

MISSOURI PHARMACY ASSOCIATION BYLAWS

ARTICLE I Name and Incorporation

The association's name is the Missouri Pharmaceutical Association, d/b/a Missouri Pharmacy Association (which may sometimes be referred to hereinafter as the “Association”). The Association is a benevolent corporation chartered under the laws of Missouri and exempt from tax under section 501(c)(6) of the Internal Revenue Code.

The Association has no capital stock. Net income from its activities shall accrue solely to the Association, and no part shall inure to the benefit of individuals or members.

ARTICLE II Membership

Section 1. Membership Classifications. Membership classifications of the Association shall include:

1. **Individual Member:** A person who holds a current pharmacist license issued by the Missouri Board of Pharmacy and practices pharmacy in Missouri is eligible for active membership in the Association upon formal application. An individual member shall be eligible for all rights, privileges, and services of the Association, except, to be eligible to hold office in this Association, a person must be an active member in good standing on January 15 of the year in which the ballot is to be cast and must have been an active member in good standing for three (3) consecutive years immediately preceding their nomination.
2. **Business Member:** A business interested in advancing the pharmacy profession and is currently registered with the Missouri Board of Pharmacy. Only one (1) member under the Business Membership may vote on any amendment of these Bylaws or the Constitution of the Association under Article XII.
3. **Associate Member:** A person not eligible for individual membership interested in advancing the pharmacy profession is eligible for associate membership in the Association upon formal application. An associate member shall be eligible for the services of the Association. An associate member may not vote or hold offices in the Association.
4. **Technician Member:** A person not eligible for individual membership but who is currently registered as a technician with the Missouri Board of Pharmacy and who is employed by a pharmacy that holds a current pharmacy license issued by the Missouri Board of Pharmacy is eligible to be a technician member in the Association upon formal application by their employer. A technician member may not vote or hold office in the Association.
5. **Adjunct Pharmacist Member:** A person under a business membership who holds a current pharmacist license issued by the Missouri Board of Pharmacy and who is employed by a pharmacy that holds a current pharmacy license issued by the Missouri Board of Pharmacy is eligible to be an adjunct pharmacist member in the Association upon formal application by their employer. An adjunct pharmacist member may hold office and vote on all matters other

than any issue with respect to any amendment of these Bylaws or the Constitution of the Association under Article XII.

6. **Adjunct Technician Member:** A person under a business membership who is currently registered as a technician with the Missouri Board of Pharmacy and who is employed by a pharmacy that holds a current pharmacy license issued by the Missouri Board of Pharmacy is eligible to be an adjunct technician member in the Association upon formal application by their employer. An adjunct technician member may not vote or hold office in the Association.
7. **New Graduate Member:** A person who has recently graduated from pharmacy school and holds or is applying for a current pharmacist license issued by the Missouri Board of Pharmacy, and practices pharmacy in Missouri, is eligible for a new graduate membership in the Association upon formal application. A new graduate member shall be eligible for all rights, privileges, and services of the Association, except, to be eligible to hold office in this Association, a person must be an active member in good standing on January 15 of the year in which the ballot is to be cast and must have been an active member in good standing for three (3) consecutive years immediately preceding their nomination.
8. **Life Member:** A pharmacist who has achieved exemplary distinction for accomplishments in or for pharmacy or the health sciences, or has been a member of the Missouri Pharmacy Association for thirty (30) years, upon receiving a two-thirds (2/3) vote of the Board of Directors, shall be granted life membership. A life member shall be eligible for all rights, privileges, and services of the Association. Life members shall not be liable for dues. No more than (2) life memberships shall be granted during any fiscal year of the Association.
9. **Retired Member:** Any pharmacist who has retired is eligible for “retired” membership in the Association upon formal application. A retired member shall be eligible for all rights, privileges, and services of the Association.
10. **Student Member:** A student regularly enrolled in a college of pharmacy is eligible for student membership. A student member shall be eligible for the services of the Association. A student member shall not be eligible to vote and hold office except as provided in the Bylaws of the Association.
11. **Out-of-State Member:** A person who neither lives nor practices the pharmacy profession within the state of Missouri is eligible for out-of-state membership in the Association upon formal application. An out-of-state member shall be eligible for the services of the Association. An out-of-state member may not vote or hold offices in the Association.

Section 2. Applications. Applications for all classes of membership shall be filed with the Association on a written application form provided by the Association. Any applications so filed shall be reviewed promptly. Upon finding that the applicant is eligible for membership and has paid dues for the current year, the applicant shall be notified immediately, and the membership shall become effective as of the date of notification.

Section 3. Dues. The annual dues and payment schedule for each membership class of the Association shall be fixed and determined by the Board of Directors. Such other schedule of charges for additional services or activities as it deems appropriate and proper shall be established by the Board.

Section 4. Payment of Dues. Dues are payable on the anniversary date of a member’s acceptance into

the Association.

Section 5. Arrears and Suspensions. A member in a membership classification not exempt from the payment of dues shall be suspended, and membership rights, privileges, and services shall be terminated 60 days after his or her anniversary date if dues are in arrears.

Section 6. Reinstatement. A member suspended from a membership classification under this Chapter may be reinstated upon payment of dues.

Section 7. Resignations. Any member in good standing may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Association at least thirty days before the effective date of such withdrawal. Any notice so given shall be presented to the Board of Directors at its first duly constituted meeting following receipt of such notice. Any member so withdrawing shall not be entitled to any refunds of any type or amount.

Section 8. Conduct Suspension. Any member guilty of conduct unbecoming to the profession of pharmacy or who violates any laws pertaining thereto shall, by two-thirds votes of all votes cast by the Board of Directors, be suspended from membership in the Association. Upon written request to the President, he or she shall be given an opportunity to appear before the Board of Directors in executive session to show cause as to why he or she should be reinstated in good standing.

ARTICLE III Association Meetings

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held at a time and place fixed by the Board of Directors, in conjunction with the Chief Executive Officer.

Section 2. General Meetings. General Meetings of the Association or of members may be called by the President or at the request of a majority of the members of the Board of Directors.

Section 3. Notice of Meetings. A notice stating the time, place, and purpose of each meeting shall be sent electronically to each member, not less than ten days nor more than fifty days prior to the time fixed for the meeting.

Section 4. Quorum and Voting. Every Individual, Business, Adjunct Pharmacist, New Graduate, Life and Retired member of the Association in good standing are eligible to vote at any official membership meeting of the Association. Thirty (30) voting members in good standing in attendance at an official meeting of the Association shall constitute a quorum.

ARTICLE IV Board of Directors

Section 1. Powers and Duties. General management of the property, funds, and business of the Association shall be the responsibility of the Board of Directors. The number of Directors shall be nine (9) or such other number as shall be decided by the Board of Directors from time to time. The Board of Directors shall consist of the officers, four at-large directors, and an ex-officio member from the University of Health Sciences and Pharmacy in St. Louis and UMKC School of Pharmacy. Ex-officio members do not have voting privileges. The Board of Directors shall be responsible, directly or through

delegation to the Executive Committee, for:

1. Coordinating the activities of all operating committees and groups of the Association.
2. Effecting the preparation of financial statements reflecting the Association's operations, said statement is to be made available to the members of the Board at each meeting.
3. Establishing general policies and operating procedures for the Association, including, but not limited to, policies governing the undertaking of special projects, the way in which industry standards are to be established, and other matters of similar importance.
4. Forming special committees/task forces to conduct special projects for the Association and termination of projects upon completion of the assignment.
5. Reviewing and approving proposed bylaws changes, membership standards, annual plans and programs, basic objectives, and special committee/task force assignments and budgets.
6. Approving Association financial reports, budgets, and investment plans.
7. Creating advisory boards and standing committees to serve the Board of Directors in accordance with Article IX, Section 2, where appropriate and necessary.
8. Designing the time and place of general membership meetings for the Association as well as meetings of the Board of Directors.

Section 2. Tenure. Officers shall serve a term of one (1) year. Each person elected as an At-large Director shall serve a term of two (2) years. At-large Directors can be elected to a maximum of two (2) consecutive two (2) year terms. The at-large terms will be staggered so that two (2) come up for renewal each year. In the event of death, resignation, or removal of a Director (except the President-Elect), the Board of Directors shall designate a replacement to complete the unexpired portion of the term of office vacated.

Section 3. Resignation or Removal. Any Director may resign at any time by giving written notice to any member of the Board of Directors. Such resignation shall take effect at the time specified or at the time of acceptance thereof as determined by the President. Any officer or member of the Board of Directors may be removed from such office for improper conduct for those causes identified in Article II, Section 8 of these Bylaws. Members may also be removed for being absent without reasonable cause from any two (2) meetings during a twelve (12) month period. Reasonable cause may be determined, if possible, prior to the meeting to be missed by the absent officer or Board member submitting the reason for the absence to the Board president for review by the executive committee. No member of the Board of Directors shall be expelled or removed until they have been given an opportunity to be heard and then only by a three-fourths (3/4) vote of all members of the Board of Directors present and voting in a regular meeting.

Section 4. Persons Eligible. Members who are eligible and a member in good standing on January 15 of the year in which the ballot is to be cast and have been an active member in good standing for three (3) consecutive years immediately preceding his/her nomination are eligible to serve as Officers or Directors of the Association. There can be only one (1) Officer or Director from any one employer serving on the Board at any one time.

Section 5. Meetings. The Board of Directors shall hold at least three regular meetings each year. Other meetings of the Board of Directors may be called by the President or, at the request of a majority of the members of the Board of Directors, presented to the Secretary in writing.

Section 6. Quorum and Voting. The presence of a majority of the members of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the Board shall act by a majority vote of those Directors present in person. Members of the Board of Directors may participate in a meeting of the Board by means of a conference call or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 7. Annual Report. The Board of Directors shall cause to be prepared and shall present at each Annual Meeting of the Association a report on the activities and operations of the Association for the current fiscal year.

ARTICLE V Officers

Section 1. Officers. The officers of the Association shall be Immediate Past President, President, President-Elect, Treasurer, and Secretary.

Candidates shall be elected by a majority vote of the voting members and shall take office at the time of the Association's Annual Meeting. Each officer so elected shall hold office for a term of one year or until his/her successor has been duly elected and assumes the duties of office.

Vacancies in any office may be filled for the balance of the term by the directors at any regular or special meeting or via ballot. The President shall appoint an interim officer to hold office until such elections are held.

Section 2. Paid Officers. The Board of Directors shall employ a Chief Executive Officer to be responsible for carrying out policy as set by the Board of Directors, to conduct the daily affairs for the Association, and employ and supervise all other paid Association personnel. The Chief Executive Officer, by virtue of his/her position, shall be a non-voting member of the Board of Directors. The President and the Immediate Past-President of the Association (or other Executive Committee members appointed by the President) shall conduct a written review of the performance and compensation package of the Chief Executive Officer on a yearly basis.

Section 3. Duties of Officers.

1. The President shall preside at all meetings of the Association and shall perform the customary and parliamentary duties. The President shall preside at all meetings of the Board of Directors. The President shall appoint the members of the standing committees and special committees/task forces with the approval of the Board of Directors.
2. The President-Elect, in the event of death, resignation, removal from the state or office, or incapacity of the President, shall assume the duties of the office of President for the unexpired term of office in addition to the term for which he/she was elected.
3. The Secretary shall oversee the preparation and serving of all notices of the Association and

the Board of Directors. The Secretary shall ensure proper care is given to the Association's books and papers.

4. The Treasurer, in consultation with the Chief Executive Officer, shall ensure that sound accounting principles and practices are followed by the staff that has fiduciary responsibility. The Treasurer shall report on the financial condition of the Association at its Annual meeting and meetings of the Board of Directors and the Executive Committee, when required.
5. The Chief Executive Officer shall be directly responsible to the Board of Directors. This person shall serve as the chief administrative officer and direct the day-to-day operations of the Association. He/she shall:
 - a. Have full authority and responsibility for the employment retention, and supervision of employees and contractors of the Association's headquarters staff and all other individuals and organizations retained to assist with the Association activities;
 - b. Develop and recommend policies to the Executive Committee and the Board of Directors. The Executive Committee is made up of the President, Immediate Past President, President-Elect, Treasurer, Secretary, and CEO.
 - c. Develop, recommend, and implement programs for members, membership development, operations, and organizations in accordance with approved policies of the Association's Board of Directors;
 - d. Solicit the participation of key members in the Association's activities;
 - e. Prepare and recommend the Association's annual operating plan budget to the Board of Directors, and administer and maintain control over the approved budget within limits prescribed by the Board of Directors;
 - f. Prepare meeting notices and agendas of the Executive Committee and Board of Directors; and
 - g. Represent the Association before the general public, government agencies, legislative bodies, business groups, and other appropriate organizations.
6. The Board may approve other officers as it shall deem necessary. Other officers, if any, shall have such titles, powers, and duties as the Board of Directors may assign to them.

Section 4. Honorary Officers.

1. Honorary President. An Honorary President may be selected by the President and may be assigned duties by the President.

ARTICLE VI Election of Directors and Officers

Section 1. Qualifications.

1. To be eligible to hold office in this Association, a person must be an eligible active member in good standing at the time of the election slate in which the ballot is to be cast and must have been an active member in good standing for three (3) consecutive years immediately preceding his/her nomination.
2. To be eligible to vote for the nominees, a person must be an eligible active member in good standing on May 1 of the year in which the ballot is to be cast.

Section 2. Elections. The Board of Directors shall be responsible for oversight of the election process.

Section 3. Nominations. The nominating committee shall prepare a slate of candidates to be presented to the membership no later than 90 days prior to the Annual Convention. Candidates may also be nominated by mail, accompanied by the signatures, on an MPA Nominating Form, of no less than fifteen voting members in good standing. Only candidates who meet the requirements for holding office shall be placed on the ballot.

Section 4. Ballots and Distribution of Ballots, Preparation of Ballots. The Chief Executive Officer of the Association shall prepare ballots in such a manner as to make tabulation quick and easy; it shall contain the names of the nominees in alphabetical order for each office and shall have a space provided for writing in a candidate for each office subject to balloting. The ballot shall contain a statement headed "Information Required" on which shall be typed the name of the voter, a space for his signature certifying to a statement that (1) he is, in fact, the person whose name appears thereon, (2) he is eligible to vote in this election, (3) he has personally cast the ballot.

Section 5. Distribution and Casting of Ballots. The Chief Executive Officer shall electronically send ballots, and detailed biographical information, to all voting members at their last known email address.

Section 6. Validation and Counting of Ballots. The Chief Executive Officer shall review ballots and certify those which are true and valid. The Chief Executive Officer shall then turn these ballots to the Election Committee to be opened, counted, and tallied. The results shall be returned to the Chief Executive Officer.

Section 7. Electronic Voting. The Board of Directors may by resolution adopt a procedure to enable those members who are eligible to vote in any election to submit their votes in electronic form. The process for electronic voting shall include such safeguards as shall be adopted by the Board of Directors to provide reasonable assurance that the member who casts a vote is the eligible member named in the ballot return and that the member who casts a vote is eligible to vote in this election and that the member personally cast the ballot. Such procedures shall specify the computer program or system used for such electronic voting.

Section 8. Announcement of Results. The Chief Executive Officer shall announce the results to the membership.

ARTICLE VII

Committees of the Board of Directors

Section 1. Standing Committees. The Continuing Education Committee, Executive Committee,

Election Committee, Legislative Committee, Membership Committee, Nominating Committee, and Professional Affairs Committee shall be permanent Committees of the Board of Directors and shall be directly responsible to the Board. The powers, duties, composition, and organizational requirements for such Committees shall be as follows:

1. Audit Committee

- a. Powers and Duties. It shall be the primary responsibility of the Audit Committee to review the audit report from an outside audit consultant and report back to the MPA Board.
- b. Composition. The Audit Committee may be populated by the members of the Executive Committee or members appointed by the President.

2. Continuing Education Committee

- a. Powers and Duties. It shall be the primary responsibility of the Continuing Education Committee to develop educational programs for the advancement of the professional practice of pharmacy.

3. Election Committee

- a. Powers and Duties. Oversee the election process, count the ballots and report the results to the Chief Executive Officer.
- b. Composition. The Election Committee shall consist of five (2) voting members made up of the Nominating Chair and Immediate Past President.

4. Executive Committee

- a. Powers and Duties. The Executive Committee shall be empowered to manage the affairs of the Association between meetings of the Board of Directors, subject to ratification of its actions by the Board, and to direct the activities of the Chief Executive Officer.
- b. Composition and Tenure. The Executive Committee shall be composed of the elected officers of the Association, the Immediate Past President, and the Chief Executive Officer.

5. Legislative Committee

- a. Powers and Duties. It shall be the primary responsibility of the Legislative Committee to develop information for legislators about pharmacy services and issues and to define pharmacy's position on issues discussed in both the General Assembly and Congress. Additionally, the committee will review proposed legislation to be introduced on pharmacy's behalf.

6. Membership Committee

- a. Powers and Duties. It shall be the primary responsibility of the Membership Committee to develop and lead a comprehensive recruitment/retention campaign to

attract more members to participate in the association.

- b. **Composition.** The Membership Committee shall consist of four (4) voting members and a student from each Missouri Pharmacy School.

7. Nominating Committee

- a. **Powers and Duties.** It shall be the responsibility of the Nominating Committee to select nominees for each elected position, with due consideration to the area of practice and geographic distribution of the candidates.
- b. **Composition.** The Nominating Committee shall consist of five (5) voting members, The Committee shall be chaired by the most recent Immediate Past President or, in his/her absence, the current Immediate Past President, who shall be (1) of the five (5) members.

8. Professional Affairs Committee

- a. **Powers and Duties.** It shall be the primary responsibility of the Professional Affairs Committee to develop policies, projects, and programs for the advancement of the professional practice of pharmacy.
- b. **Composition.** The Professional Affairs Committee shall consist of not less than three (3) members, at least one (1) of which shall be a pharmacy student.

Section 2. Other Committees. The Board of Directors may, at their discretion, form such other Committees as are deemed necessary to deal with specific tasks or projects or to provide needed advisory services. Committees so formed shall be appointed by the President, who shall also appoint a Chairperson for each Committee. The terms of office for members of such Committees shall expire upon completion of the specific task or project undertaken.

Section 3. Quorum and Voting. The presence in person of a majority of members shall constitute a quorum for the transaction of business by any committee or task force. Such Committees shall act by a majority vote of those members participating in the meeting. Members of a Committee of the Board of Directors may participate in a meeting of the Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute a presence in person at the meeting.

Section 4. Administration. The Chief Executive Officer shall provide or arrange for administrative support for Committees, which shall include, when needed, the employment of outside consultants or advisors.

ARTICLE VIII Academies

Section 1. Objective. There shall be established within the Association special interest groups to be known as Academies. Academies may be established as interests dictate, subject to approval by the Board of Directors. Actions adopted by the Academies must be approved by the Association Board of Directors. All Academy policies shall be consistent with the policies of the Association. The Association Chief Executive Officer shall represent the Academies before the general public,

government agencies, legislative bodies, business groups, and other appropriate agencies. Academies may establish Bylaws for their own governance provided, however, that such Bylaws shall be approved by the Association Board of Directors. The Academies shall exist for the following purposes:

- a. To identify specialized needs and develop services, programs, and activities to advance the interest of those practicing in the respective specialized areas.
- b. To serve as a source of information for the Academy and Association publications.
- c. To provide specialized continuing education programs.
- d. To provide a forum where the unique problems and interests of Academy members may be discussed and where views of the Academy members may be expressed as they relate to the formation of Association policy.

Section 2. Membership. Only members of the Academy shall be eligible to vote on issues or positions to be determined by the Academy. The Board of Directors, in consultation with the Academy Officers, shall determine academy membership dues.

Section 3. Officers. Each Academy shall determine its own form of governance subject to the approval of the Association Board of Directors. A member of the Association shall serve as an ex-officio member of the governing board.

Section 4. Finances. The Officers of each Academy shall prepare a projected annual budget for the operation of the Academy and its programs. The budget shall be submitted to the Board of Directors for incorporation into the Association's annual budget.

ARTICLE IX Seals, Trademarks and Other Indicia

The Association shall have the sole right to adopt and control completely the use of its Seal and such other seals, trademarks, or other indicia as it may deem suitable and appropriate. The use of the Association's Seal shall, in general, be confined to its printing or affixation in connection with duly authorized and official actions of the Board of Directors.

The Board of Directors may approve the use of the Association name or logo by any member company to identify itself as a member of the Association; provided, however, that the name or logo may be used by members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities, where the use is exclusively and directly related to the conduct of the member's business. The name or logo may not be used by any member for product identification purposes, in standardization or certification programs, or for similar applications. Further, the name or logo may not be used in any way to imply the Association's approval, endorsement, or sponsorship of any member's products or services or any political candidate or cause.

ARTICLE X Fiscal Year

The fiscal year of the Association shall begin on the first day of January each year and shall end on the thirty-first day of December.

ARTICLE XI Indemnification

Section 1. Directors. Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been a director, officer, or employee of the Association, or any settlement thereof, whether or not he or she is Director, officer or employee at the time such expenses are incurred, except in such cases wherein the Director, officer or employee is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such Director, officer, or employee may be entitled.

Section 2. Members. No member of the Association may be held responsible nor incur a penalty related to the improper or illegal conduct of any other member of the Association.

ARTICLE XII Amendments of Bylaws and Constitution

These Bylaws and Constitution may be amended, repealed, or altered, in whole or part, by a two-thirds (2/3) vote of approved voting members (as defined in Article II) at any duly called Association Meeting (as defined in Article III), providing a notice of the substance of proposed changes is communicated to all active members at least thirty (30) days prior to the time fixed for the meeting.

ARTICLE XIII Official Publication

The Association hereby designates its publication the *Missouri Pharmacist* as the official publication of the Association dedicated to fulfilling the purposes of the Association.

ARTICLE XIV Parliamentary Authority

The rules of order for the conduct of business at official meetings shall be governed by common parliamentary procedure for this Association in all cases to which they are applicable.