February 10, 2026

Resolution to Amend Bylaws of the Virginia Pharmacy Association

Submitted for 2026 VPhA General Membership Meeting, Roanoke, VA

Proposed by Members:

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Amendment referred to VPhA Exec Committee for drafting of language by VPhA Board of Directors

Supported by:

VPhA Executive Committee

Background and Rationale

- The amendment below is proposed to decrease the size of the VPhA Board of Directors by moving from Region-based elections to Directors-at-Large.

- Regions and Local Associations will remain in place geographically to continue promotion of education, engagement, social opportunities, and Regional representation on the Nominating Committee.

- Discussion has occurred within the Board of Directors over 5+ years regarding the benefits of having a smaller Board of Directors. Discussion has resulted in consensus that:
    - A smaller board should allow the VPhA Board to be more nimble and better interface with Committees and Academies representing member practice sites and special interest areas.
    - It has been difficult to utilize the regions as intended in 2003 due to low membership numbers relative to the pharmacist and technician general population and decreased representation.

- The voting officers of the Association shall be a President, a President-Elect, Treasurer, the Immediate Past President acting as Secretary, three Directors-at-Large, Student Director and Technician Director.

- Three Directors-at-Large will be elected, each for a two-year term, which is consistent with the current term length. Elections will be held in a rotating fashion, so that each year one new Director-at-Large will rotate on, one will rotate off, and two will continue to serve. This should ensure both continuity and the opportunity for new ideas and points of view. This language will be updated in the Governing Policies of VPhA if the amendment passes.

- The Nominating Committee will continue to be tasked with putting forth diverse nominees to represent pharmacy in Virginia.
    - Additionally, the committee charges will state: Directors-at-Large should not be from the same primary practice site (Examples including, but not limited to: Academia, Community – Chain, Community-Independent, Health System, Industry, LTC, Nuclear, Public Health, Research)

- The Secretary and Immediate Past President roles shall be combined to maintain an odd number of Board Members.
    - The Treasurer and Secretary roles were divided in 2017 due to the time commitments of the Treasurer position. The increased duties should not be onerous to the Immediate Past President as they do not have a report due at Board Meetings.

Bylaws of the Virginia ~~Pharmacists~~ Pharmacy Association

Article I
Name

The name of this organization shall be the Virginia Pharmaceutical Association, Incorporated trading as the Virginia ~~Pharmacists~~ Pharmacy 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.

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

3. Limitations and Rights

A. Limitations

1. To be in good standing a member shall have paid all dues currently owed.

2. There shall be no proxy voting.

B. Rights

1. Active, Retired Active, Technician, and Life members in good standing shall be entitled to vote.

2. Active, Retired Active, and Life members in good standing shall be entitled to hold any position on the Board of Directors except Student or Technician Director.

3. One technician and one student shall be entitled to hold the Technician Director and Student Director positions on the Board of Directors.

4. Dues

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

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

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

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

5. Resignation, Reinstatement and Expulsion

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

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

C. Any member may be expelled from the Association by a three-fourths vote of all the members of the Board of Directors after the member 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 expulsion shall be for conduct which the Board of Directors in its sole judgment and discretion deems improper.

Article IV
Divisions

1. Regions

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

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

2. Local Associations

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

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

3. Academies

A. Any group of Association members organized for the purpose of sharing interests and providing special educational opportunities to its members may, upon petition to the Association Board of Directors and approval by the Board of Directors, be designated as an Academy of the Association.

Article V
Meetings

1. Annual General Membership Meetings

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

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

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

1. Calling the meeting to order
2. Reading of minutes of last annual meeting
3. Report of Board of Directors
4. Report of Executive Director
5. New Business (following procedure set forth by the Board)
    a. Report of Resolutions - Members eligible to vote may submit a resolution in order to speak to critical issues and make their concerns known. Resolutions passed by the membership shall be discussed at the next Board of Directors meeting, and acted on as deemed appropriate by the Board. The Board must report back to the membership on its actions concerning resolutions, at the next general membership meeting. Resolutions will be presented to the general membership for consideration, provided the following criteria are met:
        i. Resolution shall be submitted in writing to the VPhA office at least 30 days prior to the annual meeting.
        ii. Resolution shall be written in standard resolution format, in accordance with Robert's Rules of Order, Newly Revised (most recent edition).
        iii. Resolution shall bear the signatures of at least three members eligible to vote.
        iv. Emergency resolutions. Emergency resolutions that are of significant importance to the profession of pharmacy and are of an urgent nature are permitted, with the following criteria:
            a. The resolution is submitted in proper format as described above.
            b. Accompanying the resolution is an explanation of the urgency and reason for the late submission
            c. The resolution is submitted at least 24 hours before the general membership meeting.

d. The executive committee shall review emergency resolutions, in order to determine if these criteria have been met, prior to submitting them to the membership.

e. Passage of an emergency resolution shall require a 2/3 majority at the general membership meeting.

b. Membership Forum – A membership forum is an opportunity for members to share items of interest or concern with the Association. Any member in good standing may express his/her views during the membership forum in accordance with Robert's Rules of Order. The Board must discuss all items presented during the membership forum at the next Board of Directors meeting.

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

2. Other General Membership Meetings
   A. General membership meetings of the Association membership may be called at any time upon the order of the Board of Directors for any purpose.
   B. General membership meetings may also occur during the Association's Midyear meeting.
   C. In addition, special meetings shall be called by the Board within forty-five days of the President receiving a written request for a special meeting signed by five percent of the active members.
3. Quorum
   A quorum at general membership meetings of the Association shall be five percent of the members entitled to vote, which shall include at least one-half the members of the Board of Directors and active members entitled to vote from at least one-half of the regions.

Article VI
Officers

1. Designation
   A. The officers of the Association shall be a President, a President-Elect, a ~~Secretary~~/Treasurer, the Immediate Past President <u>serving as Secretary</u>, ~~a Director from each region~~ <u>three Directors-at-Large from the different practice sites</u>, a Student Director representing the Student Liaisons, a Technician Director, and an Executive Director. ~~The Board may also, with input from the Nominating Committee, split the position of Secretary/Treasurer into two Board positions if there are worthy and willing candidates for both.~~
      1. The elected officers of the Association, who shall be an Active, Retired Active or Life member of the Association shall be a President, a President-Elect, a Secretary/Treasurer, and a Director from each region.
      2. One Technician Director and one Student Director shall serve as officers of the Association.
      representing the Student Liaisons.
      2. The appointed officer of the Association shall be an Executive Director who shall be employed pursuant to a contract negotiated by the Board of Directors.
      3. The ex officio officer of the Association shall be the Immediate Past President.
      4. All elected officers and the Immediate Past President shall be entitled to vote on all matters before the Board.
   B. A member shall serve in only one office at a time.

2. Duties

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

3. Nomination

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

B. Officers

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

2. After presentation of the Nominating Committee's report to the general membership at the annual meeting, nominations from the floor shall be in order.

4. Election of Officers

A. The election of officers shall be by ballot in a form approved by the Board.

1. A ballot containing the names of the nominees for the offices to be filled shall be distributed to each member who is entitled to vote.

2. A committee appointed by the Board shall convene no sooner than 30 days after the distribution of ballots for the purpose of counting the ballots.

B. The election of the office of Student Director shall be as directed in Article VII, Section 5, Subsection A.

5. Term of Office

A. The term of office of the President, President-Elect, and Immediate Past President/Secretary shall be one year or until a successor is elected. The term of office of the ~~Secretary/~~Treasurer, ~~Regional Directors~~ Directors-at-Large and Technician Directors shall be two years or until a successor is elected.

B. Each 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.

C. The ~~Secretary/~~Treasurer may serve any number of terms

D. A Director may serve no more than three consecutive terms.

E. A Student Director may serve no more than one term.

F. The President and President-Elect may not serve in the same office for more than two consecutive terms.

G. The term of office of the Executive Director shall be determined by the Board of Directors.

6. Vacancies

A. Unless excused by the Board of Directors, an officer or Director who fails to attend two consecutive meetings of the Board of Director may cause the office to be declared vacant and the vacancy shall be filled as provided in these Bylaws.

B. A vacancy in the office of President shall cause the President-Elect to assume that office and complete the unfinished term.

C. A vacancy in the office of President-Elect shall remain until the next election when a President-Elect shall be elected.

D. A vacancy in the office of ~~Secretary~~/Treasurer shall be filled by the Board of Directors and the new ~~Secretary/~~Treasurer shall complete the unfinished term.

E. The Board of Directors may request nominations from the Nominating Committee and call an election at its discretion to assist in the filling vacancies for officers or directors.

Article VII

Board of Directors

1. Composition

The Board of Directors shall consist of the President, the President-Elect, the ~~Secretary/~~Treasurer, ~~the elected Directors from each Region~~ three Directors-at-Large, a Technician Director, the Immediate Past President, and one Student Director representing the Student Liaisons.

2. Duties

The Board of Directors shall:

A. Establish and maintain effective communication between the Board and the pharmacy community of the Commonwealth of Virginia.

B. Ensure that members of the Board establish and maintain effective communication with the local associations and individual pharmacists in the regions that they represent.

C. Identify and establish policies that are consistent with the purpose of the Association.

D. Oversee the management of the business and property of the Association;

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 virtual meetings, 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

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

2. Duties

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

A. Manage the business of the Association between meetings of the Board of Directors;

B. Advise and supervise the Executive Director; and

C. Report all actions to the Board of Directors at the Board Meeting immediately following each meeting of the Executive Committee.

3. Limitation

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

4. Meetings

A. The Executive Committee shall meet upon the call of the President.

B. Business of the Executive Committee may also be conducted by <u>virtual meetings</u>, 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.

C. Actions of the Executive Committee require a majority vote of its members if all members are in attendance. If three members are present, the vote must be unanimous.

5. Quorum

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

Article IX
Committees

1. Definition

A. There shall be the following standing committees with duties outlined by the Board and such other standing committees as deemed necessary by the Board to carry on the

work of the Association:

1. Awards
2. Finance
3. Nominating

B. Special Committees

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

Article X
Finances

1. Bonding
   All members of the Board of Directors, employees, and members of the Association who handle Association monies shall be bonded for an amount set by the Board of Directors and the cost of the bonds shall be paid by the Association.
2. Audit
   Following the close of the fiscal year the ~~Secretary/~~Treasurer shall ensure that financials are reviewed. Audits will be conducted at least every five years by an independent auditor or when the Board of Directors deems an audit is necessary. The ~~(Secretary/)~~ Treasurer shall assure proper accounting for all funds and all Federal and State required filings are done. The board shall review the tax returns prior to their filing with the Federal and State agencies.
3. Fiscal Year
   The fiscal year shall be as set by the Board of Directors.

Article XI
Indemnification

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

Article XII
Parliamentary Authority

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

Article XIII
Amendment

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

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

Article XIV

Emergency Clause

When, because of war or other great disaster or extraordinary emergency, the holding of an Annual General Membership meeting is made impractical, all functions; powers, including

amending bylaws; and duties of the Association shall be and are vested in the Board of Directors until such time as the Annual General Membership meeting may reasonably be held.

Adopted August 2003
Amended February 2009
Amended August 2009
Amended August 2018
Amended February 2019