

## **BYLAWS**

### **ARTICLE I NAME AND ADDRESS**

#### Section 1

The name of this Association is the BucksMont Pharmacists Association and it shall be a 501(c)(6) organization.

#### Section 2

The official mailing address of this Association will be 508 North Third Street, Harrisburg, PA 17101-1199.

### **ARTICLE II PURPOSE**

The purpose of the Association shall be to unite all pharmacists in all areas of practice and all persons desiring to promote and support the profession of pharmacy in the Commonwealth of Pennsylvania in the accomplishment of the following objectives:

- (a) To assure a high quality of professional practice through the establishment and maintenance of high standards of professional ethics, education and attainment.
- (b) To promote the practice of pharmacy as that profession which is concerned with preserving and protecting the public health by education of consumers and other health professionals.
- (c) To protect and promote the professional and economic security of its members.

### **ARTICLE III MEMBERSHIP AND DUES**

#### Section 1

All members of the Pennsylvania Pharmacists Association (PPA) who reside in Montgomery or Bucks County shall be eligible for membership in this Association and shall apply jointly for membership through PPA.

#### Section 2

Members of PPA who reside in other areas may voluntarily apply through PPA to be members of this Association.

#### Section 3

Categories of membership and voting rights shall be consistent with those of PPA.

#### Section 4

The annual dues amount shall be determined by the Board of Directors. Any member who shall not have paid his/her dues by thirty (30) days after his/her renewal date shall be considered in

arrears, and will not be entitled to any of the rights of membership. Such members may be reinstated upon payment of current dues.

## **ARTICLE IV OFFICERS**

### Section 1

The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Event Manager.

### Section 2

The President shall preside at all meetings of the Board of Directors and is responsible to the Board. The President shall also preside at all meetings of the members of the Association; he/she shall appoint all committees and be an *ex-officio* member of all committees; he/she shall execute all documents of the Association requiring a seal; he/she shall supervise the operation of and duties customarily incident to the office of the President.

In the absence of the President, the Vice President shall preside at meetings of the Board of Directors.

### Section 3

The Vice President shall be charged with being the principal liaison to PPA and shall exercise all functions of the president during the absence or disability of the president.

### Section 4

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements; he/she shall keep the monies of the Association in a bank or banks in the name of the Association. He/she shall disburse the funds of the Association by checks, which checks shall be signed by such persons as shall be designated by the Board of Directors. He/she shall render a full report of the finances of the Association at each annual meeting and shall be prepared to render a current report at each meeting of the Board of Directors and of the Association. He/she shall perform such other duties as may be prescribed by the Board of Directors or by the President.

### Section 5

The Secretary shall be charged with recording the minutes of meetings of the Board of Directors and general business meetings. He/she shall ensure minutes are appropriately retained and disbursed according to policy of the Association. He/she shall perform such other duties as may be prescribed by the Board of Directors or by the President.

### Section 6

The Event Manager shall be charged with coordinating all Association meetings and programs. He/she shall make all necessary reservations and preparations for Association meetings and coordinate applicable sponsors and/or speakers. He/she shall, with input from the Board of Directors, determine the timing and location of programs. He/she shall perform such other duties as may be prescribed by the Board of Directors or by the President.

### Section 7

The President, with the approval of the Board, may appoint such committees as necessary to assist with the work of the Association.

## **ARTICLE V DIRECTORS**

### Section 1

The business of the Association shall be conducted and managed by a Board of Directors. Each director shall have one vote.

### Section 2

The Board of Directors shall consist of: the officers, the immediate Past President, and six (6) Directors at large, three (3) of which shall reside in Montgomery County and three (3) in Bucks County.

### Section 3

A pharmacy technician member may qualify for a Director at large position and be entitled to vote at Board of Directors meetings if duly elected to a Director at large position

### Section 4

Directors-at-large may be charged with any such additional duties as determined by the President.

### Section 5

In case of a vacancy on the Board of Directors, the remaining directors shall fill the vacancy, by majority vote, and such person shall occupy the office as a director for the unexpired term.

## **ARTICLE VI MEETINGS**

### Section 1

The Annual Meeting of the Association shall be held no earlier than September and no later than November of each year, at such place and time as shall be determined by the Board of Directors.

### Section 2

Special business meetings of the members of the Association may be called at any time by a vote of the majority of the Board of Directors, or upon a petition of ten members. The president shall call such meetings at a time and place to be fixed at not less than thirty (30) nor more than sixty (60) days after receipt of such call, request or petition.

### Section 3

Notice of all meetings of the Association shall be provided to each member of the Association at least ten (10) days in advance of said meeting.

### Section 4

A quorum for the transaction of business at any special or annual meeting of the Association shall be either ten percent (10%) of the entire active membership or twenty (20) active members, whichever is the lesser.

### Section 5

Meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board of Directors. Notices of all meetings of the Board of Directors shall be sent to all Directors at least five (5) days in advance of said meeting.

#### Section 6

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors in office. The acts of a majority of the directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. The Board of Directors may act by written consent as provided in the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S. ' 5757(b), as amended.

### **ARTICLE VII ELECTIONS**

#### Section 1

The membership of the Association shall elect for a two year term, the Officers of the Association. Each officer may only serve for two consecutive terms. They shall also elect, annually, three Directors at large, who shall serve for two years. A Director may serve for two consecutive terms.

- A. Two Directors from Montgomery County shall be elected in odd numbered years and one in even numbered years.
- B. Two Directors from Bucks County shall be elected in even numbered years and one in odd numbered years.

#### Section 2

A nominating committee shall consist of the three immediate past presidents. In the event that two or more past presidents are no longer members of the Association or are not able to serve, one or more replacements may be appointed by the President. The nominating committee shall consist of not less than 3 members.

#### Section 3

The names of the candidates for the Officers and the Board of Directors shall be provided to every member of the Association eligible to vote.

### **ARTICLE IX RULES OF ORDER**

All points of order and parliamentary procedure shall be governed by the most recent edition of "Robert's Rules of Order."

### **ARTICLE X INDEMNIFICATION**

To the extent permitted under Pennsylvania law, each member of the Board, in his/her capacity as a Board member, and each officer of the Association, in his/her capacity as an officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any proceeding in which he/she may become involved by reason of his/her being or having been a member and/or officer of the Board or an officer of the Association, or any settlement of any such proceeding, whether or not he/she is a Board member, officer or both at the time such

expenses are incurred, except in such cases wherein such Board member and/or officer is adjudged guilty of willful misconduct or gross negligence in the performance of his/her duties; provided that, in the event of a settlement, this indemnification shall apply only if and when the Board (with the affected member abstaining if he/she is then a Board member) and two-thirds (2/3) of the members entitled to vote, approve such settlement and reimbursement as being in the best interest of the Association; and provided further that, indemnification hereunder with respect to any criminal action or proceeding is permitted only if such Board member and/or officer had no reasonable cause to believe his/her conduct was unlawful. The indemnification by the members set forth in this Section shall be paid by the Association. Such right of indemnification shall not be deemed exclusive of any other rights to which such Board member and/or officer may be entitled as a matter of law or agreement or by vote of the members or otherwise. The Board shall obtain insurance to satisfy the indemnification obligation of the Association and all members, if and to the extent available at reasonable cost.

## **ARTICLE XI MANAGEMENT**

PPA shall provide such administrative assistance as determined through a Memorandum of Understanding mutually executed by the Board and the Board of Directors of PPA.

## **ARTICLE XII AMENDMENTS**

The members of the Association may amend the bylaws of the Association. Any proposed amendment shall be presented to the membership at least thirty (30) days in advance of a special or annual meeting where the amendment will be considered. The proposal shall be adopted by affirmative vote of the majority of votes cast at the meeting.

## **ARTICLE XIII DISSOLUTION**

### **Section 1**

This Association may be voluntarily dissolved by its members in accordance with the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S. '5971 et seq., provided approval of the Board of Directors of the Pennsylvania Pharmacists Association is obtained.

### **Section 2**

Upon dissolution of the Association, any remaining funds shall be distributed in accordance with the Association's Articles of Incorporation.