

# OREGON STATE PHARMACY ASSOCIATION CONSTITUTION

(Revised October 23, 201622, 201622)

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## ARTICLE I - TITLE

**Section 1.** This association shall be known as the Oregon State Pharmacy Association, an Oregon not-for-profit corporation, hereinafter referred to as OSPA.

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## ARTICLE II - MISSION

**Section 1.** The Board of Directors of OSPA shall develop a mission statement and review it at least every two (2) years and, if necessary, make updates to reflect the organization's current and long-term mission.

## ARTICLE III - Membership

**Section 1.** The classifications of membership in OSPA shall be PHARMACIST, STUDENT/INTERN, ASSOCIATE, TECHNICIAN and HONORARY

**Section 2. Active Membership.** Any pharmacist in good professional, moral and ethical standing licensed to practice Pharmacy or any licensed pharmacy technician in good professional, moral, and ethical standing, shall be eligible for membership in this Association. A Pharmacist is defined as anyone licensed to practice Pharmacy, or an individual who has earned a recognized degree in Pharmacy. Only Pharmacist Members may ~~vote for and~~ be elected to the office of President or to represent pharmacists on the Board of Directors. ~~Only active Technician Members may vote for a Technician representative to serve as a voting member on the Board of Directors.~~ Ballots will be provided only to Active Members. Pharmacists and Technicians requesting membership in the association shall be approved by a vote of the Board of Directors.

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**Section 3. Student/Intern Membership.** Any full-time student or intern who is regularly enrolled in an accredited School or College of Pharmacy shall be eligible for student membership.

**Section 4. Associate.** Any ~~firm, organization or~~ person not eligible for active membership, interested in the purposes of this Association, shall be eligible for associate membership in this association. Associate members may attend Board of Directors Meetings and may be extended the privilege of ~~commenting from~~ the floor at the annual ~~general sessions~~ business meeting, but may not be elected to the office of President or be voting members of the Board of Directors.

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**Section 5. Corporate.** Any firm or organization not eligible for active membership, interested in the purposes of this Association, shall be eligible for corporate membership in this association. Corporate members may attend Board of Directors Meetings and may be extended the privilege of commenting from the floor at the annual business meeting, but may not be elected to the office of President or be voting members of the Board of Directors.

**Section 5. Honorary Membership.** Any non-licensed individual who is selected for recognition because of his/her contribution to OSPA by two-thirds (2/3) majority vote of the Board of Directors, at one of their regularly scheduled meetings, is eligible for honorary membership in OSPA.

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**Section 6. Revocation of Membership.** Members of any classification may be removed by the Board of Directors if the member has engaged in conduct detrimental to OSPA or been convicted of a felony or a misdemeanor involving moral turpitude. An affirmative vote of two-thirds (2/3) majority of the Board of Directors is required. Removal shall occur only after the member has been notified of the reason for the action and has been given reasonable opportunity for defense. The individual may appeal the revocation decision to the annual general membership or Board meeting; provided that the notice of intent to appeal is delivered to the President and/or the Executive Director at least fifty (50) days prior to the annual meeting.

#### **ARTICLE IV - OFFICERS**

**Section 1.** The officers of OSPA shall be a President, a President-Elect, the Immediate Past-President and the Treasurer. The President-Elect shall be elected annually for a term of one year and shall ascend automatically to the office of President and Immediate Past President, serving one year in each position. The Treasurer shall be elected every two years for a two-year term.

## **ARTICLE V – CHAPTERS**

### **Section 1.**

Chapters of the Association may be formed subject to an affirmative vote by a two-thirds (2/3) majority of the Board of Directors to approve formal affiliation of a regional, county, or community chapter.

- A. **REQUIREMENTS.** A minimum of ten (10) members of OSPA in good standing from any region, county, community, or practice group within Oregon may apply to become an affiliated chapter of OSPA.
- B. **STRUCTURE.** Each chapter must have elected the offices of President, President-Elect, and Secretary/Treasurer. The President and the President-Elect are to be Pharmacist members of OSPA in good standing. The chapter is required to have one (1) director to serve on the OSPA Board of Directors who shall be a member in good standing. This representative will have full status on the Board of Directors and be bound by the rules that govern chapter directors in the bylaws.
- C. **FINANCES.** Each chapter shall at the end of each fiscal year submit a written financial report to the Board of Directors stating the current status of the chapter at that time. Each chapter is bound by the bylaws and policies of OSPA and must comply with OSPA's policy on chapter operations.
- D. **OPERATIONS.** All meetings and other activities shall be scheduled at the discretion and control of the local chapter. The chapter is affiliated with OSPA, an Oregon corporation, and shall be governed by the Bylaws, Resolutions, Policies and other applicable rules and regulations of OSPA. The bylaws and all actions taken by the chapter(s) shall be subservient to the bylaws, resolutions, policies and other applicable rules and regulations of OSPA.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the officers of OSPA and two (2) current Directors selected by the Board. The Executive Committee may act on behalf of the Board between regular Board meetings.

## **ARTICLE VII - GOVERNING BODY**

**Section 1.** The Governing Body of OSPA shall be the Board of Directors consisting of the Officers, five (5) elected Regional Board Members, three (3) appointed Board Members at Large, Regional Chapter Presidents if applicable, one (1) Technician member, one (1) faculty representative from each College or School of Pharmacy in Oregon, and one (1) student representative from each College or School of Pharmacy in Oregon.

**Section 2.** Elected Regional Board Members.

One (1) Pharmacist member shall be elected from each of following regions:

(a) Northern Region: Clackamas, Clatsop, Columbia, Hood River, Multnomah, Tillamook, Wasco, and Washington Counties;

(b) Central Valley/Central Coast Region: Benton, Marion, Lincoln, Linn, Polk, and Yamhill Counties;

(c) Southern Region: Coos, Curry, Douglas, Lane, Jackson, Josephine, Klamath, and Lake Counties;

(d) Central Region: Crook, Deschutes, and Jefferson Counties

(e) Eastern Region: Baker, Grant, Gilliam, Harney, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, and Wheeler Counties.

**Section 3.** Appointed Board Members at Large

One (1) Pharmacist member at large may be appointed from each of the following practice settings:

- (a) Community practice (independent, chain, grocery, or mass merchandise);
- (b) Consultant and Long Term Care; and
- (c) Health-System/ hospital/ institutional ~~(ex-officio member with no voting authority)-~~

Directors for these positions may be nominated by an appropriate practitioner organization (e.g., OSHP, OSCP) with approval by affirmative vote of two-thirds (2/3) majority of the Board of Directors. When making appointments, consideration shall be given to having a balanced representation on the Board of managerial (owners, managers, directors) and staff practitioners.

**Section 4.** Appointed Regional Chapter Presidents. As described in Article V, section 1, regional presidents may be appointed to the Board if they have not been elected or appointed in one of the categories above.

**Section 5.** Technician Member. As described in Article V, section 2, one (1) Technician member at large may be appointed to the OSPA Board as a voting member

**Section 6.** Faculty representatives. The Board of Directors may appoint a faculty representative from each of the college(s) and/or school(s) of pharmacy in the State of Oregon to be included on the OSPA Board as a voting member.

**Section 7.** Student representatives. The Board may invite one student representative from each of the college(s) and/or school(s) of pharmacy in the State of Oregon to be included on the OSPA Board as a voting member.

**Section 8.**

~~(a) The Board shall employ an Association-professional Principal Manager (titles could include Executive Director, Management Firm, Employed Contractor etc.) manager, titled "Executive Director", whose duties, term and compensation may be determined and amended from time to time, by the Board.~~

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~~(b) The Executive Director Association Principal Manager shall manage the day-to-day affairs of the Association in accordance with this Constitution, these Bylaws, the Board's Governing Policies and an employment agreement as may be executed by the Board of Directors. The Executive Director Association Principal Manager shall be a non-voting, ex-officio member of the Board. The Executive Director Association Principal Manager shall be responsible for the employment of additional staff in a manner consistent with the Board's Governing Policies and their majority approval. The Association Principal Manager-Executive Director may establish operating committees comprised of Board members, his/her staff and/or other interested parties for purposes he/she may deem necessary or beneficial in the performance of his/her duties. An administrator from a contract management firm or an Executive Director of OSPA shall be an ex-officio non-voting member of the Board. □□~~

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**Section 9.** The Board of Directors may meet in executive session without ex-officio members present and keep sealed minutes of such sessions.

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**ARTICLE VIII - PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in the latest edition of Robert's Rules of Order Revised shall govern the conduct of business of OSPA in all of the meetings of the various bodies of OSPA, except where Robert's Rules are inconsistent with OSPA Constitution or By-Laws. Vote by proxy will not be permitted at any meeting.

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**ARTICLE IX - CONSTITUTIONAL AMENDMENTS**

**Section 1.** Every proposal to alter or amend this Constitution must be submitted, in writing, to the existing or specially appointed Constitution and By-Laws Committee who, after due consideration, shall present the proposed changes to the Board of Directors ninety (90) days prior to the annual meeting. The Board shall review, may comment if they choose, and will determine if the Board should refer the proposal to the OSPA membership for a vote (See Section 2). A proposal with 10 or more member signatures must be referred to membership for a vote.

**Section 2. Members shall be notified of the** proposed amendment(s), and the amendments shall be made available to all active members in paper or electronic form not later than sixty (60) days prior to the next annual meeting. Paper or electronic ballots shall be provided not later than 30 days prior to the annual meeting of the membership. Each ballot must be received by OSPA at least fifteen (15) days prior to that annual meeting. The President of the Board shall appoint a member of the Board or staff assistant to verify the eligibility of each returned ballot and render an accounting of the vote. The tabulated vote shall be announced at the general membership meeting of the annual meeting.

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

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