

Arizona Pharmacy Association, Inc. (AzPA) Bylaws
Updated XX-XX-XXXX

ARTICLE I: NAME

1. This association will be known as the Arizona Pharmacy Association (AzPA).

ARTICLE II: PURPOSE

1. AzPA serves and represents all pharmacy professionals by
 - a. Fostering safe and effective medication therapy
 - b. Promoting innovative practice
 - c. Empowering its members to serve the health care needs of the public and optimize patient care

ARTICLE III: MEMBERSHIP

1. **Membership Categories:** The membership of AzPA shall consist of pharmacists, student pharmacists, pharmacy technicians, and pharmacy associates. Specialty memberships may be
2. Established as determined and approved by the Board of Directors. Members of any category shall be considered in good standing with the organization if their dues are current and they support the mission of the organization.
3. **Pharmacist Members:**
 - a. Any pharmacist currently licensed in the United States or a graduate of an Accreditation Council for Pharmacy Education (ACPE) accredited college is eligible to become a pharmacist member.
 - b. All pharmacist members shall have full voting rights and may hold office in this organization.
4. **Student Pharmacist Members:**
 - a. Any student enrolled in a school or college of pharmacy accredited by ACPE or the American Association of Colleges of Pharmacy is eligible to become a student pharmacist member.
 - b. A student pharmacist member shall have voting rights as allowed within their bylaws as referenced in the Appendix of this document and/or their University's student group policies. Student pharmacists are eligible to hold any office designated for student pharmacists within their selected association student pharmacist group.
5. **Pharmacy Technician Members:**
 - a. Any pharmacy technician licensed as a Pharmacy Technician or Pharmacy Technician Trainee with a State Board of Pharmacy or is enrolled in a Pharmacy Technician school is eligible to become a pharmacy technician member.
 - b. All pharmacy technician members will have full voting and are eligible hold office as a "Director at Large" on the Board of Directors. Pharmacy technician members are unable to hold an officer position.
6. **Pharmacy Associate:**
 - a. Pharmacy Associates members include, Industry Representatives and other professionals not licensed to practice as pharmacist, student pharmacist, or

- pharmacy technician, but are affiliated with and/or interested in the pharmacy profession.
- b. Pharmacy Associates will have full voting rights but are unable to hold office on the Board of Directors.
7. **Membership Dues:** Membership dues and the methods of dues collection shall be set by the Board of Directors. The dues may be changed by a majority vote of the Board of Directors. Such a change does not require amendment or change of these Bylaws.

ARTICLE IV: BOARD OF DIRECTORS

1. **Composition:** The Board of Directors (BOD) shall consist of six (6) officers, eight (8) Directors at Large, and one (1) student liaison from each College of Pharmacy in Arizona
 - a. **Officers:** The officers of the AzPA shall consist of the President, President-Elect, Immediate Past-President, Treasurer and Secretary. Only pharmacist members are eligible to hold an officer position within AzPA. The Chief Executive Officer (CEO) is employed by the AzPA and shall be considered an officer of the Association, but is a non-voting member of the Board of Directors and does not count towards a quorum. As a group, the officers of the AzPA shall be referred to as the Executive Committee (EC).
 - i. **President-Elect:**
 1. The President-Elect shall be elected for a term of one year and shall ascend to the position of President.
 2. **Duties:** The President-Elect shall perform the duties of the President when the President is unable to do so. The President-Elect shall be a member of the Board of Directors and shall serve as its Vice-Chair. The President-Elect shall be a member of the Nominating Committee. The President-Elect shall serve on the Board of Directors for the Arizona Pharmacy Foundation (APF) as the official AzPA representative.
 - ii. **President:**
 1. The President shall serve for a term of one-year and then will ascend to the position of Immediate Past-President
 2. **Duties:** The President shall be the principal official of the AzPA. The President shall serve as Chair at all membership and Board of Directors meetings of the organization. The President, with approval of the Board of Directors, appoints the Chairs and members of all Committees. Except as otherwise provided, the President shall fill all vacancies by appointment. The President shall serve as the Chair of the Board of Directors. The President shall be a member of the Nominating Committee.
 - iii. **Immediate Past-President:**
 1. The Immediate Past-President shall serve for a term of one-year.
 2. **Duties:** The Immediate-Past President shall be a member of the Board of Directors and, in the absence of both the President and President-Elect, serve as Chair of the Board. The Immediate-Past President will serve as Chair of the Nominating and Awards Committees and on the Board of Directors for the Pharmacy

Network of Arizona (PNA) as the official AzPA representative.

iv. **Treasurer:**

1. The Treasurer shall serve for a term of three-years.
2. **Duties:** The Treasurer shall be a member of the Board of Directors and the custodian of all monies, securities, and deeds belonging to the organization and shall hold same subject to the direction of disposition of the Board of Directors. The Treasurer will serve as the chair of the Finance and Audit Committee.

v. **Secretary:**

1. The Secretary shall serve for a term of three-years.
2. **Duties:** The Secretary shall be a member of the Board of Directors and custodian of the organization bylaws, responsible for annual review of bylaws and board policy. The Secretary shall prepare minutes of all Board of Director meetings and shall authenticate the records of the Corporation.

vi. **CEO:**

1. The CEO shall serve in the capacity of the chief administrative officer. The CEO, under direction of the Board, shall implement policies and programs of the organization. The CEO will provide leadership in attaining goals identified by the Board of Directors and the strategic plan.-The CEO is empowered to sign contracts on behalf of the organization.

b. **Director at Large:**

- i. **Terms:** Eight (8) Director at Large positions shall serve a term of two (2) years.
- ii. **Duties:** Director at Large shall be a member of the Board of Directors and will serve as a representative to the full membership of the organization, and provide support for ongoing initiatives of the Board of Directors, including serving on committees and participating in Board of Director projects.
- iii. Eight (8) **Director at Large positions** shall serve on the Board of Directors. Three (3) of the eight (8) Director at Large positions shall include additional roles and responsibilities:
 1. Pharmacy Technician Director at Large: The Pharmacy Technician Director at Large shall chair the Pharmacy Technician Special Interest Group.
 2. Health Systems Pharmacy Director at Large: The Health Systems Pharmacy Director at Large shall chair the Health Systems Pharmacy Special Interest Group. The Health System Special Interest Group shall be the State of Arizona affiliate with the American Society of Health-System Pharmacists (ASHP) and be subject to such rules and regulations as defined by ASHP for such affiliation.

c. **Community Pharmacy Director at Large: The Community Pharmacy Director at Large shall chair the Community Pharmacy Special Interest Group.**Student

Liaisons:

- i. **Terms:** One (1) Student Liaison from each College of Pharmacy in

Arizona shall serve a term of one (1) year.

- ii. **Duties:** The Student Academy Co-Chairs from the Student Pharmacist Special Interest Group shall represent student members during Board of Directors meetings, but will hold no voting rights on the Board of Directors.
2. **Voting:** All Officers and Directors at Large will be granted one vote on the Board of Directors. Student Liaisons and the CEO will hold no voting rights on the Board of Directors.
3. **Duties:**
 - a. The Board of Directors shall manage the affairs of AzPA, establish policies within the limits of the Bylaws, actively pursue the purpose of AzPA and have discretion in the control, management, investment, and disbursement of its funds.
 - b. The Board of Directors shall have the supervision of all properties, funds, finances and publications owned by AzPA and shall hire and supervise the CEO.
 - c. The Board of Directors shall establish financial goals for AzPA and oversee the financial operations of AzPA. The Board of Directors shall establish and review long-term objectives of AzPA and establish priority of all program and activities.
 - d. Members of the Board of are expected to attend meetings consistently. The status of Board members who do not attend at least 75% of meetings will be considered based upon Board policy.
4. **Meetings:**
 - a. The Board of Directors shall ordinarily meet at least four times per membership year on the call of the President or the petition of two-thirds (2/3) vote by the Board of Directors.
 - b. The business of the Board of Directors shall proceed in accordance with Robert's Rules of Order.
 - c. All meetings of the Board of Directors shall ordinarily be open to all AzPA members unless a closed session (also referred to as Executive Session) is deemed necessary by a two-thirds (2/3) majority vote of the Board of Directors.
 - d. The Executive Committee and any members invited by the President will be allowed to conduct additional business outside the standard Board of Directors meetings if deemed necessary with a two-thirds (2/3) vote by the Board of Directors.
5. **Quorum:** A simple majority of the voting members of the Board shall constitute a quorum.
6. **Vacancies:**
 - a. In the event the President is unable to complete the term of office, the President-Elect shall serve in both capacities for the remainder of the term of office.
 - b. A vacancy of the President-Elect position shall be filled by a special election conducted by the Board of Directors.
 - c. Authority is granted to the President to appoint any eligible members to fill a vacant Treasurer, Secretary or Past-President position for the remainder of the unexpired term, pending ratification by the Board of Directors.
 - d. In the event both the President and President-Elect positions become vacant, the Board of Directors shall appoint from the membership of the Board of Directors a President Pro Tempore for the remainder of the term and conduct a special election for the office of President for the unexpired portion of the term.

- e. In the event a Director at Large is unable to complete the term of office, the Board of Directors shall appoint from the membership a Director at Large Pro Tempore for the remainder of the term.
- 7. **Removal:** An officer or Director at Large may be removed from the Board of Directors for any reason outlined in the Policies & Procedures by a two-thirds vote in favor of removal by the Board of Directors, excluding the vote of the affected officer. Voting must be conducted during a live Board of Directors meeting and cannot include voting via mail, telephone or via proxy. The vote shall be taken by secret, written ballot.

ARTICLE V: ELECTIONS

1. Candidate Eligibility:

- a. **Officers:** Pharmacist members who have ever served, or are currently serving, on the Board of Directors are eligible to run for an officer position.
 - b. Director at Large: **Pharmacist members are eligible to serve as a Director at Large.**
 - c. Pharmacy Technician Director at Large: Only certified pharmacy technician members are eligible to run for the Pharmacy Technician Director at Large position.
2. Health Systems Director at Large: Pharmacist members who are current AzPA and ASHP members and eligible to hold office are eligible to run for the Health Systems Director at Large. Members cannot simultaneously hold office in AzPA and ASHP. **Nominations:**
- a. Members of the organization can nominate themselves, if eligible, or other eligible members during the designated “Call for Nominations” period as established by the Board of Directors.

3. Nominating Committee:

- a. The Nominating Committee will be chaired by the Immediate Past- President.
- b. The Nominating Committee shall compile and review eligible membership nominations for President-Elect, Secretary, Treasurer, Directors at Large, Health System Special Interest Group Chair and Community Special Interest Group Chair. The Nominating Committee shall then prepare a slate of no more than two nominees for each position.

4. Election Procedure:

- a. The Nominations Committee will release the names of candidates for each position to the general membership for election. Votes must be submitted by the deadline set forth by the Nominating Committee.
- b. Elections should be held at least 30 days prior to installation of the Board of Directors at the Annual Meeting, but no more than 90 days prior.
- c. Pharmacist members will be able to vote for pharmacist and pharmacy technician candidates. Pharmacy technicians will be able to vote for pharmacist and pharmacy technician candidates. Pharmacy Associate members will be able to vote for pharmacist and pharmacy technician candidates. Student Pharmacists will be able to vote for student representatives at their respective Colleges of Pharmacy according to their Student Bylaws.

5. Installation:

- a. Elected Board of Directors members shall be sworn into office during the Annual Meeting.

ARTICLE VI: ORGANIZATION OF MEMBERS

1. Special Interest Groups:

- a. The membership of AzPA will consist of membership practice areas known as Special Interest Groups (SIGs). Special Interest Groups are comprised of members who share similar practice interests with the purpose to represent and provide services to their members based on the area of practice.
- b. There will be four standing SIGs: the Health System Pharmacy SIG, the Community Pharmacy SIG, the Student Pharmacist SIG, and the Pharmacy Technician SIG. Additional SIGs will be added at the discretion of the Board of Directors.
- c. The Board of Directors shall establish rules and criteria, including financial criteria, to join, and maintain enrollment in a SIG and for the administration of SIG affairs. The Board of Directors shall also establish criteria for forming additional SIGs as well as dissolving SIGs.
- d. Each SIG shall conduct meetings and continuing pharmacy education activities to meet the needs of their members. SIGs shall participate in the planning and implementation of AzPA educational programs. SIGs shall review and assess public policy issues (including, but not limited to, State and Federal legislation and regulation) affecting its members, independently or upon referral by the AzPA Board of Directors. SIGs may develop formal position statements regarding public policy issues. Such recommendations or positions shall be compatible with the AzPA Mission and Goals, as well as the Mission and Goals of the SIG's national affiliate (if one exists). All SIG policy position statements shall be submitted to the AzPA Board of Directors for review and discussion. In the event that more than one SIG develops a conflicting position statement on the same issue, the AzPA Board of Directors shall attempt to seek a compromise position among the SIGs. If such a compromise cannot be achieved, the SIGs may disseminate their position statements in the name of the specific AzPA SIG.

2. Committees:

- a. AzPA shall have a standing Nominating Committee and Finance and Audit Committee. Other Committees will be established as determined and approved by the Board of Directors.
- b. Each Committee shall function in an advisory capacity to the Board of Directors and will work toward achieving the defined goals of the Committee and organization as a whole.
- c. Committee Chairs and members are appointed by the President upon review and approval by the Board of Directors.

ARTICLE VII: MEETINGS

1. **Annual Meeting:** There shall be at least one business meeting per year, at which time the entire membership may be present to transact business. This meeting shall be called the Annual Meeting of the Association. The time and place for the Annual Meeting shall be designated by the Board of Directors. The membership will be notified at least three months in advance of the time and place of the Annual Meeting by notice in the official

publication of the organization or by mailing, including electronic mail. Such notice shall be sent to the last known address of such members who are then in good standing.

2. **Special Meetings:** Special meetings may be held at the request of two-thirds of the Board of Directors or on petition of not less than twenty eligible voting members and the approval of a majority of the Board of Directors. Special meetings require written notice, including electronic mail, to all eligible voting members at least twenty days in advance of the special meeting. Said notice shall specify the date, time and place of the special meeting and the full purpose of the meeting, and only matters covered in the notice may be considered at such special meeting.
3. **Quorum:** Five percent of eligible voting members, with a minimum number of forty eligible voting members, shall constitute a quorum for the transaction of business at the annual or any special meeting of AzPA.

ARTICLE VIII: FINANCES

1. The Board of Directors shall determine expenditure and reimbursement policies with subsequent implementation of such policies by the CEO.

ARTICLE IX: AMENDMENTS

1. Every proposition to alter or amend the Bylaws shall be submitted in writing by two or more active members at any meeting of the Board of Directors.
2. Following the approval of the Board of Directors, the amending proposal must be submitted to ASHP prior to submission to the general membership.
3. The proposed amendment(s) shall then be submitted to all active members of AzPA for approval by a 2/3 majority of returned ballots.

ARTICLE X: INDEMNIFICATION

1. Each person who acts as a director or officer of the Corporation shall be Indemnified by the Corporation against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit, or proceeding in which he may be named as a party defendant by reason of this being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity and any person who, at the request of the Corporation, acts as a director or officer of the Corporation or of any subsidiary or affiliate corporation in relation to matters as to which he shall be finally adjudged to be liable for negligence of misconduct in the performance of his duties as such director or officer or to any sum paid by him to the Corporation or to such subsidiary or affiliate corporation, as the case may be, in settlement of any action, suit or proceeding based on his alleged dereliction of duty. The right of indemnification herein provided for shall insure to each of the directors and officers of any subsidiary or affiliate corporation as shall act in such capacity at the request of the Corporation, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred and whether or not the claim asserted against him is based on matters which antedated the adoption of the Section of these Bylaws, and in the event of his death shall extend to his legal representatives; but such rights shall not be exclusive of any other rights to which he may be entitled.

ARTICLE XI: DISSOLUTION & LIQUIDATION

1. AzPA may dissolve if the Board of Directors adopts by a two-thirds (2/3) majority vote a resolution recommending that the question of such dissolution be submitted to a vote of the membership at a regular or special meeting of the members or by mailed ballot, after which an affirmative vote of two-thirds (2/3) of the Active members present and voting or ballots received shall be required for such dissolution.
2. In the event of the liquidation and dissolution of AzPA, any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to AzPA shall be disposed of as follows:
 - a. All liabilities and obligations of AzPA shall be paid and discharged, or adequate provision shall be made therefore.
 - b. Assets subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements.
 - c. All remaining assets held by AzPA shall be transferred or conveyed, without obligation or restriction, or in the event of their collective liquidation, to the general student scholarship fund, split equally between the ACPE-accredited Colleges of Pharmacy in the State of Arizona and/or to an Arizona-based non-profit organization selected by the AzPA Board of Directors.

APPENDIX:

ARTICLE I: STUDENT PHARMACIST ACADEMY BYLAWS

- A. **Name:** This organization shall be known as the Arizona Pharmacy Association – Student Pharmacist Academy (AzPA – SPA).
- B. **Purpose:** The purpose of the organization is to represent the student pharmacist membership of the parent organization, the Arizona Pharmacy Association (AzPA). AzPA and AzPA – SPA will foster safe and effective medication therapy, promote innovative practice, and empower its members to serve the health care needs of the public. AzPA and AzPA-SPA will:
 1. Advance public health by promoting the professional interests of pharmacy professionals in all practice settings by:
 - a. Fostering pharmaceutical services aimed at sound medication-use policy and rational medication therapy.
 - b. Developing professional standards for pharmaceutical services
 - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
 - e. Disseminating information about pharmaceutical services and rational medication use.
 - f. Improving communication among pharmacists, other members of the health care industry and the public.
 - g. Promoting research in the health and

pharmaceutical sciences and in pharmaceutical services.

- h. Promoting the economic welfare of pharmacists and associated personnel.
- i. Foster rational medication use in society such as through advocating appropriate public policies toward that end.

C. Membership:

- 1. Dues: Membership shall be open to any student pharmacist in good academic standing at an accredited school or college of pharmacy. Membership in AzPA-SPA requires student membership with AzPA. Membership dues and the methods of collection shall be set by the AzPA Board of Directors.
- 2. Rights and Privileges:
 - a. Members shall receive rights and privileges as defined in AzPA's Articles of Incorporation, AzPA bylaws, and AzPA-SPA bylaws.
 - b. AzPA-SPA members may only vote for elected positions of their respective school's academy.

D. Officers

- 1. The elected positions of the AzPA-SPA shall include a Chair and Chair-Elect from each accredited college of pharmacy in Arizona.
- 2. Other positions will be appointed by the AzPA-SPA Co-Chairs and shall include Secretary and Treasurer.
- 3. Duties of the AzPA-SPA Co-Chair and Co-Chair-Elect:
 - a. Term: Two years. Serves as Chair-elect for initial year and moves into Chair position for second year.
 - b. Serve on the AzPA Board of Directors, with all of its related duties and responsibilities, as the official representative of the Academy.
 - c. Ensure that summaries of all Academy meetings are shared with the AzPA Board of Directors.
 - d. Form Academy Executive Committee to ensure representation on each of the AzPA Core Committees.
 - e. Help recruit interested and dedicated Academy members from a variety of
 - f. backgrounds and experiences, and areas of the state to participate in the Academy and AzPA.
 - g. Work with the AzPA President and Executive Committee, if applicable, to recommend a plan of action for the coming year to the AzPA Board of Directors for approval.
 - h. Perform other duties as assigned to this position.

4. Duties of the Secretary

- a. Term of one year.
- b. Keep the minutes of each AzPA-SPA meeting and make them available to all members
- c. Issue notices, announcements, and reports to the Academy as requested by the Chair.
- d. Perform other duties as assigned to this position

5. Duties of the Treasurer

- a. Term of one year
- b. Prepare the Academy budget for presentation to the AzPA Board of Directors
- c. Solicit funds to support student programs
- d. Monitor the Academy's budget at all times to ensure appropriate utilization and proper financial records are kept.
- e. Keep records of expenditures, income, and financial position
- f. Perform other duties as assigned to this position

E. **Nomination and election of officers.** The Co-chairs shall appoint the position of secretary and treasurer.

- Policy and Procedure: recommend updating this section to reflect current practice. Students currently use and run their own election process. Student members must be members in good standing and may only nominate and elect officers of their respective schools.

F. **Voting body**

- The privilege of voting on the AzPA Board of Directors shall be confined to the Chair for each respective College of Pharmacy. In the absence or upon vacancy of the Chair, the Chair-Elect will assume the role of the Chair. They shall receive one collective vote on matters placed before the AzPA Board of Directors.

G. **Meetings**

- The AzPA – SPA at each College of Pharmacy shall have at least two meetings per academic school year.

H. **Committees and appointment of committee representatives**

1. Committee Representatives

- a. The Co-Chair and Co-Chair-Elect shall appoint representatives from each college of pharmacy to the following: Continuing Education Committee, Communications Committee, Membership Committee, AzPA Annual Meeting Committee, SPA Leadership Conference Committee, Legislative Committee, PharmPAC Committee,

and the Arizona Pharmacy Foundation Patient Services Program Committee.

I. **Advisor**

1. The AzPA-SPA at each college of pharmacy shall have a faculty advisor to guide and oversee the actions of the academy. AzPA-SPA will have at least one Advisor who must be a full-time faculty member of the respective college and a member of AzPA in good standing. The advisor shall be proposed by the Chair and Chair-Elect and shall be elected upon two-thirds (2/3) vote of the academy membership, subject to approval by the Dean of the respective college. Duties of the advisor include:
 - a. To act as a consultant to members and officers of the academy on matters pertaining to AzPA-SPA.
 - b. To provide continuity to the academy's operations from one year to the next.
 - c. To be available for advice and ideas as needed on subjects such as internal Academy problems, fundraisers, community service projects, etc.
2. The Academy Advisor will be invited to attend all academy and state AzPA-SPA meetings or functions that the students are attending; and will attend when possible. The advisor may be removed for failure to perform any of his/her duties as stated in the Bylaws.
3. The advisor shall be subject to removal upon petition by two-thirds (2/3) of the academy members. The Chair and Chair-Elect shall submit the petition to the Dean of the respective college for approval. The Chair and Chair-Elect will seek a person to fill the position only after it has been informed of the current advisor's formal removal. Upon removal or resignation, a new advisor shall be selected in accordance with stipulations above within seven (7) days of removal of the advisor

J. **Not for profit statement**

This is a not for profit organization.

K. **Financial responsibility**

AzPA-SPA members may not accumulate debt on behalf of the AzPA-SPA or AzPA. Members who accumulate debt on behalf of the academy or AzPA shall be responsible for payment in full of all debts accumulated not covered by funds on deposit.

L. **Statement of compliance**

This organization shall comply with all applicable University, College and campus policies and regulations, in addition to all local, state, and federal laws.

M. **Statement of non-discrimination**

This organization shall not discriminate on the basis of race, color, ethnicity, national origin, age, gender, disability or handicap, religion, sexual orientation, disabled veteran's status or Vietnam era veteran's status in any of its policies, procedures, and practices. This policy will include, but is not limited to recruiting, membership, organization activities, or opportunity to hold office.

N. **Article xiv. Statement of non-hazing**

This organization will not conspire to engage in hazing, participate in hazing, or commit any act that causes or is likely to cause bodily danger, physical harm or personal degradation, or disgrace resulting in physical or mental harm to any fellow student or person attending the institution.

O. **Amendments**

Proposals to amend, repeal, or suspend these bylaws shall be submitted in writing to the elected representatives of AzPA-SPA at the respective College of Pharmacy. The Chair will present its recommendation to the AzPA Board of Directors for voting according to the AzPA Articles of Incorporation.