



## **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.