

Bylaws

The Ohio Pharmacists Association

ARTICLE I.

Name, Purpose and Objectives

Section 1. Name and Purpose. The name of the Association shall be The Ohio Pharmacists Association, hereinafter referred to as "the Association." The Association shall be a professional society of pharmacists serving the best interests of public health and pharmacy in the State of Ohio.

Section 2. The Objectives of the Association shall be:

- A.** To unite the profession of pharmacy;
- B.** To encourage advancements and improvements in the practice of pharmacy;
- C.** To provide a medium for discussion and solution of problems related to pharmacy;
- D.** To advance the efficiency and standing of the members and the profession of pharmacy;
- E.** To improve and promote public health;
- F.** To encourage interprofessional relations;
- G.** To gain enactment of legislation favorable to the advancement of the public health and the profession of pharmacy, and to protect the public health by opposing objectionable forms of pharmaceutical and public health legislation.

ARTICLE II.

Code of Ethics

The Association shall adopt a Code of Ethics, the purpose of which is to serve as a guide for the professional conduct of the membership. The Code of Ethics shall be adhered to by each member as a condition of membership in the Association.

ARTICLE III.

Membership

Section 1. The categories of membership in the Association shall consist of Active, Associate, Student, Life, Honorary, and Retired members. The membership qualifications and membership rights of each category are as follows:

A. Active Members

1. **Qualifications.** All persons of good moral and professional standing who have graduated from an accredited college of pharmacy.
2. **Rights.** Every Active Member shall be entitled to hold office and to participate in and vote in any election and at all meetings of the members of the Association.

B. Associate Members

1. **Qualifications.** All persons interested in and supporting pharmacy who are not eligible to be Active Members.
2. **Rights.** Every Associate Member shall be entitled to participate in all meetings of the members of the Association, but shall not be eligible to vote or hold office in the Association except as provided in Article IX, Section 1.

C. Student Members

1. Qualifications. All students enrolled in any college of pharmacy.
2. Rights. Every Student Member shall be entitled to participate in all meetings of the members of the Association, but shall not be eligible to vote or hold office in the Association, except as specifically provided in Article VI, Section 1B.

D. Life Members

1. Qualifications. All Active Members who have been recommended to and approved by the Board of Trustees for Life Membership because of distinguished and long term service to pharmacy and the Association.
2. Rights. Life Members shall not pay dues and shall have the same rights as Active Members.

E. Honorary Members

1. Qualifications. All persons who have been recommended to and approved by the Board of Trustees for honorary membership because of exemplary service to pharmacy.
2. Rights. Honorary Members shall be entitled to participate in all meetings of the Association, but shall not be eligible to vote or hold office in the Association.

F. Retired Members

1. Qualifications. Any Active Member who has reached the age of 65 years and has retired from the full time practice of pharmacy may request to be designated as a Retired Member.
2. Rights. Retired Members shall have the same rights as Active Members.

Section 2. Resignation. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or charges previously accrued and unpaid.

ARTICLE IV.

Officers

Section 1. Officers. Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association. The Elected Officers of the Association shall be President, President-Elect, Vice President, Immediate Past President and Executive Committee Member-At-Large. The appointed officers shall be the Treasurer and the Executive Director. The Officers shall be elected as provided in Article V of these Bylaws, and shall hold office until the close of the Annual Meeting immediately following the election and installation of their successors.

Section 2. Duties of Officers

A. President. The President shall preside at all meetings of the members, Board of Trustees, and Executive Committee. When the President is absent or unable to preside, the President-Elect, or Vice President, in that order, shall preside. In the absence of all, a president pro-tem shall be elected by the members in attendance. The President shall be an ex-officio member of all committees. The President shall serve as Chair of the Executive Committee and the Board of Trustees.

B. President-Elect. The President-Elect shall assume all the powers and duties of the President in the absence of the President, and shall be Chair of the Finance and Planning Committee.

C. Vice President. The Vice President shall assume all the duties of the President in the absence of the President and the President-Elect.

D. Executive Committee Member-At-Large. The Executive Committee Member-At-Large shall assume such duties as assigned by the President.

E. Treasurer. The Treasurer shall be appointed annually by the Board of Trustees. The Treasurer shall render a full account of the funds of the Association at the Annual and Interim Meetings of the House of Delegates, at meetings of the Board of Trustees and the Executive Committee, and shall be a non-voting member of the Board of Trustees and the Executive Committee.

F. Executive Director. The Executive Director shall be employed at the will of the Board of Trustees, and shall serve as Secretary and Statutory agent of the Association. The Executive Director shall:

1. Carry out such duties and assignments as may be made by the Board of Trustees and the Executive Committee, under direction of, and responsibility to, the Board of Trustees and the Executive Committee;
2. Carry out the duties required by law;
3. Serve as General Manager of the Association and maintain supervision of the Association office and staff;
4. Make a yearly evaluation of the staff to the Executive Committee;
5. Maintain a roster of members;
6. Give notice of the time and place of all meetings of the Association;
7. Collect the dues of the Association members;
8. Manage the publications of the Association;
9. Notify members of their election or appointment to committees;
10. Serve as Secretary of the Board of Trustees and of the House of Delegates, and shall keep a record of all proceedings of the Association.

ARTICLE V.

Election of Officers and Trustees

Section 1. Elected Officers: Election and Succession. The Vice President and Executive Committee Member-At-Large shall be elected by any secure ballot system deemed appropriate by the Executive Director, including any electronic system: The Vice President for a term of one year and the Executive Committee Member-At-Large for a term of two years. They shall serve until their successors are elected and installed. Upon the election and installation of the Vice President, the currently serving Vice President shall succeed to the office of President-Elect, the currently serving President-Elect shall succeed to the office of President, and the President shall succeed to the office of Immediate Past President. If an officer position becomes vacant, all officers (other than Executive Committee Member-At-Large) shall succeed to the next highest office, making the Vice President position vacant. If the position of Vice President or Executive Committee Member-At-Large is vacated, this position may only be filled by a special election of all voting members of the Association.

Section 2. District Trustees: Election and Succession. District Trustee Members shall be elected by the members residing in each respective district by way of any secure ballot system deemed appropriate by the Executive Director, including any electronic system. A vacancy on the Board of Trustees, caused by any reason including the election of a Trustee Member to one of the Association offices, may be filled by the Board of Trustees for the balance of the term, at which time the vacancy shall be filled by the usual procedure.

Section 3. Nominations and Elections. The Member Services and Development Committee shall present a slate of at least one, but not more than three, nominees for each office to be filled. This slate shall be presented to the Board of Trustees for approval. The committee shall receive returned election ballots from the Executive Director of the Association and cause the same to be counted.

Section 4. Election Procedure. The Executive Director shall provide a ballot, by any means deemed appropriate by the Executive Director to each Member entitled to vote, containing the names of those persons nominated for the offices to be filled. Such ballot shall also contain the District Trustee candidates who have been nominated by members residing in that district. Such ballot shall be sent, via mail, electronic media, or any other secure form of communication deemed appropriate, not less than forty days (40), nor more than seventy (70) days, prior to the commencement of the Annual Meeting. All ballots shall be returned to the Executive Director of the Association not later than twenty (20) days prior to the commencement of the

Annual Meeting. The person receiving the largest number of votes cast shall be elected to the office to which nominated.

Section 5. Uncontested Election Procedure. In the event of an uncontested election, the issuance of a ballot shall not be required, and the candidate shall assume the office to which nominated.

ARTICLE VI.

Meetings of Members

Section 1. House of Delegates.

There shall be a House of Delegates as specified in these Bylaws.

A. Composition. The House of Delegates shall be composed of district delegates, members of the Board of Trustees including student trustees, Past Presidents of the Association, and the Chair of each standing committee and SIG group. All members of the House of Delegates shall be members of the Association.

B. Seating and Tenure.

1. One Delegate shall be seated for each twenty (20) active members or major fraction thereof from each Trustee District.
2. Each district will be allowed an equal number of Alternate Delegates who shall serve in the absence of the Delegate(s).
3. Each Delegate shall be entitled to one vote.

C. Duties.

1. It shall be the function of the House of Delegates to interpret the objectives of the Association as stated in these Bylaws and to serve as the legislative and policy-making body of the Association.
2. The House of Delegates shall consider all appropriate proposals emanating from the Board of Trustees, constituent bodies represented in the House, the Resolutions and Bylaws Committee, Standing and Special Committees and from Delegates.
3. The House of Delegates may adopt rules for the conduct of its business which shall be consistent with the Bylaws and Articles of Incorporation of the Association.

D. Committees of the House. The House may establish such committees as it deems necessary for efficient transaction of the business of the Association.

E. Quorum. The qualified Delegates of the House, present at any regular or special session, shall constitute a quorum.

F. Proxies. There shall be no proxy votes.

Section 2. Meetings of Members.

A. Annual Meeting. The Annual Meeting of the members of the Association shall be held once a year at a time and place determined by the Board of Trustees.

B. Notice of Annual Meeting. The Executive Director shall cause notice of the time and place of the Annual Meeting of the members to be published in the *Ohio Pharmacist* journal for two consecutive months immediately preceding the month in which such meeting is to be held.

C. Special Meetings. A special meeting of the members of the Association may be called by the President, and shall be called upon written request of twenty-five (25) or more active members to the Executive Director or by an action of the Board of Trustees.

D. Notice of Special Meetings. The Executive Director shall cause notice of the time, place and purpose of special meetings of the members to be issued, by any method authorized by law, to all members of the Association not less than seven (7) nor more than thirty (30) days prior to such meeting.

ARTICLE VII.

Board of Trustees

Section 1. Composition. The Board of Trustees shall consist of the Executive Committee, one elected representative from each District (District Trustee Member) and one Student member from each Ohio College of Pharmacy selected by its student members of the Ohio Pharmacists Association, serving without vote. The Executive Committee Member-At-Large and Board of Trustee Members elected from districts hereinafter provided shall serve not more than three consecutive terms of two years each. Other members of the Board of Trustees shall hold office for a term concurrent with that of the office qualifying them for membership on the Board.

Section 2. Duties. The Board of Trustees shall be, in the interim between the Annual Meetings, in full control and charge of the business of the Association. The Board of Trustees shall have the responsibility of annually reviewing the operation of the Association and evaluating staff performance. The Board of Trustees shall propose to the House of Delegates, for approval, the composition of the districts of the Association from time to time. The Board of Trustees shall support, defend and implement the decisions of the House of Delegates.

Section 3. Meetings

A. Annual Meeting. The Annual Meeting of the Board of Trustees shall be held within thirty (30) days of the Annual Meeting of the members.

B. Regular Meetings. In addition to the Annual Meeting, the Board of Trustees shall hold at least three (3) other meetings annually which shall be called by the President.

C. Special Meetings. A special meeting of the Board of Trustees may be called by the President, and shall be called upon the written request of four (4) members of the Board of Trustees to the Executive Director.

D. Notice of Meetings. The Executive Director shall issue notice, by any method authorized by law, of the time and place of the Annual Meeting and the Regular Meetings, and the time, place and purpose of each special meeting to each Trustee not less than seven (7) nor more than thirty (30) days prior to such meeting. Trustees may waive notice of the meeting in writing at or before the meeting. Attendance at the meeting shall constitute waiver of notice of the meeting.

Section 4. Quorum. A majority of the voting members of the Board of Trustees shall constitute a quorum.

Section 5. Voting. Unless otherwise provided in these Bylaws, all actions of the Board of Trustees shall be approved by an affirmative vote of a majority of the voting members of the Board of Trustees present and voting at a meeting at which a quorum has been established.

ARTICLE VIII.

Executive Committee

Section 1. Composition. The Executive Committee shall be comprised of the President, President-Elect, Vice President, Immediate Past President, Executive Committee Member-At-Large, Treasurer, and Executive Director. The members of the Executive Committee shall hold office for a term concurrent with that of the office qualifying them for membership on the Executive Committee. The Treasurer and the Executive Director shall serve as non-voting members of the Executive Committee.

Section 2. Duties. The Executive Committee shall assist in the management of the Association between Board of Trustee Meetings and shall report to the Board of Trustees on its activities. It shall pass on and approve all bills, and shall audit or direct the audit of all books and accounts of the Association and report to the Board of Trustees and to the membership at the Annual Meeting. The Executive Committee shall support, defend and implement decisions of the Board of Trustees and the House of Delegates.

Section 3. Meetings of the Executive Committee.

A. Regular Meetings. The Executive Committee shall have at least four (4) meetings annually which shall be called by the President.

B. Notice of Meetings. The Executive Director shall issue notice, by any method authorized by law, of the time and place of each regular meeting to each member of the Executive Committee not less than seven (7) nor more than thirty (30) days prior to such meetings. Members of the Executive Committee may waive notice of the meeting in writing at or before the meeting. Attendance at the meeting shall constitute waiver of notice of the meeting. Meetings may be held by conference phone call.

C. Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum.

D. Voting. All actions of the Executive Committee shall be approved by a majority vote of the members eligible to vote.

ARTICLE IX.

Committees

Section 1. Appointment. The President shall appoint members of such Committees necessary for the operation of the Association. All Association members shall be eligible to serve as voting committee members.

Section 2. Standing Committees. The Standing Committees of the Association shall be:

- A. Finance and Planning
- B. Legal and Regulatory
- C. Member Services and Development
- D. Pharmacy Economics
- E. Public and Professional Relations
- F. Resolutions and Bylaws

Section 3. Duties of Committees.

A. Finance and Planning. The Executive Committee and one other active member of the Association appointed by the President shall constitute the Finance and Planning Committee. The President-Elect shall serve as chair. This committee is charged with overseeing and making recommendations on issues of the Association's finances and long range plans. Each year the President shall convene an ad hoc committee, representative of the Association's membership, to address long range plans. The Immediate Past President shall serve as chair of this ad hoc committee.

B. Legal and Regulatory. This committee is charged with the responsibility of recommending legislative action and support or opposition to various legislative proposals to the Board of Trustees. It is charged with directing and steering the strategy with respect to proposals which occur during each legislative session between meetings of the Board of Trustees. This committee is charged with making recommendations on relations and issues with various regulatory agencies, such as the Board of Pharmacy. This committee shall solicit the Association's nominations for vacancies on the Board of Pharmacy as provided in Section 4729.02 of the Ohio Revised Code. This committee shall submit a list of not more than five (5) names for each Board of Pharmacy appointment. Vacancies occurring on the list of nominations shall be filled by the Board of Trustees before being presented to the Office of the Governor.

C. Member Services and Development. This committee shall include at least one past president of the Association and one previous award recipient. This committee is charged with the development of ways and means of maintaining and building Association membership. This committee is charged with soliciting nominations for Association awards and recommending the names of recipients, subject to approval by the Board of Trustees. This committee is charged with presenting a slate of candidates for the elected offices of the Association in accordance with Article V of these Bylaws.

D. Pharmacy Economics. This committee is charged with reviewing economic issues that affect the viability of pharmacy practice in Ohio.

E. Public and Professional Relations. This committee is charged with promoting the profession of pharmacy to the public and to other professions. This committee is charged with examining and recommending actions related to the pharmacy profession's relationships with other professions, and with the Association's relationships with other organizations.

F. Resolutions and Bylaws. This committee is charged with reviewing all resolutions, revising and rewriting them as necessary to ensure their compliance with these Bylaws. Proposed resolutions shall be presented to this committee not later than sixty-five (65) days prior to the Annual Meeting. The results of the committee's deliberations shall be communicated to the local association presidents, past presidents of the Association, and members of the Board of Trustees for the Association, not later than thirty (30) days prior to the Annual Meeting of the Association. A resolution submitted later than this sixty-five (65) day deadline may be considered by the House of Delegates only with the 2/3 approval of this committee in attendance at the Annual Meeting. Such proposed resolutions shall be presented to this committee no later than the close of business of the first day of the Annual Meeting if the meeting is scheduled for more than one day, and no later than noon if the meeting is scheduled for one day only. This committee shall present a report to the House of Delegates at the Annual Meeting.

This committee is charged with reviewing all proposed changes in the Bylaws and other governing documents of the Association and recommending adoption or rejection of such proposals. This committee shall be authorized to correct article and section designations, punctuation, and cross-references, and to make such technical and editorial changes as may be necessary to assure accuracy and readability of the Bylaws.

Section 4. Special Interest Groups. (SIGs). The Board of Trustees may establish Special Interest Groups (SIGs) as necessary to discuss concerns of specialty areas of pharmacy practice.

ARTICLE X

Dues and Financial Matters

Section 1. Dues. Annual dues, which shall include the annual subscription to the *Ohio Pharmacist* journal, shall be for the calendar year. The annual dues for the various categories of membership shall be such as determined from time to time by the Board of Trustees and shall be due and payable on January 1 of each year. The Board of Trustees shall also have the authority to establish any temporary or ongoing dues incentive programs as it may deem advisable.

Section 2. Non-payment of Dues. Any member whose dues are in arrears for more than 90 days shall be removed from the Association membership roster. The *Ohio Pharmacist* journal and any other services shall be discontinued at that time. Such member shall be reinstated by the Executive Director upon payment of dues.

Section 3. Property, Funds, and Finances. All Association monies shall be deposited in financial institutions or invested in such manner as determined by the Board of Trustees. All properties of the Association shall be held under the direction and specification of the Board of Trustees. The Association is entitled to receive grant monies from any source to conduct programs or studies to further the objectives of the Association.

ARTICLE XI.

Disciplinary Procedures

Section 1. Discipline of a Member. The Board of Trustees may reprimand or expel a member after ten (10) days notice to that member by certified mail, of the charges of violating any provision of the Code of Ethics or Bylaws filed in writing with the Executive Director by five (5) Active Members. The member against whom charges have been made shall have an opportunity to appear before the next meeting of the Board of Trustees, at which time charges shall be presented. Any member expelled for any cause other than non-payment of dues may appeal to the members at the Annual Meeting of the Association provided that a notice of intent to appeal is provided to the Executive Director at least thirty (30) days in advance of the meeting.

Section 2. Discipline of an Elected Officer or Trustee. The Board of Trustees may reprimand or remove from office an Officer or Trustee after ten (10) days notice to that Officer or Trustee by certified mail, of the charges of violating any provision of the Code of Ethics or Bylaws filed in writing with the Executive Director by five (5) Active Members. The Officer or Trustee against whom charges have been made shall have an opportunity to appear before the next meeting of the Board of Trustees, at which time charges shall be presented. Any officer or Trustee removed from office for any cause other than non-payment of dues may appeal to the Annual Meeting provided that a notice of intent to appeal is provided to the Executive Director at least thirty (30) days in advance of the meeting. This section does not apply to the Treasurer or the Executive Director, who serves at the will of the Board of Trustees.

ARTICLE XII.

Parliamentary Authority

The rules of order for this Association not provided for in the Bylaws, shall be the current edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE XIII.

Amendments

Section 1. Submission. In addition to proposals from the Resolutions and Bylaws Committee, proposals to amend these Bylaws shall be made in writing by five (5) Active Members of the Association. Such proposals shall be submitted to the Executive Director not later than sixty-five (65) days prior to the Annual Meeting of the Association. Such proposals shall be considered by the Resolutions and Bylaws Committee which shall support or oppose such proposal, or offer amendments to it, or have no recommendation.

Section 2. Notice of Proposal. The Executive Director shall cause notice of all proposed amendments to these Bylaws to be given to the members of the Association not later than thirty (30) days before the Annual Meeting of the Association. Such notice may be waived by an action approved by a three-fourths (3/4) majority vote of the House of Delegates acting at a meeting. The notice shall contain the entire text of the proposal. The Chair of the Resolutions and Bylaws Committee shall prepare a synopsis of the proposed amendments to accompany the text.

Section 3. Voting. Any amendment to the Bylaws shall be approved by a two-thirds (2/3) vote of the Delegates present and voting at a meeting of the House of Delegates.

ARTICLE XIV. Indemnification

Section 1. Authorization

A. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Association against expenses (including attorney's fees), and in the case of actions other than those by or in the right of the Association judgments, fines and amount paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

B. Expenses, including attorney's fees, incurred by a trustee, director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Paragraph A of this section may be paid by the Association as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Association as authorized in this Article.

C. The indemnification authorized by Paragraph A of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, vote of members or disinterested trustees, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

D. For purposes of this Article, the term "volunteer" is used as defined by Chapter 1702 of the Revised Code, as amended.

E. The provisions of Section 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to this Association.

Section 2. Insurance. The Association, to the extent permitted by Chapter 1702 of the Revised Code of Ohio, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a trustee, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust or other enterprise.

Amended April 13, 2013