

BYLAWS OF THE ALLEGHENY COUNTY PHARMACISTS ASSOCIATION

Revised ~~April 2014~~ Feb 2015

ARTICLE I NAME

Section 1 -

The name of this corporation is the Allegheny County Pharmacists Association.

Section 2 -

This association shall transact its business at such places within western Pennsylvania as shall be determined by the Board of Directors.

ARTICLE II PURPOSE

The purpose of the corporation shall be to uphold the charter by promoting the profession of Pharmacy in the southwestern Pennsylvania area, promulgate the highest of ideals in the standards of practice regarding the health and welfare of the public, work for the benefit of its members, and foster good will among all segments of the profession. In addition, the association will promote the professional education and protect the prerogatives, economic viability and security of its members. ~~The association contacts and meets with all parties who control professional fees affecting the welfare of the profession with the intention of improving the economic security of its members~~

ARTICLE III MEMBERSHIP

Section 1 -

Allegheny County Pharmacists Association utilizes the Constitution and Bylaws of the Pennsylvania Pharmacists Association to define its membership categories and the qualifications for each category of membership.

~~Membership in the association shall consist of seven categories: Active, Associate, Student, Life, Honorary, Retired, and Technician.~~

~~Qualifications for these categories are:~~

~~—— a) Active - Any registered or licensed Pharmacist or any individual not licensed or registered, but who has received a degree in Pharmacy from an ACPE-accredited School of Pharmacy and is of good moral character and professional standing shall be eligible for active membership.~~

~~—— b) Associate - Any individual of good moral character who is not eligible for active membership, but who is desirous of advancing the profession of Pharmacy, who is~~

~~informed concerning the aims of the association and is willing to accept the obligation imposed by membership, shall be eligible for associate membership.~~

~~—— c) Student — Any student enrolled in a School of Pharmacy shall be eligible for student membership.~~

~~—— d) Life — All active members are eligible for life membership after fifty years in active membership and reaching the age of sixty. Life members have all privileges of active members.~~

~~—— e) Honorary — Any individual who has made a praiseworthy contribution to the science and art of Pharmacy shall be eligible for honorary membership. He/she shall be so elected by the affirmative vote of three-fourths of the members of the Board of Directors present and voting at a meeting of the Board.~~

~~—— f) Retired — Any registered or licensed pharmacist who has held active membership for the past ten consecutive years and who requests transfer to Retired status and dues category shall be eligible. The pharmacist must be eligible for Social Security retirement benefits and not be employed more than twenty hours per week. Retired members are eligible to vote in the association.~~

~~—— g) Technician — Any individual employed by a licensed pharmacy and who is a “Pharmacy technician” as defined in Chapter 27 of The Pennsylvania Code.~~

Section 2 -

Application and election to membership - No person shall be considered eligible for membership in this association until he or she has indicated approval of its purposes by signing an application for membership and has paid the annual membership fee for the current year, which fee must accompany each application.

~~Section 3—~~

~~—— Each applicant shall become a member of the association upon approval of the majority of the Board of Directors.~~

Section ~~3~~43

Voting rights - Each active voting member, life active voting member, and retired active voting member who has paid his/her dues as prescribed by the Board of Directors shall have the right to one vote on all matters. No other category of member shall have any right to vote in at this association. General Membership meetings; however, each member of the Board of Directors has the right to vote at Board of Directors meetings.

~~Section 4~~54

The annual dues structure shall be determined by the Board of Directors and such dues shall be due annually.

~~Section 5~~6—

~~Any member found guilty of improper professional conduct as stated in the current Pharmacy Act of the Commonwealth of Pennsylvania or of the violation of the obligation of the bylaws of this association or the Code of Ethics of the American Pharmaceutical Association may be expelled from membership.~~

~~No person shall be expelled unless he /she shall have been given due notice of the charges by the chairman of the Board of Directors and shall have had the opportunity to be heard by the Board of Directors. All charges must be made in writing to the Board of Directors by at least two active members in good standing. The Board shall take such steps as may be necessary and fair to the accused to establish the validity of the charges. No person shall be expelled unless he/she shall have received for expulsion two-thirds of all the votes cast at a meeting of the Board at which a quorum is present.~~

~~Section 67-~~

~~Membership lists are not available except by action of the Board of Directors after examining the purpose for which the list will be used and the good character of the sponsor of the product being advertised via the membership/ mailing list. At its discretion, the Board may levy a charge for the service.~~

ARTICLE IV OFFICERS

Section 1 -

The officers of the association shall consist of ~~a chairman of the Board of Directors,~~ a president, a president-elect, a vice president, a secretary, and a treasurer.

~~The officers of the association shall comprise an Officers Council. It shall be the duty of the Officers Council to conduct the business of the association between meetings of the Board of Directors. The president shall preside at all meetings of the Officers Council and may invite those persons to participate who are deemed necessary for the proper conduct of the business of the association.~~

~~Section 2-~~

~~The chairman of the Board of Directors, who shall be the immediate past-president of the association, shall preside at all meetings of the Board of Directors and is responsible to the Board. He /she shall work in close association with the president.~~

~~In case of the inability of the chairman to serve, one of the immediately preceding chairmen shall be requested to preside as chairman with the most recent chairman given preference and continuing in that order of election as President until the vacancy is filled.~~

Section 23 -

The president shall preside at all meetings ~~of the members of the association;~~ he/she shall appoint all committees, and be an *ex-officio* member of all committees; he/she shall execute all documents of the association requiring a seal; he/she shall supervise the operation of and duties customarily incident to the office of the president. ~~In the absence of the chairman of the Board of Directors, the president shall preside at meetings of the Board of Directors.~~ He/she shall submit a report of the operation of the association at each annual meeting.

The president shall appoint members of committees; the appointments are subject to the approval of the Board of Directors.

Section 34 -

The president-elect shall exercise all functions of the president during the absence or disability of the president.

Section 45 -

The vice president shall exercise all functions of the president during the absence or disability of the president and the president-elect. The vice president shall be responsible for representing the views of the associate membership and has all voting privileges.

Section 56 -

The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements; he/she shall collect the fees and dues of all applicants and members; ~~he/she shall receive all funds of the association;~~ he/she shall keep the monies of the association in a bank or banks in the name of the association. He/she shall disburse the funds of the association by checks, which checks shall be signed by such persons as shall be designated by the Board of Directors. He/she shall render a full report of the finances of the association at each annual meeting and shall be prepared to render a current report at each meeting of the Board of Directors and of the association. ~~He/she shall give bond in an amount specified by the Board of Directors for the faithful performance of his/her duties, the premiums for said bond to be paid by the association.~~

Section 76 -

The secretary shall take meeting minutes and ensure that the Pennsylvania Pharmacists Association receives a copy, draft correspondence, and perform such other duties as may be prescribed ~~by the Board of Directors or~~ by the president.

Section 78 -

Each officer of the association shall have been a member of the association for a period of at least one year immediately prior to election. The president-elect, president, and ~~chairman~~ vice president of the association shall each be a licensed pharmacist.

ARTICLE V DIRECTORS

Section 1 -

The business of the association shall be conducted and the property of the association shall be managed by a Board of Directors. Each director shall be a member of the association and have one vote.

Section 2 -

The Board of Directors shall consist of: ~~a chairman~~, the president, president-elect, vice president, secretary, and treasurer of the association; six members who shall be

elected by the membership of the association; the Dean of the University of Pittsburgh School of Pharmacy or an alternate chosen by the Dean to represent the School; the Dean of the Duquesne University School of Pharmacy or an alternate chosen by the Dean to represent the School; the ~~three immediate past presidents, one of whom is chairman of the Board~~; one member of the student body of the School of Pharmacy at Duquesne University, and one member of the student body of the University of Pittsburgh School of Pharmacy, ~~and any honorary members of the board.~~

Section 3

In case of a vacancy on the Board of Directors, the remaining directors shall fill the vacancy, by majority vote, and such person shall occupy the office as a director for the unexpired term.

Section 4 -

The student members shall be chosen by the schools they represent and shall be afforded one vote each on the Board of Directors.

~~Section 5-~~

~~—All past presidents shall be eligible to serve on the Board of Directors as voting members following completion of the three year term indicated in Section 2.~~

~~Section 6-~~

~~—Honorary members of the Board of Directors are elected for an indefinite term by a majority of the votes cast at a meeting of the Board of Directors at which a quorum is present. Honorary members shall be afforded one vote each on the Board of Directors. The Board of Directors shall have the discretion to determine the criteria for electing honorary members to the Board and the assignments they shall conduct.~~

ARTICLE VI MEETINGS

A. ASSOCIATION MEETINGS

Section 1 -

The annual meeting of the association shall be held ~~in January of each~~during the first quarter of the calendar year, at such place and time as shall be determined by the Board of Directors.

Section 2 -

Special meetings of the members of the association may be called at any time by the president or by a vote of the majority of the Board of Directors, or upon a petition of ten active members.

The president shall call such meetings upon the order of any of the above, at a time and place to be fixed not less than 10 nor more than 30 days after receipt of such call, request or petition.

Section 3 -

Notice of all meetings of the association shall be sent to each member of the association at least five (5) days in advance of said meeting.

Section 4 -

A quorum for the transaction of business at any special or annual meeting of the association shall be either one-fifth (1/5) of the entire active membership or twenty (20) active members, whichever is the lesser.

B. DIRECTORS MEETINGS

Section 1 -

Regular meetings of the Board of Directors shall be held ~~once during the months of January, February, March, April, May, June, September, October and November~~ at such times and places as shall be determined by ~~the chairman of~~ the Board of Directors ~~or, in his/her absence, by the president.~~ The Board will meet at least once each calendar quarter.

Section 2 -

Elected board members are required to attend ~~no less than 25 meetings per calendar year and may not be absent for more than 3 consecutive meetings at least 50% of the meetings.~~ Elected board members are subject to replacement by the board for ~~such absences attending less often.~~

Section 3 -

Special meetings of the board of directors may be called at any time ~~by the chairman of the board or~~ by the president. Special meetings shall be called by the president ~~or chairman of the board~~ upon the written request of ~~three~~four (3) directors.

Section 4 -

Notices of all meetings of the Board of Directors shall be sent at least five (5) days in advance of said meeting.

Section 5 -

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the directors in office or six directors, whichever is the lesser.

The acts of a majority of the directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

Section 6 -

~~Waiver of notice. Whenever any written notice is required by the Articles of Incorporation or by the Bylaws of the association, a waiver, thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated thereon, shall be deemed equivalent to the giving of such notice.~~

ARTICLE VII ELECTIONS

Section 1 -

Annually, the active membership of the association shall elect by ~~secret mail~~ ballot for a one year term, a president-elect, a vice president, a secretary, and a treasurer. They shall also elect, annually, two members of the Board of Directors, who shall serve for three years.

Section 2 -

A nominating committee shall consist of the three immediate past presidents. In the event that two or more past presidents are no longer active members of the association or are not able to serve, one or more replacements may be appointed by the president ~~before January 15~~. The nominating committee shall consist of not less than 3 members.

~~Section 3-~~

~~The report of the nominating committee shall be presented at a meeting of the association, and the membership may at that time present additional nominations for any office. Such additional nominations should be accompanied by a written biographical sketch of the candidate, endorsement by at least two (2) active members of the association, and a statement from the nominee that he/she has reviewed the bylaws, meets the qualifications of office, and is willing to serve if elected.~~

~~Section 4 3-~~

~~A list of the names of the candidates for association offices and the Board of Directors approved by the Board shall be mailed electronically to every active member of the association eligible to vote. The names shall be submitted no later than March, together with a ballot to be filled in and returned by mail not later than thirty days after the date printed on the ballot.~~

~~Section 5-~~

~~The ballots received within 30 days of the date printed on the ballots are to be delivered to the nominating committee. This committee shall count the valid votes and shall in turn certify to the president the results of the election. The president (or the nominating committee if the president so chooses) shall officially notify each officer and committee person of his/her election.~~

Section ~~436~~ -

The ~~retiring president newly elected officers and members of the Board~~ shall be installed ~~as chairman of the board, the president-elect as president and the newly elected officers and members of the board shall be installed~~ at the annual president's dinner. The one year term of each office shall begin on July 1st and end on June 30th of the following year.

ARTICLE ~~VIII~~ RULES OF ORDER

Section 1 -

All points of order and parliamentary procedure shall be governed by the most recent edition of "Robert's Rules of Order."

ARTICLE IX AMENDMENTS

Section 1 -

The members of the association may amend or repeal any of the bylaws of the association. All members will receive notice of proposed changes 30 days in advance of the meeting at which they will be voted on. Any proposed amendment or repeal shall be presented at ~~one~~ a properly convened meetings of the association at which a quorums shall be present. The proposal shall be adopted by affirmative vote of the majority of votes cast. ~~at the first such meeting followed by affirmative vote of two-thirds of the votes cast at a separate meeting of the membership at least three weeks after the first such meeting.~~

END