

# OREGON STATE PHARMACY ASSOCIATION

## BYLAWS

(Revised October ~~23, 2016~~ 22, 2022)

### ARTICLE I- MEMBERSHIP APPLICATIONS

**Section 1.** Applications for Active and Associate ~~m~~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~~ their original application submission. 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)-forty-five (45)~~ days. Any member in arrears for ~~ninety (90)-forty-five (45)~~ 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 on an annual or monthly basis ~~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.

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### 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~~ Communicate 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~~ 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 every three (3) years 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 the Executive Director. 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.

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#### Duties of Officers.

##### • Section 4(a). President. The President of the Oregon State Pharmacy Association:

- o Shall be a voting member of both the Executive Committee and the Board of Directors
- o Shall form and appoint members to ad-hoc committees, on an as needed basis, to address topics of concern to the profession.
- o Participate in the Budget and Finance Committee and appoints the one at-large member, in coordination with the President's Committee.
- o Shall preside at all membership, Board of Directors and Executive Committee meetings
- o Shall monitor and be responsible for all OSPA committees
- o May appoint delegates to represent OSPA to other state or national associations, governmental and/or other commercial bodies.
- o Represents the OSPA by attending appropriate pharmacy-related events and activities.
- o Uses all forms of communication to relate issues and topics to OSPA membership and stakeholders.
- o Shall conduct the day-to-day affairs of OSPA in accordance with the OSPA Constitution, Bylaws, and adopted policies.

##### • (b): Immediate Past – President:-

- o Shall be a voting member of both the Executive Committee and the Board of Directors
- o Shall serve as the Liaison to the Oregon Society of Health Systems (OSHP) Board of Directors
- o Reviews and approves the slate of officers of the political action committee Board of Directors.
- o Considers selection of upcoming council/committee members and chairs for standing councils/committees.

##### • (c): President-Elect. The President-Elect of the Oregon State Pharmacy Association:

- o Shall be a voting member of both the Executive Committee and the Board of Directors

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- 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.
- Acknowledges 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.
- Shall assume the Office of President if the president for any reason fails to complete his or her term of office.

• (d): Treasurer. The Treasurer of the Oregon State Pharmacy Association;

- Shall be a voting member of both the Executive Committee and the Board of Directors
- Shall serve as chair and oversight authority of the finance committee.
- Will provide a financial report to the Board of Directors during each Board meeting detailing the financial condition of OSPA.
- ~~○ Will work with the President and Executive Director to develop an annual budget for presentation to the Finance Committee and Board of Directors;~~
- Will review the Association's expenditures and receipts prior to each Board of Directors and Financial Committee meeting;
- ~~○ Has oversight authority of the Finance Committee and will provide a report to the Board of Directors during each Board of Directors Meeting;~~
- Will present an oral report at the Annual Business meeting and be prepared to respond to questions.;
- Shall serve as custodian of OSPA funds and shall invest funds at the discretion of the Board of Directors and as specified in the "OSPA Investment Policy and Investment Philosophy" document
- 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, or at other times deemed necessary by the President.
- The Treasurer shall in a timely manner, prepare an annual budget in collaboration with the Association's Principal Manager (note: An Executive Director, management firm or other contracted manager of the association is herein defined as the Association's Principal Manager) 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. The annual budget must be approved by the Board by the start of the Association's fiscal year.
- The Board or Executive Committee may request a background check before or during the treasurer's term; if there is a history of fund mismanagement on the background check or a related issue, the officers of OSPA may remove the elected treasurer and appoint a replacement.
- The Treasurer shall review and report upon the long-term financial projections and plans of OSPA.

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- o ~~No monies shall be disbursed except upon authorization of at least two of the following individuals – President, Treasurer and Association’s Principal manager.~~

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~~The Treasurer shall serve as the Chair of the Committee on Finance; be responsible for overseeing conservation and prudent investment of assets and funds of OSPA; assure expenditures of funds is in accord with programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors and members on the financial strength and needs of OSPA. No monies shall be disbursed except upon authorization of two of the following individuals – President, Treasurer and Executive Director. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and assure that current and projected income and expenses meet the budget of OSPA. The Board of Directors may, at any time, inspect and verify the books and accounts of OSPA. The Treasurer shall review and report upon the long term financial projections and plans of OSPA.~~

(e) The Treasurer, members of the Board of Directors, and all OSPA staff, Association Principal Managers ~~or and Managers and contracted management services contractors~~ 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 during a Board of Directors meeting or via an electronic vote. A two-thirds majority of affirmative votes by the Board is required to confirm each of the two

members of the Board to the Executive Committee. The two current Board members shall be on the Executive Committee until the then current President's term is set to expire at Annual Convention, even if the President does not complete their term. These Board members may be re-selected at this time or new Board members can run to be on the Executive Committee, but each of the two Board members on Executive Committee must be confirmed/re-confirmed with at least two-thirds affirmative votes by the Board. An ex-officio administrator from a contracted Association Principal Manager 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~~ **Nominating Committee and** Finance Committee shall be a function of the Board of Directors.

(eb) 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.

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## 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.

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## 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. Formation of this committee is optional. If the committee is not formed, the Association Principal Manager, Board and Executive Committee shall make a good faith effort in selection of no fewer than one candidate for each open Board/Executive Committee 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 ~~contracted-Association Principal Manager 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 ~~the a member of an employed management firm-Association's Principal Manager~~ 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.

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(e)d) One (1) year for appointed student representatives, who may be reappointed for one additional term.

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**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 AND REMOVAL 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.

**Section 3.** Any Board member may be removed by the Board of Directors if they engaged in conduct detrimental to OSPA, have caused excessive negative issues to the association, lied about other Board members or the Executive Director, accessed the website without authorization by the Executive Committee, made negative comments about the officers or association outside of OSPA meetings, does not work well with other board members or pharmacy partners (national associations, college of pharmacies, Oregon Board of Pharmacy, etc.) or been convicted of a felony or a misdemeanor involving moral turpitude. An affirmative vote of the majority of the Board of Directors is required. Removal shall occur only after the Board member has been notified of the reason for the action and has been given reasonable opportunity for defense.

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Any officer elected or appointed by the members or the Board of Directors may be removed with or without cause by the vote of a two-thirds majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Removal shall occur only after the Board member has been notified of the reason for the action and has been given reasonable opportunity for defense.

With cause reasons for removal of an officer or a member of the Board of Directors could include but are not limited to:

- engaged in unprofessional conduct at their practice site
- engaged in conduct detrimental to OSPA including, making disparaging comments about other Board members or Association staff/contractors/managers, making publicly

negative comments about the Association, making prejudice comments about a group or groups of people, creating a hostile work environment, etc.

- was convicted of a felony or misdemeanor involving moral turpitude
- failure to follow the requirements of the Association's current bylaws and/or constitution

#### 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, with majority affirmative vote, -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.

If the President-Elect assumes the role of President between months six to twelve into the original President's term, this assuming President will be eligible to be appointed by the Board for one additional one-year term maximum provided the following occur:

- The Immediate Past President, President, and Appointed President-Elect must all agree to serve in their roles for one additional one-year term in the case that this President is appointed for an additional one-year term.
  - (a) If any of these three people do not agree, each position will transition forward as per usual, i.e. Immediate Past President off, President to Immediate Past President, President-Elect to President and a new election will be held for the next President-Elect as specified in these bylaws.
  - (b) If all of these three people do agree, in order to successfully be appointed for a one-year additional term, the Board must take a vote during a specially held Board meeting by July first and have at least two-thirds Board affirmative votes to appoint.
    - i. If it is after July first, this meeting must occur within 30 calendar days of the original President's date of leave from office
  - (c) If the President fails to receive two-thirds affirmative votes for the additional one-year term, a normal election will proceed as specified in these bylaws for the next President-Elect and each position will transition forward as per usual.

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

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Committee, Association Principal Manager, and/or Executive Committee for the offices of President and President-Elect to be elected by the membership according to the provisions of these bylaws.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. In the event the Immediate Past President is unable to complete his or her term of office, the Board of Directors, the position shall be considered open and remain unfilled until the next election at which point the current President will move into the role of Immediate Past President

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## 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 or mail (electronic means preferred).

**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, or association's principal manager ~~Nominating Committee~~ ~~Executive Director~~ shall ~~mail or~~ make available by mail or electronic means (electronic means preferred) 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 Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. 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 ~~above \$500~~ shall be disbursed except ~~upon the signature approval of the Treasurer or, in absence of the Treasurer, by a member of the Executive Finance Committee as specified in the Board-approved "OSPA Financial Policy".~~ The Finance Committee shall write any updates as needed to the financial policy and any updates shall be approved by the Board of Directors. The Finance Committee and Treasurer shall establish internal controls with the Association's Principal Manager ~~Executive Director~~ 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 ~~at a minimum when a new Treasurer takes office~~ 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.

**Section 5.** The Treasurer and the Association's Principal Manager ~~Executive Director~~ will be the signatories on OSPA bank accounts and investment accounts.

## 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~~ 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.~~

Section 1. Personal Liability and Indemnification: A director, officer, employee, member, trustee, or volunteer of the Oregon State Pharmacy Association shall not be liable for its debts or obligations, and a director, officer, member or other volunteer shall not be personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Oregon State Pharmacy Association for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

## 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~~ 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 ~~association's principal manager~~ ~~Executive Director~~ shall ~~mail or~~ make available by ~~mail or~~ electronic means ~~(electronic means preferred)~~ 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, ~~Executive Director~~ or ~~a delegated employee of the management firm~~ ~~association's principal manager~~ 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.