

OREGON STATE PHARMACY ASSOCIATION
BYLAWS
(Revised October 23, 2016)

ARTICLE I- MEMBERSHIP APPLICATIONS

Section 1. Applications for Active and Associate Membership shall be submitted to OSPA and reviewed and accepted by the Board of Directors. Dues must accompany the applications for membership. When an individual changes vocation so as to no longer fit the definition of an active Pharmacist or Technician Member, the member shall automatically become an associate member with the rights and privileges of associate membership.

ARTICLE II. PERIOD OF MEMBERSHIP

Section 1. Active and Associate membership shall be for a period of twelve (12) months from the date of payment of dues. Membership in OSPA and the obligation for dues shall continue unless the member's written resignation is received by OSPA prior to the end of the current membership year or until the member's dues are delinquent more than ninety (90) days. Any member in arrears for ninety (90) days shall cease to be a member of OSPA, provided that at least thirty (30) days before the member's name is removed from the rolls, a written notice of delinquency has been sent to the member's last known address

Section 2. Honorary Members shall be elected for life.

ARTICLE III - DUES

Section 1. Dues shall be established by the Board of Directors and collected annually by OSPA. The Board shall notify the membership of proposed changes in the dues structure and allow thirty (30) days for comment. A two thirds (2/3) vote of the Board is required to approve a change in dues.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. Meetings of the general membership shall be held annually at such time and place as determined by the Board of Directors with a required advance notice to membership of 30 days. In addition, special meetings may be called by the President of OSPA or upon a written request signed by ten (10) OSPA members in good standing.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors, hereinafter, may be referred to as the Board, shall act, during the interim between meetings of the general membership, on behalf of the OSPA membership.

Section 2. The Board, in addition to any other assigned duties, responsibilities or requirements shall:

- (a) Review and approve all requests for membership
- (b) Implement policies and may determine necessary policies, not in variance with nor contrary to the OSPA Constitution or Bylaws;
- (c) Supervise all property, funds and other financial concerns;
- (d) Approve the OSPA annual budget; the fiscal year of OSPA is July 1 to June 30.
- (e) Establish a schedule of membership dues sufficient to maintain OSPA in a fiscally sound position, maintain an emergency reserve fund, and provide that dues shall be automatically reviewed each year;
- (f) Select the time and location of the annual, and if applicable, other meetings of the membership; OSPA committees may set their own meeting schedules;
- (g) Ratify the appointment of committee chairpersons appointed by the President;
- (h) Evaluate and establish affiliate relationships with regional and county chapters of OSPA and other health care organizations (e.g., OSHP and OSCP)
- (i) Publish Board actions to the membership on a periodic basis;
- (j) Shall serve as the governing body of the OSPA;
- (k) Consider, at their meeting/meetings, the proposals from any OSPA member, committee, regional or county chapter of OSPA, or the Board of any affiliated organizations.

Section 3. Any member of OSPA may attend any session of the OSPA's Board of Directors and have the privilege of the floor at a time designated by the chairman of the meeting, except those portions of a meeting conducted in executive session.

Section 4. The Board of Directors shall be composed in accordance with the OSPA Constitution.

Section 5. The duties of the Board of Directors are as follows:

- (a) Elected and appointed Board members shall assist the president in setting the agenda for Board sessions; provide a communication link with other pharmacy associations and regional and county chapters of OSPA; assist in developing successful Board meetings; and help recruit candidates for future board positions.
- (b) Each Board member, other than officers, shall participate in one or more OSPA committee or other projects, and shall participate in the recruitment of new OSPA members and the raising of funds for any pharmacist political action committee designated by the Board.

(c) Each Board member shall maintain a personal email address to facilitate communication between the OSPA office and the Board and among Board members.

(d) The Board shall appoint from among its members a Finance Committee.

(e) The Board shall appoint a Membership Committee led by a Board member.

(f) The Board shall have the authority to establish any committee, composed of active members, the Board deems advisable.

(g) Upon joining the Board of Directors, each director shall sign a Non-Disclosure Agreement and an agreement to avoid conflicts of interest.

(h) The Board of Directors shall annually review these Bylaws and the OSPA Constitution and, if necessary, appoint a Constitution and Bylaws Committee to propose any necessary changes to the membership at least sixty (60) days prior to the annual meeting as described in Article IX of the OSPA Constitution.

Section 6. The officers of OSPA shall, in addition to any additional duties that may be assigned, perform the following:

(a) **President:** The President shall preside at all membership, Board of Directors and Executive Committee meetings. The President shall monitor and be responsible for all OSPA committees. The President shall conduct the day-to-day affairs of OSPA in accordance with the OSPA Constitution, Bylaws, and adopted policies. In addition, the President shall perform any further duties as assigned by the OSPA Constitution and Bylaws, or the Board.

(b) **President-Elect:** The President-Elect shall assume the duties of the President in the absence of the President, as well as those responsibilities assigned by the President or the Board. The President-Elect position is a three-year commitment and acknowledgment of this commitment shall be addressed in written correspondence to the President prior to the election. If the president for any reason fails to complete his or her term of office, the president-elect shall assume the Office of President.

(c) **Past President:** The Immediate Past President shall be a voting member of both the Executive Committee and the Board of Directors, and serve as the Liaison to the Oregon Society of Health Systems (OSHP) Board of Directors

(d) **The Treasurer** shall be a member of the Board of Directors, serve as the chair of the Finance Committee, and shall have check writing authority along with members of the Executive Committee. He or she shall serve as custodian of OSPA funds and shall invest funds at the discretion of the Board of Directors. The Treasurer shall present statements on the financial condition of OSPA at each Board meeting, and present a report and financial statement at the annual meeting. The Treasurer shall keep or cause to be kept a current account of Association finances and shall produce or cause to be produced, as requested, to the Board of Directors a true and complete report of such finances. True copies of these reports shall be made available for

examination by members of the Board of Directors or any other member of this Association at regular Board meetings, the OSPA office, or at other times deemed necessary by the President. The Treasurer shall keep, or cause to be kept, a complete record of all bills, orders, claims and demands against the Association and shall supervise all disbursements authorized by the Board of Directors. The Treasurer shall in a timely manner, prepare an annual budget for the coming year and either prepare or cause to be prepared a financial statement for the past year and shall perform such duties as may be assigned by the President or Board of Directors.

(e) The Treasurer, members of the Board of Directors, and all OSPA staff or contracted management services dealing with finances will be bonded to the extent the Board shall direct.

Section 7. A majority of the number of voting members then serving on the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board. The act of a majority of the directors present at any meeting at which the quorum is present shall be the act of the Board of Directors.

ARTICLE VI - Technicians

Section 1. As indicated in Article I, Section 1 of the OSPA Constitution, a Pharmacy Technician may be appointed or elected to the Board. Article V of the Constitution allows for the formation of a Technician Academy of OSPA that may select its own officers and committees, subject to the approval of the Board of Directors. Technician dues and services shall be determined by the Board of Directors

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee of OSPA shall act on behalf of the Board between meetings, bearing in mind the restrictions set forth in Article V, Section 2 of these Bylaws. The Executive Committee shall monitor the management of OSPA. The Executive Committee shall notify the Board and membership promptly of decisions that affect OSPA policy or directives.

Section 2. The Executive Committee shall consist of the President, as presiding officer; President-Elect; Past- President; Treasurer and two (2) members of the current Board of Directors, selected by the Board. An ex-officio administrator from a contracted management firm and/ or the Executive Director may be invited to attend Executive Committee meetings if considered appropriate by the President.

Section 3. The Executive Committee shall meet upon the call of the President.

Section 4. A quorum of the Executive Committee shall be a majority of the current voting members.

ARTICLE VIII - COMMITTEES

Section 1. The OSPA President may appoint advisory committees as may be needed. Such committees shall report to the President. Committee members serve at the pleasure of the OSPA President. The President shall report activity of such committees to the Board.

(a) The OSPA Nominating Committee and Finance Committee shall be a function of the Board of Directors.

(c) The Chairpersons and members of any remaining standing committees shall be appointed by the OSPA President and ratified by the Board.

Section 2. A quorum is a majority of standing committee membership or as determined by the President.

ARTICLE IX - RESOLUTIONS

Section 1. Resolutions are to be confined to Bylaws and Constitution.

Section 2. Any member, any committee, or the Board, may submit a proposed resolution.

Section 3. A proposed resolution must be submitted to the Board in writing a minimum of thirty (30) days prior to the last scheduled Board meeting prior to the annual meeting. The proposal shall include a "pro" statement in support of the proposed resolution by the sponsoring individuals or body.

Section 4. The President of the Board, in a report to the membership, shall recommend either: (I) to accept, (II) reject, or (III) refer to the appropriate body for further study.

Section 5. The Membership, by a mail or electronic ballot, may accept by a majority vote or reject the recommendation or proposed resolution.

ARTICLE X - NOMINATING COMMITTEE RESPONSIBILITIES

Section 1. The Nominating Committee shall seek out one or more candidates for President-Elect, Treasurer, and for each open Director position.

Section 2. The Nominating Committee must submit their list of candidates to the President and the Board of Directors no later than ninety (90) days prior to the annual meeting.

Section 3. Any group of ten (10) or more "active members" of OSPA may act as an ad hoc nominating committee and may nominate candidates for any of the vacancies in their region. This ad hoc committee must submit their nomination(s) in writing, signed by all the "active members" of the ad hoc committee, together with a suitable picture and an appropriate biography

of the candidate(s), to the President or a member of an employed management firm no later than ninety (90) days prior to the annual meeting.

Section 4. The Chair of the Nominating Committee or a member of an employed management firm shall publish or cause to be published the pictures and biographies of all the candidates for election by mail or electronic ballot, in the most appropriate OSPA publication available, sixty (60) days prior to the annual meeting and thirty (30) days prior to distributing ballots.

ARTICLE XI - CANDIDATE QUALIFICATIONS

Section 1. Any candidate for an elected position, except the Technician representative to the Board, must be pharmacist member of OSPA at the time they are nominated, and must remain so during their term of office.

Section 2. Candidates for an officer position must have been a pharmacist member for a minimum of two (2) years.

Section 3. No member may be a candidate for, nor serve in, two (2) elected positions of OSPA at the same time, with the exception of any current or future wholly-owned subsidiary of OSPA. If an individual currently serving on the Board as an appointed regional at large representative is elected to the Board, a replacement shall be appointed to fill the unfilled term of appointment.

Section 4. Any candidate for the Technician representative on the Board must be a practicing technician and a technician member of OSPA at the time they are nominated and remain so during their term of office.

ARTICLE XII - TERMS OF OFFICE FOR BOARD OF DIRECTORS

Section 1. For the Board, the terms of office shall be:

- (a) One (1) year for the Past-President, President, President-Elect;
- (b) the President-Elect shall ascend automatically to the office of President and Immediate Past President, serving one year in each position.
- (c) Two (2) years for the Treasurer and elected Regional Directors, who may be re-elected for one (1) additional term of two (2) years. the Directors from the Eastern and Southern Regions shall be elected for two-year terms during elections held in even-numbered years; the elections for the Northern, Central Willamette/Central Coastal, and Central Oregon Regions shall be held in odd-numbered years;
- (d) Two (2) years for the appointed Directors at Large, who may be reappointed for one additional two (2) year term.
- (e) One (1) year for appointed student representatives, who may be reappointed for one additional term.

Section 2. Officers, elected Directors and appointed Directors may serve two (2) consecutive terms in any elected or appointed office, but no more than eight (8) consecutive years on the Board of Directors. If a President serves two consecutive terms, the President-Elect and Immediate Past President would also serve two-year terms in those respective offices.

Section 3. Installation of officers - Officers shall take office at the time of the annual meeting immediately following the election.

ARTICLE XIII - RESIGNATIONS FROM ELECTED POSITIONS

Section 1. Any individual elected to a position in the Board may resign at any time by giving written notice to the President.

Section 2. If an officer or Board member is absent from two (2) consecutive or a total of five (5) board meetings during their term of office for reason(s) determined to be insufficient by the Board, the Board may deem a resignation has been tendered and accepted.

Article XIV. VACANCIES FROM THE BOARD OF DIRECTORS

Section 1. Should an elected or appointed member of the Board be unable to complete their term of office, the Board of Directors shall appoint from its membership a replacement to serve for the balance of the unexpired term. In the event the term is one (1) year or less, that individual may be elected or appointed to two (2) succeeding terms.

Section 2. If the President is unable to complete his or her term of office, the President-Elect shall immediately ascend to the Office of the President and the Board of Directors shall appoint from its membership a President-Elect to serve for the balance of the unexpired term. At the next election, nominations shall be presented by the Nominations Committee for the offices of President and President-Elect to be elected by the membership according to the provisions of these bylaws.

Section 3. If the President-Elect is unable to complete his or her term of office, the Board of Directors shall appoint from its membership a President-Elect to serve for the balance of the unexpired term. At the next election, nominations shall be presented by the Nominations Committee for the offices of President and President-Elect to be elected by the membership according to the provisions of these bylaws.

ARTICLE XV – REGIONS

Section 1. The State of Oregon has been divided into five (5) geographic areas as specified in the OSPA Constitution.

ARTICLE XVI - ELECTIONS

Section 1. The election of the Officers and members of the OSPA Board shall be by mail or electronic ballot.

Section 2. The ballot shall list the candidates for each position alphabetically.

Section 3. At least thirty (30) days prior to the annual meeting, the Nominating Committee shall mail or make available by electronic means one ballot to every eligible "active member", along with voting instructions, which also identifies the OSPA paper or electronic publication that contains the biography of the candidates.

Section 4. The member shall return the special ballot so that it is received by the OSPA office not later than fifteen (15) days prior to the annual meeting. The Chair of the nominating committee or a staff member designated by the Board shall verify the eligibility of each voting person, record that the member voted and make a permanent record of the total vote results. The records of individual member votes will be kept on file for a period of 90 days following the election, after which the records may be disposed only if no active member has challenged the election results.

Section 5. In cases where two or more members have been nominated for the same office, election shall be by electronic or mail ballot. Election will be by a majority vote on the first ballot or by a plurality vote on the second or subsequent ballot. In the case where a single slate exists, no election will be required.

ARTICLE XVII - FINANCIAL RECORDS AND DISBURSEMENTS

Section 1. The Treasurer shall have responsibility for all funds of OSPA and shall keep an accurate accounting of all monies received, including date, amount, purpose and from whom, as well as records of all disbursements, including amount, to whom and for what service. The Treasurer and Finance Committee shall create an annual budget for distribution to the Board of Directors.

Section 2. No monies shall be disbursed except upon the signature of the Treasurer or, in absence of the Treasurer, by a member of the Executive Committee. The Finance Committee and Treasurer shall establish internal controls designed to assure proper control of the receipt and disbursement of all funds and, in addition, continually monitor the process to support that current and projected income and expenses meet the numbers of the approved OSPA annual budget.

Section 3. The Finance Committee shall be responsible for overseeing the conservation and prudent investment of the assets and funds of the OSPA, and also the expenditures are in accordance with the approved annual budget and/or Board-approved changes to the budget.

Section 4. The Board shall secure the services of an outside accountant to conduct periodic audits and to prepare annual financial statements following the close of the fiscal year and at other times as requested by the Board, as well as tax and other work deemed necessary by the Treasurer or the Board.

ARTICLE XVIII – MEETINGS

Section 1. General Membership. The annual meeting of the general membership of the association for the transaction of business shall be held during each and every calendar year at the association annual convention. Special meetings of the general membership may be called at the discretion of the Board of Directors for consideration of current matters or extreme necessity; however, such special meetings shall not alter the necessity of the regularly required annual meeting. The President shall cause written notice of any and all such meetings to be distributed to the membership by mail or electronically at least forty-eight (48) hours in advance of such meetings, including a summary agenda.

Section 2. Board of Directors. Board of Directors shall meet no less than four (4) times a year. Proper notice of any and all such meetings shall be given to each member of the Board of Directors at least forty-eight (48) hours in advance of the meeting.

Section 3. Special Meetings of Board of Directors.. Special meetings of the Board of Directors may be called by the president or upon demand of at least twenty-five (25) percent of the members of the Board of Directors, provided, however, that written notices of such meetings be distributed to the members of the Board at least five (5) days in advance of said meeting, and states the purpose for which the meeting is called.

ARTICLE XIX - INDEMNIFICATION

Section 1. In any proceedings brought against any officer or Board member that officer or Board member shall not be liable for any monetary damages exceeding one (1) dollar arising out of any transaction, occurrence, or course of conduct, unless, in such proceedings, a judgment shall have been entered because of a finding that the act or omission for which the officer or Board member was judged liable and had been proven guilty due to their willful misconduct or knowing violation of state or federal law(s).

Section 2. To the full extent required or permitted by applicable law, OSPA shall indemnify any officer or Board member, or any other individual who is party to such proceedings by reason of the fact that person is or was serving at the request of OSPA, as a trustee, committee member, council member, employee or agent of a subsidiary corporation, joint venture, trust, or other OSPA business enterprise whether or not it is for profit. OSPA shall promptly pay for, or reimburse, the reasonable expenses, including attorney's fees, incurred by any of the above identified persons, in connection with any proceedings, whether or not made a party of. Any payment or reimbursement of expenses shall be made in advance or final disposition of such proceedings upon receipt by OSPA from such officer or Board member of:

(a) a written statement of good faith belief he/she is entitled to indemnity by OSPA; and

(b) a written statement, executed personally or on his/her behalf, to repay the amount so paid or reimbursed, if after the final disposition of such proceeding it is determined he/she did not meet the applicable standards of conduct.

SECTION 3. The Board is hereby empowered, by majority vote to non-implicated members, to contract in advance to indemnify any officer or Board member, or any employee or agent of OSPA as may be permitted by law.

ARTICLE XX – AMENDMENTS

Section 1. Every proposal to alter or amend these Bylaws must be submitted in writing to the existing or specially appointed Constitution and Bylaws Committee who, after due consideration, shall present the proposed changes to the Board. The Board shall review, may make comments if they choose, and will determine if The Board should refer the proposal to the OSPA active membership for a vote. A proposal with 10 or more member signatures must be referred to membership for a vote.

Section 2. If approved by the Board, the proposed amendment(s) shall be distributed to all "active members" either by direct mail or by inclusion in a printed or electronic OSPA publication no later than sixty (60) days prior to the next annual meeting. At least thirty (30) days before the annual meeting the Executive Director shall mail or make available by electronic means a ballot for each active member, along with standard voting instructions. Each ballot shall be returned to OSPA office at least fifteen (15) days prior to that annual meeting. The Chair of the Constitution and Bylaws Committee or a delegated employee of the management firm shall verify the eligibility of each ballot, record that a member voted and make a permanent record of the total vote results. The records of individual member votes will be kept on file for a period of 90 days following the election, after which the records may be disposed only if no active member has challenged the election results. The vote shall be announced at a general membership meeting of that annual meeting.

Section 3. In order for any proposed amendment(s) to become part of the Bylaws, two-thirds (2/3) of the votes cast must be affirmative votes.