

# NORTH CAROLINA ASSOCIATION OF PHARMACISTS

## BYLAWS

*Effective Date: January 1, 2020*

### **Article I – Name**

The Name of this organization shall be the North Carolina Association of Pharmacists (NCAP).

### **Article II – Purpose and Objectives**

Section 1. Purpose: The North Carolina Association of Pharmacists, hereinafter referred to as “Association”, is the state organization representing the profession of pharmacy, organized to unite, serve and advance the profession of pharmacy for the benefit of society. The organization was formed January 1, 2000 as a unification of the North Carolina Pharmaceutical Association (NCPHA), North Carolina Society of Health-System Pharmacists (NCSHP), North Carolina Chapter of the American Society of Consultant Pharmacists (NCASCP), and North Carolina Retail Pharmacy Association (NCRPA).

Section 2. Objectives: The objectives of the Association shall be:

- 2.1 To present a unified voice for pharmacy on social, political and financial issues.
- 2.2 To provide a forum for exchange of innovative ideas among pharmacists and collaborate with other health care providers to establish progressive health systems.
- 2.3 To promote the optimization of drug therapy for the people our members serve.
- 2.4 To anticipate future information and professional development needs for pharmacy practice.
- 2.5 To strengthen relationships among pharmacy students, pharmacy practitioners and other health professionals.

### **Article III – Government**

Section 1. Government: The Association shall be governed according to the Bylaws of the Association.

- 1.1 The Board of Directors is the governing body for the Association.
- 1.2 The Board of Directors, in collaboration with others as appropriate, is the policy-making body of the Association.

### **Article IV – Membership**

Section 1. Membership: The Board of Directors may establish membership classifications as needed to help fulfill the mission and vision of the Association. “Active Member” is a classification of membership open to any pharmacist licensed in a U.S. state or territory. Only “Active Members” are entitled to full benefits and may vote in Board elections and hold office.

Section 2. Membership Dues: The Board of Directors shall set the dues of the various membership classifications. Each member of the Association may choose to be a member of any of the practice academies; however, no member may hold more than one elected academy position during the same operational year. Student pharmacist members will be placed in the Student Pharmacist Forum instead of a practice academy.

## **Article V – Board of Directors**

Section 1. Composition: The Board of Directors for the Association shall consist of:

- 1.1 Officers
- 1.2 Three at-large members.
- 1.3 Chairs of the Practice Academies
- 1.4 Chair of the New Practitioner Forum
- 1.5 Chair of the Student Pharmacist Forum
- 1.6 Executive Director

All officers and at-large members shall be elected by the Active membership of the Association, with the exception of the Treasurer, who will be appointed by the Board of Directors as described in Article VIII Section 4. All members of the Board of Directors, except for the Executive Director, shall be entitled to one (1) vote. Other individuals may be appointed to the Board as non-voting members by approval of the Board.

Section 2. Responsibilities: The Board of Directors shall be vested with the authority and responsibility of conducting the business and administering the finances of the Association. The Board shall also be responsible for the following:

- 2.1 Approval of the annual Budget.
- 2.2 Approval of the time and place for the Annual Meeting and other business meetings of the Association.
- 2.3 Employment of the Executive Director.
- 2.4 Approval of all appointments to committees, task forces, project teams and advisory groups for the Association.
- 2.5 Establishment of Practice Academies or other component groups identified in accordance with a policy process adopted by the Board of Directors.
- 2.6 Appointment of all vacancies of the Board of Directors.
- 2.7 Establishment and maintenance of affiliation agreements with national pharmacy organizations as appropriate.
- 2.8 Nomination and selection of all official Association award recipients.

Section 3. Quorum and Attendance at Board Meetings: A majority of the voting members of the Board of Directors, defined as one over one-half, shall constitute a quorum. Two (2) unexcused absences from meetings of the Board of Directors within one (1) year may result in termination from the Board.

## **Article VI – Officers**

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

Section 2. Responsibilities of Officers: The responsibilities of officers shall include:

- 2.1 President – The President shall be the chief elected officer, and in addition to the Executive Director shall serve as the chief spokesperson for the Association. The President shall appoint, with Board approval, all standing Committees for the Association. The President, in conjunction with the Executive Director, will appoint, with consent of the Board, all task forces, project teams, and advisory groups. The President will serve as an ex officio member of all committees, task forces, project teams and advisory groups, except for the Committee on Nominations. The President will be responsible, along with the Executive Director, for establishing and carrying out specific goals and objectives for the Annual Implementation Plan.
- 2.2 President-Elect – The President-Elect shall assume all powers and duties of the President in the absence of the President. The President-Elect shall assume the office of the President the next operational year of the Association. The President-Elect, in collaboration with the Executive Director, shall be responsible for the preparation of the Annual Implementation Plan to be approved by the Board for implementation during his(her) term as President of the Association.
- 2.3 Past President – The Past President shall be the immediate past president of the Association and shall serve as the Chairperson, presiding over meetings of the Board of Directors and the Executive Committee. The Past President shall also serve as Chair of the Committee on Nominations. In the event that the Past President cannot fulfill the duties of the office, upon Board approval, the President and Executive Director will determine an appointee to assume the Past President’s duties.
- 2.4 Treasurer – The Treasurer shall be the co-custodian of the Association’s funds in concert with the Executive Director and shall countersign disbursement of funds in accordance with written policies adopted and amended by the Board of Directors. The Treasurer shall present a financial report at all meetings of the Board of Directors. The Treasurer and Executive Director shall prepare the Annual Budget and present it to the Board of Directors for approval. The Treasurer shall also advise the Executive Director and the Board of Directors on the proper management of the Association’s funds.
- 2.5 Secretary – The secretary shall ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board of Directors’ business was conducted. In order to fulfill this responsibility, the Secretary will record minutes, review minutes with the Executive Director, and work with staff to post minutes of the Board of Director’s business for member access. The Secretary shall also assist the Chairperson and Executive Director with administrative procedures for Board of Directors’ meetings. The Secretary, as part of the Executive Committee, will also maintain a record of Executive Committee meetings and action items. The Secretary shall also assist the President and Executive Director with

procuring and maintaining committee and task force reports. The Secretary shall assist the staff with documenting the history of the Association.

**Section 3.** Responsibilities of the Executive Director:

- 3.1 Executive Director – The Executive Director shall be appointed by the Board of Directors and serve as the chief executive officer and corporate ~~secretary~~ signatory and administrator for the Association. The duties of the Executive Director shall be outlined in a formal employment contract.

**Article VII – Executive Committee**

**Section 1.** Executive Committee of the Board of Directors: The Executive Committee shall consist of the Association’s officers. The Executive Director shall be a non-voting member of the Executive Committee.

**Section 2.** Responsibilities of the Executive Committee: The responsibilities of the Executive Committee are as follows:

- 2.1 To transact the business of the Association in the interim between meetings of the Board of Directors.
- 2.2 To make recommendations to the Board of Directors relative to property, funds and finances of the Association.
- 2.3 To negotiate the employment contract and conduct performance evaluations for the Executive Director.

**Section 3.** Quorum: Three (3) voting members of the Executive Committee shall constitute a quorum of the Executive Committee.

**Article VIII – Nominations, Elections and Terms of Office**

**Section 1.** Committee on Nominations: The President shall appoint a Committee on Nominations, consisting of no less than five (5) members. These members shall include but not be limited to the immediate Past Chairs of the Practice Academies. The Chair shall be the immediate Past President of the Association. It shall be the responsibility of the Committee on Nominations to select nominees for each elected position of the Association. The Committee shall support the Association’s intent of representation of pharmacists from a variety of practice settings in preparing a slate of candidates for approval by the Board of Directors.

**Section 2.** Nominations: A call for nominations shall be published in the regular publication of the Association prior to the meeting of the Committee on Nominations. Nominations may be submitted in writing to the Association prior to the deadline for such nominations. The Committee on Nominations shall submit, from the Active members, at least two (2) nominees for elected office of the Association. In the event only one candidate is available, the candidate may run unopposed.

Section 3. Elections: The Executive Director shall distribute ballots to every member of the Association with voting privileges at least forty-five (45) days prior to the end of the Association's operational year. The ballots returned shall be tallied according to procedures established by the Board of Directors. Successful candidates must receive a plurality of votes cast. The results of the election shall be announced in the next regular publication of the Association. If, prior to the completion of a contested election, the withdrawal of a candidate(s) reduces the field to one candidate, the remaining candidate shall be declared to be duly elected.

Section 4. Terms of Office: No elected officer of the Association, except the Treasurer, shall hold the same officer position for more than one (1) elected term, and no person shall hold more than one (1) elected office during the same operational year. At-large Board of Director positions shall be staggered in three (3)-year terms. The Treasurer shall be appointed based on qualifications, by the Board of Directors, to a three (3)-year term and may serve no more than two (2) consecutive terms. The Secretary shall be elected to a two (2)-year term.

## **Article IX –Committees, Task Forces, Project Teams and Advisory Groups**

Section 1. Committees: The Board of Directors will establish standing committees as is necessary for addressing ongoing Association business. Upon the establishment of these Committees, the President shall appoint members representative of each of the practice academies and forums to each Committee.

The Annual Implementation Plan and Board of Directors, in collaboration with members, will determine the Committees' agendas. The Committees' recommendations will be reported to the Board of Directors for consideration for implementation and action.

Section 2. Task Forces, Project Teams and Advisory Groups: The President and Executive Director, with the consent of the Board of Directors, shall recommend the use of and appointment of members to other task forces, project teams, and advisory groups as deemed appropriate by the Board of Directors. A "task force" shall be established for an Association issue or need that is deemed as a finite need, but is likely to require multiple strategies to address. A "project team" shall be established to help meet a well-defined and specific need. An "advisory group" shall be established to provide non-binding strategic advice, industry guidance, and support to the Association.

## **Article X – Practice Academies, Forums, and Networks**

Section 1. Practice Academies: Practice Academies shall exist within the Association to serve the educational and professional needs of distinct pharmacy practice disciplines. Practice Academies shall be statewide in scope and shall be open to any member of the Association, including technicians. Practice Academies may be created in accordance with procedures by the Board of Directors. Each Practice Academy shall have a chair elected by its membership. The chair shall serve on the Board of Directors as a voting member. The Practice Academies will include:

- 1.1 Ambulatory Care Practice Academy
- 1.2 Chronic Care Practice Academy
- 1.3 Community Care Practice Academy
- 1.4 Health-System Practice Academy

Section 2. Practice Academy Structure: In addition to the Chair, Past Chair and Chair-Elect, each Practice Forum will have a minimum of three (3) at-large members elected for two-year terms. The Chair may appoint a technician member to the Leadership Team for a one-year term. This group will serve as the Practice Academy Leadership Team.

Section 3. Forums: The Board of Directors may establish forums consisting of members that have common characteristics, but that also cross boundaries of the practice academies (e.g., New Practitioner Forum (NPF), available to any member who has been in practice for less than 7 years, and the Student Pharmacist Forum (SPF) for all student members). The administrative procedures for a forum shall be established by the forum and approved by the Board of Directors.

Section 4. Networks: The Board of Directors may establish networks for members with common interests or needs (e.g., independent pharmacy network). The administrative procedures for each network shall be established by the network members, and approved by the Board of Directors. When a network closely aligns with an existing practice academy, the Chairs of the network and the academy, or their appointees, shall be included as an ex officio members of each respective group's leadership team. The Board of Directors will determine whether a newly established network closely aligns with an existing practice academy.

## **Article XI – General Operation Provisions**

Section 1. Official Meetings: The Association shall convene an Annual Business Meeting each year and other such special meetings as necessary to conduct the business of the Association. The membership shall be notified at least thirty (30) calendar days in advance of an Annual Meeting and at least fifteen (15) calendar days in advance of a special meeting of the Association.

Section 2. Order of Business: The rules of order for the conduct of business at an official meeting of the Association shall be Robert's Rules of Order, Newly Revised. The order of business for official meetings of the Association shall be established by the presiding officer.

Section 3. Association Finances and Properties: All moneys of the Association, except a petty cash allowance, shall be deposited in financial institutions or invested in such manner as determined by the Board of Directors.

Section 4. Personal Liability and Indemnification: A director, officer, employee, member or volunteer of the Association shall not be liable for its debts or obligations or be personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Association for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

Section 5. Operational Year: For accounting purposes the operational year of the Association shall be the calendar year. For other purposes the operational year shall be established by the Board of Directors.

## **Article XII – Amendment Procedures**

Section 1. Amendments: A proposal to amend the Bylaws shall be received in writing at the Association’s headquarters office at least ninety (90) days in advance of a meeting of the Executive Committee. Proposed bylaws amendments shall be considered by the Board of Directors. In the event that further work is deemed necessary, the Board of Directors will work with the President to appoint a short-term bylaws task force as allowed by Article IX Section 2. Upon receiving a two-thirds (2/3) vote of the Board of Directors, the proposed Bylaws amendment shall be submitted to the membership for a vote. The Bylaws amendment shall be adopted upon receipt of a majority vote of those voting for the Bylaws amendment. Prior to a membership vote, a draft of the amending language shall be shared with national affiliated organizations.

## **Article XIII – Dissolution**

If for any reason the Association is dissolved the remaining assets of the corporation shall be transferred by the Board of Directors to a nonprofit pharmacy-related organization.

*Revised October 2006*

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