



**TEXAS** *Pharmacy Association*  
*Together Pharmacy Advances*

## INDEPENDENT PHARMACY ACADEMY BYLAWS

### CHAPTER I – NAME

This name of the Academy shall be known as the Texas Pharmacy Association (TPA) Independent Pharmacy Academy. The term “Academy” as it appears in these bylaws shall refer to Texas Pharmacy Association Independent Pharmacy Academy.

### CHAPTER II – MEMBERSHIP

- Sec. 1.** Membership in the Academy shall consist of the following categories of individuals and entities that have paid applicable dues to the Academy:
- a. Owner
  - b. Pharmacist
  - c. Associate
- Sec. 2. Owner.**
- a. Pharmacist Owner - Any active member of TPA being an owner or part-owner of one or more independent community pharmacies and possessing a valid pharmacist’s license issued by the Texas State Board of Pharmacy is eligible for membership in the Academy. Pharmacist Owner members shall be eligible to vote and hold office in the Academy.
  - b. Non-Pharmacist Owner – Any active member of TPA being an owner or part-owner of one or more independent community pharmacies is eligible for membership in the Academy. Non-Pharmacist Owner members shall be eligible to vote but not hold office in the Academy.
- Sec. 3. Pharmacist.** Any active member of TPA practicing in an independent community pharmacy and possessing a valid pharmacist’s license issued by the Texas State Board of Pharmacy is eligible for membership in the Academy. Pharmacist members shall be eligible to vote but not hold office in the Academy.
- Sec. 4. Associate Member.** Any active member of TPA who supports and delivers related services and products for independent pharmacy. Associate members shall not be eligible to vote nor hold office in the Academy.
- Sec.5. Application Process.** All applicants for membership must complete an application approved by the Academy Board of Directors and be consistent with TPA processes. All members must agree to abide by the bylaws of this Academy as well as the bylaws of TPA.

### CHAPTER III – DUES

- Sec. 1.** Annual membership dues shall be established by the Academy Board of Directors for each category of membership.
- Sec. 2.** Membership dues shall be payable when the application or renewal request is submitted. Membership in the Academy is not conferred until dues have been paid.
- Sec. 3.** The Academy Board of Directors shall establish the twelve (12) month time period for membership. Dues shall be prorated as appropriate.
- Sec. 4.** Academy dues shall be separately accounted for and separately deposited into an account established by TPA for use solely by the Academy. Such funds shall be expended at the sole direction of the Academy board.
- Sec. 5.** Academy member dues shall be used solely to advance the mission and policies of the Academy as determined by the Academy Board of Directors and in accordance with and pursuant to these bylaws.

**CHAPTER IV – BOARD OF DIRECTORS**

- Sec. 1. Composition.** The Board of Directors of the Academy shall be no more than nine (9) members with voting privileges consisting of a Chair, Chair-Elect, and Immediate Past Chair and six (6) Directors. The Chief Executive Officer of TPA shall serve as an ex officio, non-voting member of the Academy Board of Directors. Director(s) Emeritus may be appointed as a non-voting member of the Academy Board of Directors.
- Sec. 2. Terms of Office and Duties.**
- a. Chair.** The Chair shall serve for a term of one year. The Chair shall preside at all meetings of the Academy and shall perform such duties as custom and parliamentary procedure may require or allow. The Chair shall serve as an ex officio member of all Academy committees and shall fulfill any other duties prescribed by these bylaws. The Chair shall establish all committees in accordance with Chapter VIII. The Chair shall appoint all committee members of the Academy.
  - b. Chair-Elect.** The Chair-Elect shall be elected by the membership and serve for a term of one year. The Chair-Elect shall perform all duties of the Chair in the absence or inability of the Chair to serve, or when requested. The Chair-Elect shall perform such other duties as may be specifically delegated to him/her or as may be required under these bylaws. The Chair-Elect shall assume the office of Chair after successfully serving his/her term.
  - c. Immediate Past Chair.** The Immediate Past Chair shall serve for a term of one year. The Immediate Past Chair will act as Chair of the Academy Nominating Committee and assure all functions of the Nominating Committee are met. The Immediate Past Chair shall serve as the Academy liaison on the TPA Board of Directors as a non-voting member.
  - d. Directors.** There shall be no more than six (6) Directors who shall each serve six (6) year terms. The Director positions shall be labeled #1 through #6. The new Director elected each year is Director #6.
  - e. Director(s) Emeritus.** The Academy Board of Directors may appoint up to two (2) Directors Emeritus. During the initial two years of the Academy, the Academy Board of Directors may appoint up to five (5) Directors Emeritus. The Director Emeritus position is a non-voting member of the Academy Board of Directors and serves in an advisory capacity to the Academy Board of Directors.
  - f.** All members of the Academy Board of Directors shall serve until their successors are elected and installed; and
  - g.** All vacancies shall be addressed in accordance with Chapters IV and V.
  - h.** No more than nine (9) voting Academy Board members shall serve as voting members on the TPA Government Affairs Committee as established by the policy of the TPA Board of Directors.
- Sec. 3. Executive Committee.** The Executive Committee of the Academy Board of Directors shall be no less than three (3) members consisting of the Chair, Chair-Elect, and Immediate Past Chair, and up to two (2) Directors as selected by vote of the Academy Board of Directors. Meetings of the Executive Committee shall occur on an as needed basis between regular Board meetings. The duties of the Executive Committee shall be established by policy of the Academy Board of Directors.
- Sec. 4. Elections.** Except for the position of Chair and Immediate Past Chair, all members of the Academy Board of Directors shall be elected in accordance with Chapter V.
- Sec. 5. Finances.** The Academy will have a separate bank account for Academy dues under TPA and will follow TPA financial policies. Prior to the beginning of each fiscal year, the Academy Board of Directors shall approve a budget for the Academy. Disbursement of funds from the Academy bank account shall be paid based on the approved budget. All expenditure requests for any unbudgeted items shall be approved by the Academy Board of Directors prior to the disbursement of such funds. The Academy shall use TPA branding and logos consistent with TPA communications and marketing guidelines. Members of the Academy Board of Directors shall serve without compensation. Reasonable expenses for Academy-related activities shall be reimbursed with approval of the Academy Board of Directors.
- Sec. 6. Annual Meetings.** The Academy Board of the Directors shall establish the time and location of the annual meeting of the members of the Academy.
- Sec. 7. Board Meetings.** The Academy Board of Directors shall meet throughout the Academy's operating year to conduct its normal business as determined by the Academy Board of Directors. An annual planning retreat may be scheduled to develop annual budget and governance initiatives. Special meetings of the Academy Board of Directors may be called by the Chair or may be requested via electronic communications of three (3) or more Academy Board members. An electronic communications notice of the date, time and purpose of a special meeting shall be sent to each Academy Board member at least forty-eight (48) hours prior to the meeting. Special meetings may be held via tele-conference or videoconference.

Actions of the Academy Board of Directors at special meetings shall be limited to those relating to items posted in the notice for that meeting. In limited circumstances the Chair may call for action to be taken via electronic mail by the Academy Board of Directors in lieu of a special meeting. In the case of Chapter XIII no action may be taken without meeting.

**Sec. 8. Board Quorum, Voting and Proxies.**

- a. **Board.** The quorum for official meetings of the Academy Board of Directors shall be two-thirds of the seated and voting Board members. If a quorum is present either through physical or virtual participation (as stipulated in Article IV, Section 11 below), a majority vote of those present and eligible to vote shall prevail as an act of the Academy Board of Directors, except for items otherwise specified in these bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Academy Board members, if any action taken is approved by at least a majority of the established quorum for that meeting. In the case when the Chair has called for action to be taken via electronic mail by the Academy Board of Directors in lieu of a special meeting the quorum shall be two-thirds of the seated and voting Board members and majority vote of those who respond shall prevail. There shall be no voting by proxy.
- b. **Executive Committee.** A quorum of the Executive Committee shall be three (3), and a unanimous vote of those present and eligible to vote shall be required to approve an action. There shall be no voting by proxy.

**Sec. 9. Attendance Requirement.** Academy Board members who miss three (3) consecutive Academy Board meetings shall be removed from the Academy Board of Directors. Exceptions to this requirement may be made on an individual basis due to extenuating circumstances, or an excused absence approved prior to the meeting, by action of the Executive Committee.

**Sec. 10. Expectations.** The Academy Board of Directors shall establish and adopt other expectations for Academy Board members and for individuals seeking Academy Board office.

**Sec. 11. Meeting Through Telecommunications/Videoconferencing.** The Academy Board of Directors may permit any or all Academy Board members to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Academy Board members participating may simultaneously hear each other's communications during the meeting. Though an Academy Board member participating in a meeting by this means is deemed to be present for voting purposes, participating in a scheduled in-person meeting in this manner shall, for purposes of fulfilling the attendance requirement in Article IV, Section 9 above, be deemed an absence.

**Sec. 12. Resignation.** Any Academy Board member may resign at any time by giving written notice to the Chair. Acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be effective when delivered unless the notice specifies a later effective date.

**Sec. 13. Order of Succession.**

- a. **Officers.** If the Chair is unable to perform his/her duties due to death, resignation, removal or other reasons, the Chair-Elect shall assume the office of Chair. In the event of a vacancy in the office of Chair-Elect, or Immediate Past Chair for any reason, the Academy Board of Directors may appoint an active member to serve in an interim capacity to fill such vacancy for the unexpired term until the next scheduled election of the respective office(s). Succession of officers shall be Chair-Elect automatically elevated to Chair with Chair automatically elevated to Immediate Past Chair after successfully serving his/her term.
- b. **Directors.** The Director positions labeled #1 through #6 shall advance to the next Director position. For example, Director #4 advances to Director #3. The new Director elected each year will assume the Director #6 position.

**Sec. 14. Vacancies.** In the position of a Director vacancy, the Academy Board of Directors shall appoint a Director with the authority to reassign the position of one or more Directors as determined by vote of the Academy Board of Directors, and the appointee shall serve until the expiration of vacated term. If a vacancy occurs in other Board positions, the vacancy may be filled by the affirmative vote of a majority of the remaining Academy Board members, and the appointee shall serve until the expiration of vacated term.

**Sec. 15. Suspension or Removal from Office.** See Chapter X, Sec.2.

## CHAPTER V – ELECTIONS

**Sec. 1. Nominating Committee.** The Executive Committee of the Academy shall constitute the Academy Nominating Committee. The Immediate Past Chair shall chair the Committee. The Committee shall meet one or more times no more than sixty (60) days prior to the Annual Meeting of the Academy to establish a slate of candidates. The Nominating Committee shall select

and submit its slate of candidates for the Academy Board of Directors no less than thirty (30) days prior to the Annual Meeting of the Academy.

**a. Chair-Elect Nomination.** The Nominating Committee shall slate up to three (3) candidates for the Chair-Elect position to be submitted to the Academy membership for their consideration and vote.

**b. Director Nomination.** The Nominating Committee shall slate up to three (3) candidates for Director #6 to the Academy Membership for their consideration and vote.

**Sec. 2. Voting.** A ballot shall be delivered via electronic mail to eligible Academy members no less than twenty (20) days prior to the Annual Meeting of the Academy. The ballot shall contain the names of all candidates per position in alphabetical order by last name. Each eligible Academy member is entitled to one vote for each position being filled at an election. Voting by proxy shall not be allowed. Voting must be completed by midnight ten (10) calendar days after the ballot has been sent to eligible Academy members.

**Sec. 3. Other Rules and Guidelines.** The Nominating Committee shall adopt additional rules as it deems necessary to implement election procedures.

**Sec. 4. Certification of Results.** The Chief Executive Officer of TPA and the chair of the Academy Nominating Committee shall certify and make public all election results. The candidate who receives the most votes is elected. In case of a tie vote a run-off election shall be held before the Annual Meeting of the Academy membership.

**Sec. 5. Commencement of Terms.** New Academy Board members shall be installed at the Annual Meeting of the Academy membership following the election and shall assume their offices immediately.

#### CHAPTER VI – MEMBER QUORUM AND VOTING REQUIREMENTS

**Sec. 1. Quorum and Voting Requirements.** Each voting Academy member is entitled to one vote on each matter. A quorum shall be a majority vote of the voting Academy members present during the discussion.

**Sec. 2. Voting by Proxy.** Voting by proxy shall not be allowed.

#### CHAPTER VII – STAFF

The TPA Chief Executive Officer shall employ and oversee TPA staff, including any staff dedicated solely to the Academy as approved in the Academy annual budget. The Academy Board of Directors will help develop job description, performance measures, and provide performance feedback for staff dedicated solely to the Academy and may provide performance feedback for other TPA staff providing assistance to or supporting the Academy.

#### CHAPTER VIII – COMMITTEES

Committees may be established by the Chair to address specific issues or areas with appointees having expertise and/or interest in such issues or areas and shall serve at the will of the Chair and/or until completion of their assignment.

#### CHAPTER IX – MEMBER MEETINGS

The Academy membership shall meet at least annually. Notice of any annual or regular meeting, or any special meeting, shall be provided via electronic mail at least seven (7) calendar days prior to the meeting.

#### CHAPTER X – RULES OF CONDUCT

**Sec. 1. Conduct.** The TPA and Academy bylaws shall govern the conduct of the members of the Academy.

**Sec. 2. Suspension from Office.** Academy Board members may be suspended from office by the President of TPA for violating the TPA Bylaws, the Academy Bylaws and for misfeasance, malfeasance, or nonfeasance of office. Within 15 days of the suspension, the suspended Academy Board member may request a reinstatement hearing to be held before the Academy Board of Directors whose decision shall be final. Such reinstatement hearing shall be held within 30 days of the request and may be held either in person or via other means of communication in accordance with Chapter IV Sec. 11.

**Sec. 3. Removal from Membership.** An Academy member may be removed for cause from membership in the Academy by two-thirds vote of the Academy Board of Directors after the Academy member has been given opportunity to be heard in his/her own defense by the Academy Board of Directors. Cause, for this purpose, shall mean an act or omission that in the judgment of the Board is incompatible with the purpose of the Academy, or that is detrimental to its reputation, goodwill, or financial interests. Actions or behaviors that are not courteous, respectful and professional in their dealings with other members, or

Association staff, or others at Academy or Association-affiliated events shall also be considered as cause for removal. To effect such removal, not less than fifteen (15) days prior written notice of the removal and the reasons therefore shall be provided to the member at issue, and the member shall be provided an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the removal.

**CHAPTER XI – RULES OF ORDER**

The deliberations of the Academy shall be governed by parliamentary procedure as contained in Robert’s Rules of Order, latest revision, unless otherwise provided by these bylaws.

**CHAPTER XII – AMENDMENTS TO BYLAWS**

The Academy Board of Directors may adopt non-material revisions to correct grammar or punctuation in these bylaws, or to conform to relevant statutes, by affirmative vote of at least two-thirds of the Academy Board of Directors. The Academy Board of Directors shall approve waivers to bylaws temporarily in disasters, emergencies, and pandemics by affirmative vote of at least two-thirds of the Academy Board of Directors. All other proposals to amend these bylaws shall be submitted to the Academy Board of Directors via electronic mail. Proposals received by the Academy Board of Directors to alter or amend these bylaws shall be sent via electronic mail to Academy membership at least thirty (30) days prior to the annual meeting and shall be read and voted upon at the annual meeting of the Academy. The amendment shall be ratified by (1) the affirmative vote of two-thirds of the Academy members present and voting and (2) upon a quorum majority vote of the Academy Board of Directors. Amendments and changes to these bylaws are subject to ratification by the TPA’s Board of Directors at the next regularly scheduled TPA Board of Directors meeting and with such ratification not to be unreasonably withheld.

**CHAPTER XIII – DISSOLUTION**

In the event of dissolution of the Academy by unanimous vote of the Academy Board of Directors, any monies remaining after all obligations have been settled may either be returned proportionately to the funding Academy members or donated to one or more non-profit organization as determined solely by the Academy Board of Directors as allowed by law.

*Approved on September 10, 2020*