

Bylaws of the Virginia Pharmacists Association

Article I Name

The name of this organization shall be the Virginia Pharmaceutical Association, Incorporated trading as the Virginia Pharmacists Association, and hereinafter referred to as the Association.

Article II Purpose

The purpose of the Association is to assure the viability and vitality of the profession of pharmacy by advocating for pharmacists in legislative, regulatory and public affairs. The focus of advocacy shall be to maximize contributions of the profession to public health, and patient care and to increase public awareness of the value of pharmacists' services.

Article III Members

1. Classification

- A. Active
- B. Retired Active
- C. Life
- D. Student
- E. Associate
- F. Honorary
- G. Technician

2. Definition

A. Active members shall be those persons of good moral character who are licensed as pharmacists in Virginia or residing in Virginia and holding a valid license to practice pharmacy in another jurisdiction of the United States.

B. Retired Active members shall be former Active members who, having reached the age of 65 or older or having become disabled, and are no longer practicing pharmacy full-time. Retired Active members must be persons of good moral character who are or were licensed as pharmacists in Virginia or residing in Virginia and holding a valid license to practice pharmacy in another jurisdiction of the United States.

C. Life members shall be those pharmacists who have been selected by a two-thirds vote at a meeting of the Board of Directors, because of exceptional contributions to the Association, or have paid lifetime membership dues. Life members must be persons of good moral character who are or have been licensed as pharmacists in Virginia or residing in Virginia who are or have held a valid license to practice pharmacy in another jurisdiction of the United States.

D. Student members shall be those students who are of good moral character and are currently enrolled and in good standing at an appropriately accredited school of pharmacy.

E. Associate members shall be those persons who are of good moral character and not otherwise eligible for membership in the Association but who subscribe to the purposes and objectives of the Association.

F. Honorary members shall be those persons of good moral character who have been selected by a majority vote at a meeting of the Board of Directors.

1 G. Technician members shall be those persons of good moral character registered as
2 pharmacy technicians in Virginia or residing in Virginia who hold a valid certificate from the
3 Pharmacy Technician Certification Board, or, are working in a licensed pharmacy in Virginia as
4 a pharmacy technician.

5 3. Limitations and Rights

6 A. Limitations

- 7 1. To be in good standing a member shall have paid all dues currently owed.
8 2. There shall be no proxy voting.

9 B. Rights

10 1. Active, Retired Active, and Life members in good standing shall be entitled to vote
11 and hold office.

12 4. Dues

13 A. The amount of dues shall be set by the Board of Directors

14 B. Unless otherwise ordered by the Board of Directors, a member who has not paid the
15 annual dues within 30 days of the due date shall automatically forfeit membership in the
16 Association.

17 C. Upon payment of dues, each member shall specify the Local Association in which the
18 member resides or practices. Failure to specify a region on the dues form will result in the
19 member being assigned a Local Association based on the address on file in the Headquarters
20 office.

21 D. A portion of each member's dues, as determined by the Board of Directors, shall be
22 remitted to the member's local association provided such association shall have elected
23 officers for the current fiscal year. If such association does not elect officers for the current
24 fiscal year it will not receive its dues allocation for that year.

25 5. Resignation, Reinstatement and Expulsion

26 A. A member in good standing may at any time resign membership in the Association by
27 submitting a letter of resignation to the Board of Directors.

28 B. A former member who has either resigned or forfeited membership in the Association
29 may be reinstated by paying the dues currently owed and meeting the applicable membership
30 criteria.

31 C. Any member may be expelled from the Association by a three-fourths vote of all the
32 members of the Board of Directors after the member has received notice of the basis for
33 his/her potential expulsion and been given an opportunity to be heard in his/her own defense.
34 Grounds for expulsion shall be for conduct which the Board of Directors in its sole judgment
35 and discretion deems improper.

36
37 **Article IV**
38 **Divisions**

39 1. Regions

40 A. The Association shall be divided into geographic regions as established at the 2003
41 House of Delegates session. Further revisions to such regions shall be determined by the
42 Board of Directors and approved by the general membership at an annual meeting.

43 B. Regions shall be established for the sole purpose of electing a Director to represent the
44 region.

45 2. Local Associations

46 A. Officially recognized Local Associations exist to promote the education and social
47 opportunities of members.

48 B. All members of Local Associations must be members of the Association.

49 3. Academies

50 A. Any group of Association members organized for the purpose of sharing interests and
51 providing special educational opportunities to its members may, upon petition to the

1 Association Board of Directors and approval by the Board of Directors, be designated as an
2 Academy of the Association.

3
4 **Article V**
5 **Meetings**

6 1. Annual General Membership Meetings

7 The Association shall convene a general membership meeting at least once a year at such
8 time and place as determined by the Board of Directors.

9 A. The purpose of the annual general membership meeting is for the membership to
10 consider the report of resolutions, share concerns in a appropriate format, adopt changes to
11 region boundaries, if needed and adopt bylaw revisions if needed. The Board must discuss at
12 its meetings all items of business presented at the annual meeting and report back to the
13 membership on its actions in a timely manner.

14 B. The order of business at the annual general membership meeting shall include, at a
15 minimum the following:

- 16 1. Calling the meeting to order
- 17 2. Reading of minutes of last annual meeting
- 18 3. Report of Board of Directors
- 19 4. Report of Executive Director
- 20 5. New Business (following procedure set forth by the Board)
 - 21 a. Report of Resolutions - Members eligible to vote may submit a
22 resolution in order to speak to critical issues and make their
23 concerns known. Resolutions passed by the membership shall be
24 discussed at the next Board of Directors meeting, and acted on as
25 deemed appropriate by the Board. The Board must report back to
26 the membership on its actions concerning resolutions, at the next general
27 membership meeting. Resolutions will be presented to the general
28 membership for consideration, provided the following criteria are met:
 - 29 i. Resolution shall be submitted in writing to the VPhA office at
30 least 30 days prior to the annual meeting.
 - 31 ii. Resolution shall be written in standard resolution format, in
32 accordance with Robert's Rules of Order, Newly Revised
33 (most recent edition).
 - 34 iii. Resolution shall bear the signatures of at least three members
35 eligible to vote.
 - 36 iv. Emergency resolutions. Emergency resolutions that are of
37 significant importance to the profession of pharmacy and are of an
38 urgent nature are permitted, with the following criteria:
 - 39 a. The resolution is submitted in proper format as described
40 above.
 - 41 b. Accompanying the resolution is an explanation of the
42 urgency and reason for the late submission
 - 43 c. The resolution is submitted at least 24 hours before the
44 general membership meeting.
 - 45 d. The executive committee shall review emergency
46 resolutions, in order to determine if these criteria have been
47 met, prior to submitting them to the membership.
 - 48 e. Passage of an emergency resolution shall require a 2/3
49 majority at the general membership meeting.
 - 50 b. Membership Forum – A membership forum is an
51 opportunity for members to share items of interest or concern with the

1 Association. Any member in good standing may express his/her views
2 during the membership forum in accordance with Robert's Rules of Order.
3 The Board must discuss all items presented during the membership forum
4 at the next Board of Directors meeting.

- 5 6. Adopt changes to regional boundaries if needed.
- 6 7. Adopt bylaw revisions if needed.
- 7 8. Old Business

8 2. Other General Membership Meetings

- 9 A. General membership meetings of the Association membership may be called at any
10 time upon the order of the Board of Directors for any purpose.
- 11 B. General membership meetings may also occur during the Association's Midyear
12 meeting.
- 13 C. In addition, special meetings shall be called by the Board within forty-five days of the
14 President receiving a written request for a special meeting signed by five percent of the
15 active members.

16 3. Quorum

17 A quorum at general membership meetings of the Association shall be five percent of
18 the members entitled to vote, which shall include at least one-half the members of the
19 Board of Directors and active members entitled to vote from at least one-half of the
20 regions.

22 Article VI 23 Officers

24 1. Designation

- 25 A. The officers of the Association shall be a President, a President-Elect, a
26 Secretary/Treasurer, the Immediate Past President, a Director from each region, a
27 Student Director representing the Student Liaisons, and an Executive Director. The
28 Board may also, with input from the Nominating Committee, split the position of
29 Secretary/Treasurer into two Board positions if there are worthy and willing candidates
30 for both.
 - 31 1. The elected officers of the Association, who shall be an Active, Retired Active or
32 Life member of the Association shall be a President, a President-Elect, a
33 Secretary/Treasurer, a Director from each region, and a Student Director
34 representing the Student Liaisons.
 - 35 2. The appointed officer of the Association shall be an Executive Director who shall be
36 employed pursuant to a contract negotiated by the Board of Directors.
 - 37 3. The ex officio officer of the Association shall be the Immediate Past President.
 - 38 4. All elected officers and the Immediate Past President shall be entitled to vote on all
39 matters before the Board.

- 40 B. A member shall serve in only one office at a time.

41 2. Duties

- 42 A. The officers shall perform the duties as prescribed by these Bylaws, guidance
43 documents as adopted by the Board of Directors, and the parliamentary authority
44 adopted by the Association.

45 3. Nomination

- 46 A. A Nominating Committee of five members, no two of whom shall be from the same
47 region, shall be appointed by the Board of Directors. No member shall serve as a
48 member of the Nominating Committee for more than two consecutive years.

49 B. Officers

- 50 1. The Nominating Committee shall submit to the general membership at its annual
51 meeting at least one nominee for each elected office to be filled.

- E. Direct the disbursement of monies and general finances of the Association.
- F. Determine the portion of the dues to be remitted to local associations or other groups of Association members;
- G. Select, define the duties of, and set the compensation for the Executive Director;
- H. Set and approve the amount of bonding for all employees, officers, and members handling funds of the Association;
- I. Approve a budget as a guideline for the next fiscal year;

3. Removal of Officers and Directors

The Board may remove an officer or Director by a three-fourths vote of all the members of the Board of Directors after the officer or Director has received notice of the basis for his/her potential expulsion and been given an opportunity to be heard in his/her own defense. Grounds for removal shall be for conduct which the Board of Directors in its sole judgment and discretion deems improper.

4. Meetings

- A. The Board of Directors shall meet at least four times per year.
- B. Special meetings of the Board may be called by the President on his/her own initiative or within thirty days of receiving a written request of at least one-half the members of the Board of Directors. Notice shall be given to each member of the Board of Directors at least seven days prior to the special meeting. Attendance at such special meeting shall be evidence of receipt of proper notice.
- C. Business of the Board of Directors may also be conducted by conference telephone, mail, or an electronic means in which the sender can be verified and all action taken in such manner that can be reported at the following meeting of the Board of Directors and made a part of the minutes.
- D. The quorum for meetings of the Board of Directors shall be 2/3 of its voting members.
- E. Unless otherwise stated in the Bylaws, all actions of the Board require a 2/3 vote of its voting members.

5. Student Liaisons

- A. One student from each school of pharmacy in the Commonwealth of Virginia shall be appointed to serve in the position of Student Liaison to the Board of Directors. Each student chapter of the Association shall reserve the right to elect or appoint its representative in a manner it deems most appropriate. The student must be a member of the Association in good standing.
- B. One liaison will serve as Student Director and maintain voting rights on the Board of Directors each year, and this Student Director will rotate annually among the Schools of Pharmacy in a manner agreed upon by all schools involved.
- C. Should the Student Director fail to fulfill his/her duties or choose to forego his/her term, the position will rotate to the next school in succession.
- D. Each Student Liaison term of office shall begin immediately following the adjournment of the annual meeting, or in the absence of an annual meeting, twelve months following election [or appointment of the preceding liaison] as cited in Article VI, Section 5, Subsection B.
- E. The duties of office for all Student Liaisons shall include establishing and maintain effective communication between the Board and the student community of the Commonwealth of Virginia.
- F. The duties of office for the voting Liaison shall include, in addition to those stated above, those duties stated in Article VII, Section 2.

Article VIII
Executive Committee

1. Composition

1 The Executive Committee shall consist of the President, the President-Elect, the
2 Secretary/Treasurer, the Immediate Past President and one at large Board member
3 elected by the Board.

4 2. Duties

5 The Executive Committee in accordance with the directives of the Board shall:

- 6 A. Manage the business of the Association between meetings of the Board of Directors;
7 B. Advise and supervise the Executive Director; and
8 C. Report all actions to the Board of Directors at the Board Meeting immediately following
9 each meeting of the Executive Committee.

10 3. Limitation

11 Between meetings of the Board of Directors, the Executive Committee may approve
12 expenditures, which in total shall not exceed one percent of the Association's income in
13 the previous year.

14 4. Meetings

- 15 A. The Executive Committee shall meet upon the call of the President.
16 B. Business of the Executive Committee may also be conducted by conference telephone,
17 mail, or an electronic means in which the sender can be verified and all action taken in
18 such manner that can be reported at the following meeting of the Board of Directors and
19 made a part of the minutes.
20 C. Actions of the Executive Committee require a majority vote of its members if all
21 members are in attendance. If three members are present, the vote must be
22 unanimous.

23 5. Quorum

24 A quorum for meetings of the Executive Committee shall be three members of the
25 Executive Committee.
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27

28 **Article IX**
29 **Committees**

30 1. Definition

31 A. There shall be the following standing committees with duties outlined by the Board and
32 such other standing committees as deemed necessary by the Board to carry on the
33 work of the Association:

- 34 1. Awards
35 2. Finance
36 3. Nominating

37 B. Special Committees

38 Upon approval of the Board of Directors, the President may appoint special committees.
39

40 **Article X**
41 **Finances**

42 1. Bonding

43 All members of the Board of Directors, employees, and members of the Association
44 who handle Association monies shall be bonded for an amount set by the Board of
45 Directors and the cost of the bonds shall be paid by the Association.

46 2. Audit

47 Following the close of the fiscal year the Secretary/Treasurer shall ensure that financials
48 are reviewed. Audits shall be conducted every other year by an independent auditor
49 selected by the Board of Directors. The (Secretary/) Treasurer shall assure proper
50 accounting for all funds and all Federal and State required filings are done. The board
51 shall review the tax returns prior to their filing with the Federal and State agencies.

1 3. Fiscal Year

2 The fiscal year shall be as set by the Board of Directors.

3
4 **Article XI**
5 **Indemnification**

- 6 1. The Board may indemnify all officers and directors of the Association as may be
7 permitted by law.
8 2. The Board may indemnify any employee or agent of the Association as may be
9 permitted by law.

10
11 **Article XII**
12 **Parliamentary Authority**

13 The rules contained in Robert's Rules of Order, Newly Revised (most recent edition) shall
14 govern the Association in all cases to which they are applicable and in which they are not
15 inconsistent with these Bylaws and any special rules the Association may adopt.

16
17 **Article XIII**
18 **Amendment**

19 Except as provided in these Bylaws in Article XIV, these Bylaws may be amended only by the
20 General Membership as follows:

- 21 1. By a two-thirds vote of those present and eligible to vote provided that such amendment
22 shall have been noticed and made available to the General Membership entitled to vote
23 at least thirty days prior to the General Membership meeting at which the amendment is
24 to be considered; or
25 2. By a ninety percent vote of those present and eligible to vote if previous notice has not
26 been given to the General Membership.
27 3. Or if a quorum is not established at the General Membership meeting it may be
28 established by mailing a written ballot to the membership eligible to vote. After a
29 quorum has been established by the Board's receipt of two-thirds of the ballots, these
30 Bylaws may be amended by a two-thirds vote of those responding.

31
32 **Article XIV**
33 **Emergency Clause**

34 When, because of war or other great disaster or extraordinary emergency, the holding of an
35 Annual General Membership meeting is made impractical, all functions; powers, including
36 amending bylaws; and duties of the Association shall be and are vested in the Board of
37 Directors until such time as the Annual General Membership meeting may reasonably be held.

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40 Adopted August 2003
41 Amended February 2009
42 Amended August 2009
43 Amended August 2018