

NEW CHAPTER DEVELOPMENT

The following is dedicated to the establishment and development of new or reactivated student chapters. The material was developed to provide the founding members of a student chapter with helpful hints and guidance, and to share information with students from other schools and colleges of pharmacy who are looking to develop or reactivate an NCPA Student Chapter. There is also beneficial information on developing and growing the membership.

The founding of an NCPA Student Chapter is a unique experience. As founding members of any organization, you are the individuals who are setting the framework for the future. All of your effort will carry on to the next group of students as long as you establish your organization with some long-range, broad-based goals in mind and think about the coming years. Several NCPA Student Chapters established their chapters with the intent to hold an annual event, fundraiser, or service project that is unique unto itself and will continue to develop and evolve year to year.

After reviewing this section, please contact the NCPA Student Affairs Department for additional guidance and to inform NCPA of your intent to form a student chapter. The NCPA staff and Student Leadership Council are always available to help you.

NCPA Student Affairs Department
100 Daingerfield Road
Alexandria, VA 22314
Phone: (800) 544-7447
Fax: (703) 683-3619
Email: studentaffairs@ncpa.org
Website: www.ncpa.org

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MAKING IT HAPPEN!

Beginning an NCPA Student Chapter

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Beginning

Campus Recognition

NCPA student chapters must be aware of the policies that exist on campus concerning the establishment of a student organization. On most college or university campuses, student organizations must establish formal recognition on campus in order to host fundraisers, reserve campus meeting rooms, and apply for student funding through the school. Check with your NCPA Faculty Liaison or Dean of Student Affairs to determine the steps a new student organization must follow to gain recognition on your campus. You must be recognized on campus to be considered an active NCPA Student Chapter. If your School or College of Pharmacy runs individual organizations through an umbrella organization and individual recognition is not possible, please contact the NCPA Student Affairs Department.

Step One: Searching for Success

A strong core group of students interested in independent community pharmacy practice is important to organize and charter your school's new NCPA Student Chapter. Be sure to include all interested student pharmacists, the NCPA Student Affairs Department, NCPA Faculty Liaison, and the NCPA Student Leadership Council members assigned to your region on all communications from the start.

Students

Inform individuals about the contributions that an NCPA Student Chapter can make to your school and community. You will need at least sixteen (16) students who agree to be charter members of the chapter.

An NCPA Student Chapter will:

- Provide a forum for students to learn about the vast number of career opportunities that exist in independent pharmacy.
- Raise student awareness about the clinical, pharmacist care, and entrepreneurial opportunities available in independent pharmacy.
- Provide leadership roles and experiences by becoming a chapter officer or committee chair.
- Provide a forum for students to network with practicing independent pharmacists.
- Bring opportunities to attend multiple conferences and conventions, providing professional development and an expanded network of contacts in independent pharmacy.

This is just the short list, so prepare yourself to provide additional examples similar to these when you are asked about the benefits of an NCPA student chapter. Refer to the Student Membership Benefits section of this manual for more information.

NCPA Student Affairs Department

The NCPA Student Affairs Department has a staff member dedicated to the needs of student chapters. Communication between students and the Student Affairs Department is necessary. Do not hesitate to email studentaffairs@ncpa.org or call (800) 544-7447 with any questions or comments. The sixteen [NCPA-SLC members](#) are also available to answer questions. Two students are assigned to each of the eight regions in the US to act as liaisons and communicate with student NCPA chapters. Your student liaisons can offer tips on starting and sustaining your chapter.

NCPA Faculty Liaison (Chapter Advisor)

The NCPA Faculty Liaison, some chapters name this role the Chapter Advisor, is a faculty member at each school of pharmacy who acts as a communication link between NCPA and the

school. It is imperative that you work closely with the faculty liaison to make sure that your proposed new student chapter meets all the requirements for the university. This person is ideally someone who is a strong advocate of independent pharmacy.

Local Independent Pharmacy Owners

Local NCPA pharmacist members can be valuable resources to your NCPA Student Chapter. Get to know your neighborhood pharmacist and create an opportunity to collaborate on future chapter projects such as health screenings, drug disposal, etc. NCPA developed an Ambassador Program to bring students and successful community pharmacy owners together to discuss the benefits of ownership and offer advice on how to navigate the process. If you would like an Ambassador to visit your chapter, check out the pharmacy locator on the [ncpa website at Pharmacy Locator | NCPA](#) or contact the NCPA Student Affairs Department to schedule a visit.

Step Two: The First Meetings

The students starting the NCPA Student Chapter and the NCPA Faculty Liaison must attend the first organizational meeting. If appropriate, an invitation may be extended to your local NCPA pharmacist members who want to be involved. Notify all invited at least a week prior to the meeting although 2-3 weeks' notice is preferable. Since there are many points of discussion for a new chapter, this information may be broken into several meetings or take place with one long meeting. Be sure to have the meeting in a comfortable place where everyone can discuss plans easily.

These meetings do not have to be formal, but they should be organized and planned. Prepare an agenda that lists discussion points, and contact NCPA to discuss chapter by-laws (rules of government for the chapter), officer elections, and more strategies for success. In the meantime, continue to discuss the progress your group has made with other students. Below is a sample meeting agenda, providing an outline of how a typical NCPA meeting is conducted:

Sample First Meeting Agenda

1. Call to order
2. Approval of minutes from previous meeting (if applicable)
 - During the first meeting, review and approve the constitution & by-laws
3. Officers Reports - activities and responsibility
 - Elections need to be held as soon as possible
4. Committee Reports
 - Committee positions should be filled for standing committees and special committees
 - Your chapter may decide to add new committee positions as the chapter grows each year
 - These positions may be filled by P1 or P2 students to grow them as leaders and ensure the sustainability of your student chapter
5. Old Business (if applicable)
6. New Business
 - Campus recognition (see below)
 - Apply for chapter charter
 - Membership recruitment ideas
7. Brainstorming/Discussions
 - Set goals for the chapter (see below)
8. Next Meeting Date
 - Executive committee meeting
 - General membership meeting
 - Formal induction/charter ceremony (see Step Three)
9. Adjournment

Goals

The chapter should establish several goals and determine three or four projects to achieve these goals. Be careful not to become over-ambitious when choosing projects, but do not limit your creativity and innovation. Initially try to focus on one project per committee. Below is a sample list of committees and a brief description of duties.

Committees

Required Committee:

1. Executive Committee (President, President-elect, Secretary, Treasurer)

Recommended Committees:

2. Formal induction/charter ceremony
3. Fundraising Committee
 - Check with your college of pharmacy and see if they provide funds for any of the activities.
 - Assess local chapter dues in addition to national dues
 - Seek donations which are the quickest easiest way to gain large amounts of capital
 - Be sure ideas do not conflict with other organizations fundraisers
 - Speak with the College or University's Student Activities Office about options for opening a chapter checking account and then establish a checking account
 - Keep in close communication with the chapter's treasurer
4. Community Service Committee
 - See the chapter management section of the operations manual
5. Program Committee
 - Implement your chapter goals and projects
6. Conventions Committee
 - REDUCED registration and attendance to all conventions should be stressed!
 - Plan travel and lodging for all students to the conventions
 - Keep in communications with the treasurer and fundraising committees
7. Public Relations Committee
 - **Get the word out about the new chapter!!!**
 - Press releases in local and school papers help announce to the community about the new NCPA Student Chapter
 - Flyers, announcements, e-mails, etc. are important for informing students and faculty about opportunities in independent community pharmacy practice
8. Membership Committee
 - No organization can exist without members, so increasing the interest in NCPA should be the top priority
 - This goal will initially coincide with program goals
 - Consider offering a special member benefit (i.e. business cards, lunch at meetings, etc.)
9. Legislative Committee
 - Organize state legislative day, and attendance to NCPA's Congressional Pharmacy Fly-In
 - Letter/postcard writing campaign to state representatives and senators

Step Three: The Official Chapter Induction/Charter Ceremony

The NCPA Student Chapter induction ceremony and chartering helps establish and publicize a newly formed NCPA Student Chapter. The chapter president should apply for the chapter charter by submitting a copy of the constitution and by-laws approved by the charter members of the chapter, the chapter affiliation agreement and roster of the charter members. There must be at least sixteen (16) charter members who are current NCPA members. The ceremony officially announces the formation of a new student chapter and allows for a program to be developed. A formal chartering ceremony is not mandatory but will help establish a firm foundation on which a chapter can build and attract the participation of school officials and your state's pharmacy leadership. A student chapter can use this program to help encourage student membership, bring a lot of attention to the new chapter, and help establish the chapter as a viable organization on campus. The charter (founding) members and officers should be officially inducted during the chartering ceremony. In many instances, the dean of the school of pharmacy reads the

induction ceremony script. The student members involved in developing the program can determine who officially inducts the NCPA Student Chapter. See the model constitution for the officer induction ceremony.

Planning the chartering program requires considerable decision-making:

1. Begin by determining the format and style of the program, noting that a formal chartering attracts more student participation and publicity.
2. Choose a date that will allow extensive student body participation, including pre-pharmacy students.
3. Invite a speaker and offer food and beverages.

Subsequent to determining the type of chartering program, explore possible financial resources. These may include your school of pharmacy, state pharmacy association, local pharmacists and college or university student government.

Be sure to extend invitations to the following:

- Dean of your School or College of Pharmacy
- President of the University
- State pharmacy association executive and officers
- [Local NCPA pharmacists and pharmacy owners](#)
- [NCPA Student Affairs Department](#)
- [NCPA Student Leadership Council region representatives](#)
- Student body (pharmacy, pre-pharmacy and others)

The organization of your chartering program, whether formal or informal, is essential. Appoint one person in charge of the overall program and have them delegate tasks accordingly. Clearly inform everyone who is responsible for each specific task. Next, divide responsibilities among other students. For example, ask one individual to coordinate the meal and another to locate and invite speakers. Make sure you continually follow-up on the progress of these individuals.

You will need to ensure that university, local, and state pharmacy associations receive a press release about your chartering within 48 hours after the chartering. Take pictures and submit to the NCPA Student Affairs Department for possible publication in *America's Pharmacist*.

Step Four: Chapter Management

The last step in chapter development is to manage and expand upon what you've built. See the chapter management section of the Student Chapter Operations Manual for more information. As with pharmacist-provided care, documentation is critical to inform future chapter officers of what was done and how it was completed. This can be as simple as keeping a copy of the chapter activity reports on a flash drive or cloud-based storage. Although starting a student chapter is a crucial step in promoting community independent pharmacy, managing the chapter correctly will ensure the longevity of your efforts.

Communicate with the NCPA [Student Affairs Department](#) at NCPA Headquarters (800-544-7447), stay organized, and try not to be discouraged if your efforts do not go as planned the first time around.

A Few Last Words of Advice

Maintaining clear and frequent communication with the NCPA Student Affairs Department, your NCPA Student Chapter Members, NCPA Faculty Liaison, Student Leadership, will greatly enhance the success of your NCPA Student Chapter. This will include regular chapter meetings, officer meetings between chapter meetings, flyers to announce meetings at least several days in advance, and a willingness to talk to others as well as listen. Remember, starting an NCPA Student Chapter provides an invaluable learning experience. You will not lose if you are willing to take action and be persistent. There are not many students who have the opportunity to become a founding (charter) member of an organization that will continue to grow on your campus. Now, ***go make it happen!***

DEVELOPMENT OF GOVERNING DOCUMENTS



Upon the formation of any organization, the development of formal governance is essential. The governing documents most often representing the governance of the organization are a constitution and bylaws.

This document establishes the basic premise of an organization by defining the purpose of the organization and developing the policies and procedures that the organization will use to conduct business. The following is a model of a governing document that can be used for this new organization. To access a standalone word doc click [here](#).

As a newly formed organization, it is imperative that the governing documents give some direction and a firm foundation to the organization and its founding members.

Please review the enclosed model bylaws. As a chapter, determine other specifics that are not covered in the model bylaws that may improve the organization and add those recommendations accordingly.

All chapters must also have a signed Affiliation Agreement on file at NCPA Headquarters. The Affiliation Agreement provides the chapter the rights to the marks and logos of the NCPA Student Chapter. It is important to clarify, student chapters do not have permission to use the NCPA logo; but will be granted limited license to use the NCPA Student Chapter logo. The Affiliation Agreement must be signed by either the faculty liaison or the Dean of the school/college of pharmacy. Upon completion of initial chapter governing documents and upon any updates to the governing documents, **NCPA student chapters must provide the governing documents as well as the Affiliation Agreement to the NCPA Student Affairs Department to keep on file at NCPA Headquarters. Documents will be submitted using Jotform. Click [here](#) to access the agreement and upload governing documents.** To request a copy of the agreement in word please email studentaffairs@ncpa.org

Any comments or suggestions about improving the model governing documents are much appreciated. Feel free to contact NCPA through our website at www.ncpa.org, via email at studentaffairs@ncpa.org, by phone at (800) 544-7447, or write to:

NCPA Student Affairs Department
100 Daingerfield Road
Alexandria, VA 22314

NCPA [NAME] STUDENT CHAPTER BYLAWS

ARTICLE I – NAME

Section 1 – Name

The name of this organization shall be “[name] NCPA Student Chapter” (“Student Chapter”). [name] is a student chapter of the National Community Pharmacists Association (“NCPA”). [name] is a non-profit organization.

Section 2 – Compliance with Laws

All policies and activities of the Student Chapter are consistent with:

1. All applicable federal, state and local laws, regulations and rules including, but not limited to antitrust, trade regulation or other requirements; and
2. All applicable tax-exemption requirements imposed on the Student Chapter, including the requirements that the Student Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Section 3 – School

The Student Chapter shall operate and serve student members at the [name] (“Student Members”). The Student Chapter shall be the NCPA chapter operating associated with [name].

ARTICLE II - PURPOSE & OBJECTIVES

Section 1 - Purpose

The purpose of the Student Chapter is to provide a forum for pharmacy students to learn about and support the mission and objectives of NCPA, including the many career opportunities available in independent pharmacy practice through an affiliation with NCPA.

Section 2 - Objectives

The objectives of the Student Chapter are:

1. To promote the pharmacy profession and the role of independent pharmacy in the health care system.
2. To maintain and expand educational programs, to strengthen Student Members' professional, business, and leadership abilities, and to encourage schools of pharmacy to place emphasis on the practical realities of modern community pharmacy practice.
3. To provide effective support and sponsorship of programs which encourage careers in independent pharmacy practice.
4. To promote communication and mutual understanding among health professionals in areas affecting the practice and education of these disciplines.
5. To educate the public on the proper use of prescription and non-prescription medication and on the pharmacist's role in providing patient care.
6. To promote innovation in pharmacy and to strengthen Student Members' knowledge of

innovative pharmacy practices.

ARTICLE III - MEMBERSHIP QUALIFICATIONS

Section 1 – Membership Eligibility

1. Membership is limited to pharmacy students currently enrolled in and in good standing at **[name]**.
2. All Student Members must be student members of NCPA and in compliance with applicable NCPA rules and regulations. Revocation or suspension of membership by NCPA may constitute revocation or suspension of membership in the Student Chapter.
3. Regular voting membership is limited to qualified students who are active members of NCPA and who pay applicable dues to Student Chapter, as may be established by the Student Chapter Board of Directors.
4. Only Student Members eligible for voting are allowed to hold an elected office for the student chapter.

Section 2 – Membership Resignation and Expulsion

1. A Student Member may resign by submitting a written resignation to the Student Chapter Board of Directors; resignation does not relieve a Student Member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
2. A Student Member is automatically expelled without action of the Board of Directors for failure to meet the eligibility requirements for membership. A Student Member may be expelled by the Board of Directors for other reasons if the Student Member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

Section 3 – Honorary Membership

1. The Student Chapter may choose to offer Honorary Membership to recognize faculty members, practitioners, or any other individuals who have been supportive and helpful with Student Chapter operations.
2. The process for attaining Honorary Membership shall include:
 - a. A member of the Student Chapter will submit an individual for nomination to the Student Chapter Board of Directors. The nomination must describe the reasoning for the nomination.
 - b. After full agreement by the Board of Directors, the nomination will be presented at the next Student Chapter meeting for a vote by Student Members.
 - c. A unanimous vote of the Student Members present is required to award the nominee Honorary Membership.
 - d. A mutually agreed upon meeting will be established for the Student Chapter to formally recognize the approved nominee.

Section 4 – Faculty Liaison

There shall be a non-voting faculty advisor, the NCPA Faculty Liaison, appointed or confirmed by the Dean of the college of pharmacy, to oversee the Student Chapter operations.

ARTICLE IV – OFFICERS

Section 1 - Officers

The officers of the Student Chapter shall be a President, President-Elect, Secretary, Treasurer, and any other Officers as determined by the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer. The offices of the Secretary and Treasurer may be combined and held by the same person at the direction of the Board of Directors. The Office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both). This group of Officers shall constitute the Board of Directors of [name] Student Chapter.

Section 2 – Election

Officers must be Student Members who are eligible voters as defined in Article III, Section 1. Officers are elected by a majority of the Student Members voting where a quorum is present. The Board of Directors sets forth the procedures for how candidates are nominated and elected.

Section 3 – Terms

Officer terms shall be either one or two years in duration, as determined by the Board of Directors in advance of such terms being served. An Officer may not serve a successive term in the same office unless the Officer served a partial-year term in that office in the prior year. Terms coincide with the fiscal year.

Section 4 – Vacancies

Vacancies among the Officers are filled, for the balance of the term of office, by the Board of Directors.

Section 5 – Removal or Resignation

An Officer may be removed by (a) two-thirds of the Student Members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.

Section 6 – Compensation

Officers do not receive compensation for their services but may be reimbursed for expenses.

Section 7 - Oath

The following statement shall be read by a designated NCPA member, and the oath shall be recited by the incoming officer, at the time that Officers are installed:

“At this time, I would like to formally induct the officers for the NCPA Student Chapter at [name]. I now ask prospective NCPA chapter officers to raise their right hands as I read the

NCPA Student Chapter oath:

I hereby pledge to uphold the highest standards of ethics and principles of the profession of pharmacy, both during my education and in my practice, and to take an active role in the stewardship of my profession. I pledge to fulfill with enthusiasm and prudence all responsibilities of office as a leader of an NCPA Student Chapter, and to uphold the Bylaws of this NCPA Student Chapter. I further pledge to encourage others to seek a career in independent pharmacy, and that I will not, by my action or inaction, bring dishonor on myself, my colleagues, my chapter, or my profession.

If you are willing to accept this pledge without reservation, please signify by saying, ‘I will.’

By the authority granted to me by the National Community Pharmacy Association, and by virtue of my unequivocal belief that the individuals gathered here today seek induction of a new NCPA Student Chapter with the most noble and appropriate motivations, I hereby declare the officers of the NCPA Student Chapter at **[name]** officially installed.”

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Directors

The affairs of the Student Chapter are managed by its Board of Directors. It is the Board of Directors’ duty to carry out the objectives and purposes of the Student Chapter, and to this end, the Board of Directors may exercise all powers of the Student Chapter. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

Section 2 – Composition and Election

The Board of Directors is composed of the elected Officers of the Student Chapter and any additional Directors elected by the membership. Directors are elected by a majority of the Student Members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.

Section 3 – Director Terms

Director terms shall be one year in duration. Directors may serve successive terms. Terms coincide with the fiscal year.

Section 4 – Director Vacancies

Vacancies among Directors are filled, for the balance of the terms, by the Board of Directors.

Section 5 – Meetings and Voting

Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply:

1. Meetings of the Board of Directors are called by the Chairman of the Board. Meetings may be held telephonically or electronically as long as each Director can hear the other Directors.
2. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.

3. Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.

Section 6 – Director Removal

A Director may be removed by (a) two-thirds of the Student Members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.

Section 7 – Director Compensation

Directors do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE VI – MEMBERSHIP MEETINGS AND VOTING

Section 1 – Membership Meetings

Meetings of the Student Members of the Student Chapter are held at least **[insert number]** times per year, at such times and places as determined by the Board of Directors.

Section 2 – Notice

Notice of membership meetings is provided to voting Student Members at least 10 days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means.

Section 3 – Voting

Whenever the Student Members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each

voting Student Member having a single vote. A majority of the Student Members voting in person or by proxy where a quorum is present carries an action. Student Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail or any other electronic means.

Section 4 – Quorum

The presence of a majority of Student Members shall constitute a quorum.

Section 5 – Faculty Liaison

The NCPA Faculty Liaison shall be present and participate at all meetings of the NCPA Student Chapter to the extent possible.

ARTICLE VII - COMMITTEES

The Board of Directors may establish various committees to carry on the affairs of the Student Chapter. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its Student Members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

ARTICLE VIII - GENERAL GUIDELINES

Section 1 - Requirements

The Student Chapter, its Officers, Directors and Student Members must conform with and maintain all Chapter affiliation requirements imposed by NCPA at its sole discretion, which may be changed or updated from time to time. A copy of the [name] Student Chapter Affiliation Agreement is attached as Exhibit A.

Section 2 – Books and Records

The Student Chapter shall maintain books and records of its financial accounts, meeting minutes, and membership list (with names and addresses). The Student Chapter shall make these books and records available to NCPA upon request at any time. In addition, the Student Chapter shall provide to NCPA its Annual Report and midterm reports, and upon request, other documentation, including but not limited to tax filings.

Section 3 – Fiscal Year

The Student Chapter fiscal year shall begin at the start of fall quarter and end at the conclusion of summer quarter unless otherwise approved by NCPA in advance. A year-end report must be completed and sent from each Student Chapter by the specified deadline and will be used in determining the NCPA Student Chapter of the Year Award.

Section 4 – Contracts

The Board of Directors may authorize any Director, Officer or Student Member to enter into or execute any contract on behalf of the Student Chapter. However, without such authorization, no person has the power or authority to bind the Student Chapter under any contract or agreement, to pledge the Student Chapter's credit, or to render the Student Chapter liable for any purpose or amount.

Section 5 – Conflict of Interest Policy

The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Student Chapter.

Section 6 - Dues

A Student Chapter may assess additional chapter dues from its Student Members within reasonable limits to cover expenses of operation and activities. NCPA is not liable for any expense incurred by a local Student Chapter.

Section 7 – NCPA Bylaws

The constitution and Bylaws of NCPA (attached as Exhibit B) are binding on the Student Chapter.

Section 8 – Amendments

Amendments to these Bylaws are made by (a) a majority of the Student Members voting where a quorum is present, or (b) three-quarters of the full Board of Directors.

Section 9 – Assets of the Student Chapter and Dissolution

No Student Member of the Student Chapter has any right, title or interest in or to the Student Chapter's assets. In no event may any assets inure to the benefit of or be distributed to any Student Member, Director, Officer or agent of the Student Chapter.

National Community Pharmacists Association
Student Chapter Affiliation Agreement

THIS AFFILIATION AGREEMENT (the “Agreement”), is made this [] day of [], 20[], by and between the National Community Pharmacists Association (“NCPA”), a non-profit Virginia corporation, with a place of business at 100 Daingerfield Road, Alexandria, VA 22314, and [name] (“Chapter”), with its primary location of business in [city, state].

NOW THEREFORE, in consideration of the premises set forth above and the promises set forth below, the sufficiency and receipt of which are hereby acknowledged, the parties hereby agree as follows:

I. Grant of Charter to Chapter.

- A. Charter. NCPA hereby grants to Chapter a non-exclusive charter to be a chapter of NCPA. In accordance therewith, Chapter is authorized to use the name “National Community Pharmacists Association Student Chapter,” and special student chapter logo of NCPA in or in connection with Chapter’s name, with the authority to use such marks in connection with Chapter activities authorized under this Agreement, subject to the terms and conditions of this Agreement and any written guidelines attached hereto, otherwise incorporated herein, or subsequently provided to Chapter by NCPA.
- B. Term and Termination. The Term of this Agreement shall commence on the effective date set forth above and shall continue until revoked by NCPA or surrendered by Chapter, pursuant to the terms of this Agreement for revocation and surrender.
- C. Student Chapter Operations and Sustainability Manual and Bylaws. Chapter represents and warrants that it meets the minimum requirements to establish a chapter, as set forth in the NCPA Student Chapter Operations and Sustainability Manual. Chapter further represents and warrants that it shall adopt bylaws in a form substantially similar to those attached as Exhibit A to this Agreement.
- D. Location of Representation. Chapter shall represent NCPA as NCPA’s exclusive student chapter affiliated with [name], pursuant to and in accordance with the NCPA mission and purposes as set forth in NCPA Articles of Incorporation and Bylaws or as otherwise established by the NCPA Board of Directors. NCPA shall not designate other student chapters affiliated with [name], but NCPA may, in its sole discretion, sponsor or conduct programs in conjunction with [name] and/or accept members not affiliated with Chapter who are students at [name].
- E. Authorized Activities. NCPA specifically authorizes Chapter to conduct the following activities within the Area: education and training and/or other professional development meetings/programs, membership recruitment and retention efforts, outreach to local universities and related organizations and such

other activities as may be consistent with the mission and purposes of NCPA and in which NCPA may from time to time authorize Chapter to engage.

II. Membership and Dues.

- A. Membership. The terms and conditions of membership in NCPA (“NCPA Membership”) shall be determined exclusively by the NCPA Board of Directors. NCPA Chapter participation is optional and is not a condition of NCPA membership. There must be a minimum of sixteen (16) current national dues paying members of NCPA in the Area that have demonstrated interest in NCPA for NCPA to grant a charter to Chapter. No more than eight (8) of the charter members may be in their final semester of didactic education. This membership minimum must be maintained in order to keep the charter active. You will submit your roster with your end of year report. If the national membership drops below 16, NCPA shall have discretion regarding revocation of the charter, including without limitation putting the chapter on probation for up to 2 years and/or revoke the charter if membership is not sufficiently reinstated.
- B. Dues. Dues levels and conditions for the NCPA Membership will be determined by the NCPA Board of Directors.

III. Obligations of NCPA.

NCPA’s obligations under this Agreement shall include:

- A. Promulgating guidelines, policies and procedures for chapters that assures that each chapter operates in a manner that supports the mission and objectives of NCPA and is in compliance with all laws and regulations governing Internal Revenue Code tax exempt organizations;
- B. Providing support services for chapters, to include ideas for education, service and fundraising projects;
- C. Assigning a staff liaison to the Chapter, who will help guide chapter governance, planning and program implementation will serve as a point of contact for accessing other NCPA resources;
- D. Providing dedicated space on the NCPA website for student member general information and activities, in accordance with NCPA’s policies and guidelines for its website;
- E. Providing timely access to information about NCPA’s programs, services and initiatives and to implement mechanisms for engaging chapter leadership as a resource for future strategic and operational planning for NCPA;

- F. Provide chapter leaders with resources and forums to exchange ideas and best practices among one another and with NCPA Headquarters.
- G. Creating a specially designed NCPA Student Chapter logo (See Exhibit B) and guidelines on the use of this logo and the NCPA name; and
- H. Providing access to special materials that can be used for Chapter programs at a reduced fee or no cost, when appropriate.

IV. Obligations of Chapter.

Chapter's obligations under this Agreement shall include:

- A. Corporate and Tax Status. Chapter warrants that it shall operate as a nonprofit entity.
- B. Bylaws. As a condition of receipt of its charter as a chapter of NCPA, Chapter shall provide its Bylaws to NCPA. Such Chapter Bylaws are, and shall remain, consistent in all material respects with the Model Bylaws attached hereto as Exhibit A and incorporated by reference herein. Any amendments to Chapter's Bylaws must first be submitted to, and approved by, NCPA. Chapters shall have as its purposes those set forth in the Model Bylaws attached in Exhibit A, shall conduct its activities at all times in accordance with such Bylaws, and shall comply at all times with all of the requirements set forth in NCPA's Bylaws attached in Exhibit C, and all other chapter-related policies, procedures, handbooks, or other written guidance provided heretofore or hereafter by NCPA (all of which are incorporated by reference).
- C. Compliance with Laws. Chapter warrants that it is in full compliance with all applicable laws, NCPA regulations, NCPA policies, and other legal standards that may affect its performance under this Agreement, and shall remain in full compliance with, and otherwise conduct its activities at all times in accordance with, all applicable law, regulations and other legal standards, including all applicable tax obligations.
- D. Recordkeeping, Reporting and Inspection. Chapter shall maintain reasonable records related to all of its programs, activities and operations. Chapter shall submit regular written reports, no less than once per year, to NCPA summarizing its programs, activities and operations and its annual plans and budget. Upon the written request of NCPA and at NCPA's expense, Chapter shall permit NCPA or NCPA's designated agent to review appropriate records of Chapter pertaining to its programs, activities, finances and operations. Alternatively, Chapter shall send to NCPA copies of such records. Chapter is required to file a variation of Form 990 with the IRS on an annual basis with a copy to NCPA to ensure it is in compliance.

- E. Programs and Activities. Chapter shall hold at least two (2) professional development activities per year. Chapter shall endeavor to sponsor and conduct programs and activities that further the purposes and objectives of NCPA, and shall use its best efforts to ensure that such programs and activities are of the highest quality with respect to content, materials, logistical preparation, and otherwise. Chapter shall endeavor to use, to the extent possible, materials available through NCPA in support of such programs and activities. Upon request, Chapter shall send to NCPA on a regular basis a schedule of upcoming meetings, conferences and seminars, as well as other programs and activities that Chapter intends to sponsor or conduct. NCPA may, at its sole discretion, send representatives to observe such programs and activities. Upon request, Chapter shall also send to NCPA an annual plan of activities for the following year, at the beginning of quarter four of the previous year.

V. **Intellectual Property and Confidential Information.**

- A. Limited License. In accordance with NCPA’s non-exclusive grant to Chapter to be a chapter of NCPA, Chapter is hereby granted a limited, revocable, non-exclusive license to use (i) the name “National Community Pharmacists Association Student Chapter,” acronym “NCPA Student Chapter,” and the logo of NCPA Student Chapter (hereinafter collectively referred to as the “Marks”), and (ii) all copyrighted or proprietary information and materials provided by NCPA to Chapter during the Term of this Agreement (hereinafter referred to as the “Proprietary Information”) (the Marks, and Proprietary Information are hereinafter collectively referred to as the “Intellectual Property”) in or in connection with Chapter’s name, acronym and logo and for other official Chapter-related purposes, with the limited authority to use the Intellectual Property solely in connection with the activities authorized by NCPA, subject to the terms and conditions of this Agreement and any written guidelines attached hereto, otherwise incorporated herein, or subsequently provided to Chapter by NCPA. Chapter is not granted the right to use the name “National Community Pharmacists Association, acronym NCPA, or the NCPA logo without using it in conjunction with the words “Student Chapter.”
- i. The Intellectual Property is and shall remain at all times the sole and exclusive property of NCPA. The Intellectual Property may be used by Chapter of NCPA if and only if such use is made pursuant to the terms and conditions of this limited and revocable license. Any failure by Chapter to comply with the terms and conditions contained herein, whether willful or negligent, may result in the immediate suspension or revocation of this license, in whole or in part, by NCPA. Failure to comply, whether willful or negligent, also may result in the suspension or revocation of the charter of Chapter by NCPA.

- ii. NCPA's Marks may not be revised or altered in any way, and must be displayed in the same form as produced by NCPA. Chapter must contact NCPA and provide a proof or design of the Marks' intended use. The intended use of the Marks must be approved in writing by NCPA before they are used. Without further notice, NCPA reserves the right to prohibit use of the Marks if it determines, in its sole discretion, that Chapter's usage, whether willful or negligent, is not in strict accordance with these terms and conditions, otherwise could discredit NCPA or tarnish its reputation and goodwill or if Chapter and NCPA otherwise discontinue their relationship. The Marks may not be used in conjunction with any other trademark, service mark, or other mark without the express prior written approval of NCPA.
- iii. The Intellectual Property must be used by Chapter in a professional manner and solely for official Chapter-related purposes. Chapter shall not permit any third party to use the Intellectual Property without NCPA's express prior written approval. Chapter shall not sell or trade the Intellectual Property without NCPA's express prior written approval. Notwithstanding the foregoing, the Intellectual Property may not be used for individual personal or professional gain or other private benefit, and the Intellectual Property may not be used in any manner that, in the sole discretion of NCPA, discredits NCPA or tarnishes its reputation and goodwill; is false or misleading; violates the rights of others; violates any law, regulation or other public policy; or mischaracterizes the relationship between NCPA and Chapter, including but not limited to the fact that Chapter is a separate and distinct legal entity from NCPA.
- iv. Chapter shall not have any rights to the NCPA membership mailing list ("Mailing List").
- v. In any authorized use by Chapter of the Intellectual Property, Chapter shall ensure that the applicable trademark and copyright notices are used pursuant to the requirements of United States law, the laws of the Area, and any other guidelines that NCPA may prescribe.
- vi. NCPA shall have the right, from time to time, to request samples of use of the Intellectual Property from which it may determine compliance with these terms and conditions. NCPA reserves the right to prohibit use of any of the Intellectual Property, as well as to impose other sanctions, if it determines, in its sole discretion, that Chapter's usage thereof is not in strict accordance with the terms and conditions of this limited and revocable license.
- vii. Use of the Intellectual Property shall create no rights for Chapter in or to the Intellectual Property or its use beyond the terms and conditions of this limited and revocable license. All rights of usage of the Intellectual Property by Chapter shall terminate immediately upon the revocation, surrender or other termination of this Agreement. Chapter's obligations to protect the Intellectual Property shall survive the revocation, surrender or other termination of this Agreement.

- B. Confidential Information. The parties shall maintain the confidentiality of all of the confidential and proprietary information and data (“Confidential Information”) of the other party. The parties also shall take all reasonable steps to ensure that no use, by themselves or by any third parties, shall be made of the other party’s Confidential Information without such other party’s consent. Each party’s Confidential Information shall remain the property of that party and shall be considered to be furnished in confidence to the other party when necessary under the terms of this Agreement. Upon any revocation, surrender or other termination of this Agreement, each party shall: (i) deliver immediately to the other party all Confidential Information of the other party, including but not limited to all written and electronic documentation of all Confidential Information, and all copies thereof; (ii) make no further use of it; and (iii) make reasonable efforts to ensure that no further use of it is made by either that party or its officers, directors, employees, agents, contractors, or any other person or third party. Each party’s confidentiality obligations under this Section shall survive any revocation, surrender or other termination of this Agreement.

VI. Revocation or Surrender of Charter.

- A. Revocation of Charter. The charter granted by NCPA to Chapter hereunder shall remain in full force and effect unless and until revoked by NCPA or surrendered by Chapter in accordance with the provisions of this Agreement. NCPA shall have the authority to revoke the charter at its sole discretion. Any decision by NCPA to revoke Chapter’s charter shall be initiated by sending written notice to Chapter specifying the grounds upon which the revocation is based; provided, however, that NCPA shall provide Chapter with thirty (30) days from the date of such notice to cure any alleged breach of this Agreement. In the event that NCPA determines, in its sole discretion, that Chapter has not corrected the condition leading to NCPA’s decision to revoke Chapter’s charter, NCPA shall so notify Chapter in writing. NCPA’s decision shall become final unless, within thirty (30) days of its receipt of written notice from NCPA, Chapter delivers to NCPA a written notice to appeal such determination. Upon the filing of such an appeal notice, Chapter shall have the opportunity to present its case, by written communication or in person, to NCPA. The decision of NCPA upon such appeal shall be final and not subject to further appeal.
- B. Surrender of Charter. Chapter may surrender its charter by delivering to NCPA written notice of its intention to do so no less than sixty (60) days prior to the effective date of such surrender.

- VII. Miscellaneous. This Agreement constitutes the entire agreement of the Parties concerning the subject matter of this Agreement and supersedes any prior agreements, promises, negotiations or representations, either oral or written, relating to the subject matter of this Agreement. The validity and interpretation of this Agreement and any claim or dispute arising out of, or due to, the existence of this Agreement shall be governed by the laws of the Commonwealth of Virginia without regard to conflicts of law principles thereof. Any

claim or dispute arising in connection with this Agreement shall be resolved in the federal or state court situated within the Commonwealth of Virginia. The parties hereby consent to the jurisdiction and venue of such courts and waive any objections to the jurisdiction or venue of the courts. This Agreement may be executed, by original or facsimile signature, in any number of counterparts, each of which shall be regarded as an original but such counterparts shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused duplicate originals of this Agreement to be executed by their respective duly authorized representatives as of the date and year first above written.

NCPA

Chapter Name

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____