The MPSA-MPhA liaison position carries several responsibilities outside of what MPSA outlines. It is important that both liaisons are provided with resources to successfully serve MPhA and student pharmacists. Both the Twin Cities and Duluth liaisons are new to their positions for the 2016-2017 school year. Since this position requires strong leadership, we believe that it would be extremely helpful for these liaisons to each have an MPhA board member designated to act as a mentor and point person. Additionally, this will create a stronger relationship between MPhA and its student liaisons.

A motion was made and seconded to close discussion and have recommendations passed to the Board of Directors for action. Upon vote, the motion passed.

Election Results

Credentials Chair Ruiz reported that Michelle Aytay, Stephanie Gibbs, Kati Dvorak and Natalie Roy will serve as delegates at the APhA 2017 Meeting. Additionally, Julie Freeman was elected to serve and Anjali Punjabi was elected to serve as an alternate delegate.

Ruiz also reported that Marsha Millonig and Jason Varin were elected to serve as delegates to the NCPA fall 2016 Meeting.

Ruiz reported that Kati Dvorak was re-elected to serve as MPhA Speaker of the House of Delegates and Tony Olson was re-elected in the capacity of Vice Speaker of the House of Delegates.

Open Forum

1. Past President Seifert requested the Public Affairs Committee to consider legislation that mandates a pharmacist be assigned to each school nurse to ensure medication safety. Discussion ensued.
2. Seifert also requested a study of interest in pharmacist inclusion in drug courts (2-8 hours/week). Discussion ensued.
3. Seifert asked for recognition as mental health service providers. Seifert noted that there was an effort this year in 2016 on advance practice pharmacist amendment. Discussion ensued.
4. Millonig presented (on behalf of Dean Speedie) an item regarding the USP standardization of cannabis and asked that this be referred to the Public Affairs Committee. Discussion ensued.

A motion was made and seconded to close the Open Forum.

President Lindoo 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: Lowell Anderson, Bruce Benson, Bill Diers, Martin Erickson, Dale Olson, Gary Schneider, Scott Setzepfandt, Randy Seifert, Steve Simenson, Todd Sorenson and Bruce Thompson.

Lindoo then recognized and extended thanks to outgoing MPhA board members: Lucas Jorgenson, Zach Merk, Courtney Murphy, Eric Slindee, Barb Stodola, Britany Symonds and Dan Tomaszewski.

Lindoo then introduced Molly Ekstrand, President-Elect of MPhA and swore her in as the 2016-2017 President of MPhA. Ms. Ekstrand raised her 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 Lindoo and delegates then congratulated Ms. Ekstrand. In her first act as President of MPhA, Ms. Ekstrand extended sincere thanks to Immediate Past President Jeff Lindoo and his family for their commitment over the past year of service, and presented Lindoo with the MPhA President's Gavel.

President Ekstrand then addressed delegates and installed the 2016-2017 MPhA Board of Directors, including: Immediate Past President Jeff Lindoo, President Elect Michelle Aytay, Treasurer Doug Lobdell, Speaker of the House Kati Dvorak, At Large Director Sarah Anderson, At Large Director Ben Aronson, At Large Director Heather Bibeau, At-Large Director Jessica Lind, At-Large Director Amanda Brummel, Rural Director Reid Smith, Rural Director Michelle Johnson, Metro Director Allyson Schlichte, Metro Director Ann Byre, MPSA Director Ryan Chafee, MPSA Director Kate Elwell, Ex-Officio Members: Bruce Benson, Tony Olson and Cheryl Hetland.

2016-2017 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.

President Lindoo then thanked outgoing board member and Immediate Past President Randy Seifert for his service on the Board and presented him with the Green President’s Jacket.

A motion was made and seconded to adjourn, upon vote the motion was adopted and the House adjourned at 3:54 p.m.

Respectfully Submitted by:

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

Appendix A: MPhA Bylaws



Bylaws (Adopted 1883; Last Amendment 06/16/2016)

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, Speaker of the House of Delegates and Vice-Speaker of the House of Delegates. Additionally, two rural and two metro directors elected from nominees put forward by the Regional Groups, five directors at-large elected from nominees put forward by the Academies and/or ex-officio representatives of Associate Organizations and are also recommended by the Nominating Committee shall also serve Directors on the Board. The recognized University of Minnesota student pharmacist association shall select one representative from each campus to serve on the Board of Directors, ex-officio with vote.

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 Vice-Speaker shall serve on the Board of Directors ex officio with vote. 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.