

By-Laws of the National Community Pharmacists Association

ARTICLE 1. Name

The name of this organization shall be "National Community Pharmacists Association."

ARTICLE 2. Purpose

The purpose(s) of the Association shall be:

Section 1: To promote pharmacy as a profession and the role of community pharmacy (defined as non-publicly or institutionally held organizations) and pharmacists in the American concept of free enterprise by maintaining freedom of choice of pharmacy to all patients.

Section 2: To maintain and expand programs providing enhancement of education for the membership to strengthen their professional and business abilities, and to encourage schools of pharmacy to place adequate emphasis on the practical realities of contemporary community practice.

Section 3: To provide effective support and sponsorship of programs to encourage careers in community pharmacy and to support the business operations of the NCPA Foundation, NCPA Innovation Center, and NCPA Innovation Center Services.

Section 4: To disseminate professional and economic information to the membership and to cooperate and participate with all Federal agencies in making available health information through community pharmacies in the interest of public welfare.

Section 5: To maintain vigilance in administrative, legislative, regulatory, and governmental affairs affecting the practice of community pharmacy in the interest of the public welfare and to assure professional control of the practice of pharmacy by pharmacists.

Section 6: To urge and assure representation and recognition of community pharmacy along with other health professions in all local, state, and Federal agencies serving the health and welfare of the public.

Section 7: To encourage and support member pharmacists to participate effectively in political and administrative activities to assure quality, equity, and fairness in compensation and access to markets and patients.

Section 8: To establish relationships with and to exchange information among other health professions to promote mutual understanding in areas affecting our profession and theirs.

Section 9: To educate the public on clinical services provided by pharmacists and to support pharmacists through education on safe and effective drug counseling, therapy, and administration.

Section 10: To recognize that the future of community pharmacy is tied inextricably to the future of small business itself, and thus requires a continuing effort on behalf of small business in general.

ARTICLE 3. Membership

Subject to approval by the Board of Directors, the following individuals and organizations may be admitted to the membership of this Organization as voting members:

Section 1: Voting Members. Voting Members are members eligible to serve as delegates to a House of Delegates that include the following categories:

Section 1.1: Pharmacy Location Member Designees. Any licensed non-publicly traded or institutionally held retail pharmacy or other non-publicly traded or institutionally held licensed pharmacy practice site may apply to be a Pharmacy Location Member and shall be entitled to designate one (1) Voting Member, per registered location. The Voting Member location designee must meet one of the other categories defined in this Section.

Section 1.2: Pharmacist Owners or Managers, and Community Pharmacists. Any licensed pharmacist engaged in the ownership or management of a community pharmacy, or a licensed pharmacist actively working at and has been designated by a Pharmacy Location Member.

Section 1.3: Non-Pharmacist Owners. Any or non-pharmacists engaged in the ownership of a community pharmacy. Consistent with Article 5, Section 2 of these Bylaws, non-pharmacists may not serve as a Vice President or be a member of the Board of Directors.

Section 1.4: Legacy. Any licensed pharmacist or non-pharmacist who has been a Voting (formerly Active) Member for ten (10) years shall be eligible as a Voting Member regardless of whether he or she currently owns or manages an community pharmacy.

Section 1.5: Past Presidents. Any Past Presidents of this Association who shall be entitled to all the privileges of Voting Members, except as limited by Article 5, Section 1.6.

Section 1.6: Lifetime Member. Any individual who became a Lifetime Member when such membership was available.

Section 2: Non-Voting Members. The Board may establish through a resolution passed on majority vote various categories of non-voting members.

Section 3: Removal from Membership. Members may be suspended or expelled:

- a) for nonpayment of Association dues or assessments in the current or any prior year; or
- b) if convicted of a felony; or
- c) if the member's pharmacy license or pharmacist license is suspended or revoked by the issuing authorities; or
- d) in the case of Organizational or Other Members, if they no longer contribute to the advancement and purposes of the Association or abide by these bylaws.

Section 4: Rights and Obligations of Members.

Section 4.1: General. All Members shall comply with these Bylaws and pay Association dues on time.

Section 4.2: Voting. The voting membership, i.e., delegates to a session of the House of Delegates, of this Organization, shall consist only of Voting Members and the delegates-at-large representing the Sections authorized under Article 9.

ARTICLE 4. Governing Body

Section 1: The corporate powers of the Association shall be exercised under the authority of, and the business and affairs of the Association shall be governed by, a Board of Directors (referred to herein as the “Board of Directors” or the “Board” or as “Board member(s)”), except that no policy duly adopted by the Association’s delegates at any of its annual or special session of the House of Delegates shall be violated or disregarded by the Board of Directors at any time in the exercise of its authority, not including any policy that might interfere with the Board of Directors’ fiduciary duties to the Organization. The Board and its meetings shall be led by a Board member designated as the Chair by a majority of the other Board members.

Section 2: *Fiscal Authority*. The Board of Directors shall have the authority to invest the funds of this Association in such investments as they may deem proper. The Board shall upon a two-thirds (2/3) vote adopt and maintain, and adhere to governing policies setting forth standards for investment, fiscal planning, and management, and shall retain a Certified Public Accountant to audit the financial condition and statements of the Association annually.

Section 3: *Number and Qualifications*. The Board of Directors shall be comprised of nine (9) Voting Members of the Association, to include six (6) elected Board members, plus the President, President-Elect, and immediate Past President. Only a Voting Member who has served as a Vice President, and who has all majority-owned licensed retail pharmacies or other licensed pharmacy practice sites registered as Pharmacy Location Members is eligible for election to the Board of Directors.

Section 4: *Election and Term Limitations*

a) at each annual session of the House of Delegates of the Association, no less than two (2) members of the Board shall be elected by majority vote of the House of Delegates to serve for three (3) years each, such newly elected Board members to replace the two members of the Board of Directors whose terms are then-expiring. If any vacancy exists on the Board of Directors, the delegates at the annual or any special session of the House of Delegates shall also elect members of the Board of Directors to bring it up to its total of six (6) such elected Board members. All such members of the Board of Directors shall serve for the allotted term for which they are elected, or until their successors have been elected and installed. Board members are eligible for election to up to two (2) three (3)-year terms, with the exception of the President-Elect, President, and immediate Past President, whose terms shall be extended without further member or delegate action to fulfill the ascendancy to those offices. Notwithstanding the foregoing or anything to the contrary herein, a Board member who has served two (2) three (3)-year terms is not prohibited from being elected by a majority vote of the House of Delegates to complete an unexpired term on the Board of Directors or to serve one (1) or more additional one (1) year terms on the Board of Directors prior to ascending to the position of President or President-Elect.

b) If the Board of Directors alters the schedule of House of Delegates such that the term of an officer’s or director’s service would be reduced by more than two months, the Board shall have the ability, at its discretion, to delay the election of officers and new Board members to a subsequent session of the House of Delegates.

Section 5: *Vacancies*. In the event of an interim vacancy on the Board of Directors, the President may fill such vacancy by appointment, subject to the approval of a majority of the Board. Such appointment,

however, shall be made only for the period until the next annual or special session of the House of Delegates.

Section 6: Regular Meetings. The Board of Directors shall meet no fewer than four (4) times per year. The Board of Directors may provide by resolution the time, day, and place for the holding of regular meetings of the Board by giving notice thereof as hereinafter provided.

Section 7: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the President, or any majority of the Board members then in office.

Section 8: Notice of Board of Directors' Meetings. Notice of any regular meeting of the Board of Directors shall be given by written notice (which shall include electronic transmission) no less than seven (7) calendar days before such meeting. Notice of any special meeting of the Board of Directors shall be given by written notice (which shall include electronic transmission) no less than twenty-four (24) hours before such meeting. Notice of special meetings shall include specific agenda items, the content of which shall be the only things upon which the Board may take action at such meeting.

Section 9: Electronic Meetings. The Board of Directors may choose to allow Board members to participate in a meeting of the Board or any committee thereof by means of a conference telephone or by other means where all persons participating in the meeting can simultaneously hear and speak to each other, and participation by such means shall constitute presence in person at such meeting.

Section 10: Action by Board of Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors of the Association or any committee thereof may be taken without a meeting if consent in writing setting forth the action so taken shall be agreed upon by all members of the Board entitled to vote with respect to the subject matter thereof.

Section 11: Quorum and Voting. The presence of a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The vote of a majority of a quorum shall be necessary to authorize all corporate action (including action(s) by the Board without a meeting) unless otherwise required by the Articles of Incorporation, these Bylaws, or statute. There shall be no proxy voting by the Board of Directors.

Section 12: Conduct of Meeting. All meetings of the Board of Directors shall be presided over by the Board Chair. If the Chair is not present, the President shall preside. If neither of such officers is present, a meeting chairperson shall be elected by a majority of the Board members present at such meeting.

Section 13: Removal. If the Board of Directors determines by a majority vote that a member of the Board of Directors should be removed, the Board of Directors shall, consistent with Virginia law, call a special session of the House of Delegates to vote on whether to remove the member of the Board of Directors. A member of the Board of Directors can only be removed by a majority vote of delegates at a special session of the House of Delegates.

ARTICLE 5. Board Officers, Staff Positions, and Other Elected Positions

Section 1: Board Officers. The officers of the Board of Directors shall be a President-Elect, President, immediate Past President, Treasurer and a Board Chair. The delegates shall annually elect by majority vote the President-Elect, who shall ascend without further member or delegate action to the office of

President and then immediate Past President. The Board shall elect from among the Board members by a majority thereof the Treasurer and the Board Chair.

Section 1.1: *Staff Positions*. There shall be a Chief Executive Officer (CEO), whose employment shall be determined by the Board of Directors. The Chief Executive Officer shall be responsible for the management, supervision, and operation of the Association's headquarters under authority delegated and as directed by the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board of Directors, without voting privileges, and shall receive such compensation as determined by the Board of Directors. There shall be a Corporate Secretary approved by the Board of Directors, who shall be an employee of NCPA.

Section 1.2: The President-Elect shall be elected at each annual session of the House of Delegates from among those who have completed at least one (1) three-year term on the Board of Directors, and shall serve for one (1) year, or until the President-Elect's successor has been elected and installed. The President-Elect shall be installed as President at the next annual session of the House of Delegates following the session of the House of Delegates at which the President-Elect was elected. The term on the Board of Directors of an individual elected to the office of President-Elect shall be extended without further action of the members or delegates, if necessary, to fulfill the President-Elect's ascendancy to President and then to immediate Past President.

Section 1.3: In the event the office of President-Elect becomes vacant for any reason prior to the annual session of the House of Delegates at which the President-Elect is to be installed, the office of President-Elect and President for such year shall be filled at the annual or any special session of the House of Delegates in the same manner that provided for the nomination and election of the President-Elect, except that the new President-Elect and President shall be elected and installed during the session of the House of Delegates at which they are elected.

Section 1.4: To be eligible for nomination and election as President or President-Elect, the member shall be a member of the Board of Directors at the time of such nomination and election.

Section 1.5: In case of removal of the President and/or the President-Elect from office or due to death, resignation, or other disability or inability to discharge the powers and duties of said office, the Board of Directors shall by majority vote name from among its number an Acting President and/or Acting President-Elect, who shall exercise all of the powers and duties of his or her respective office and who shall serve at the pleasure of a majority of the Board of Directors until the next annual or special session of the House of Delegates, unless sooner removed by majority vote of the Board. Such service as Acting President or Acting President-Elect shall not, however, constitute a bar against such individual being nominated and elected as President or President-Elect at some future time because of the limitation on past Presidents contained in Section 1.6 of this Article. In case of disagreement over the interpretation of the terms "inability," "disability" or "disabilities" as used in this section when applied to any specific situation, the final judgment of a majority of the members of the Board of Directors shall prevail and be final.

Section 1.6: Except for the President, President-Elect, and Immediate Past President, all Board officers may be nominated and elected to succeed themselves. A Past President of this Association, however, shall not be eligible for nomination or election as a member of the Board of Directors.

Section 2: Other Elected Positions. In addition to the Board, there shall also be five (5) Vice Presidents of the Association, elected at each annual session of the House of Delegates of the Association to one (1) year terms, who shall not be officers, or members of the Board of Directors. The Board of Directors may suggest to the Nominating Committee a candidate for any Vice President position subject to election.

Section 3: Vice President Eligibility. All Vice Presidents of this Association shall be elected from among Voting Members who are licensed pharmacists in their respective states and who meet all the requirements of a Voting Member as defined in Article 3, Section 1 of these Bylaws.

Section 4: Vice President Removal. If the Board of Directors determines by a majority vote that a Vice President should be removed, the Board of Directors shall call a special session of the House of Delegates to vote on whether to remove the Vice President. A Vice President can only be removed by a majority vote of delegates at a special session of the House of Delegates.

ARTICLE 6. Duties of Board Officers

Section 1: It shall be the duty of the President to preside at meetings of the Association's membership and of the House of Delegates; to make the appointments prescribed in these Bylaws and the Board of Directors' governing policies; to call special meetings of the Association's membership; and to perform such other duties as the Board of Directors shall direct. The President shall receive, in addition to expenses incurred, such compensation as the Board of Directors shall determine.

Section 2: The President-Elect shall, in the absence of the President or in the event of his or her inability or refusal to act, perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 3: The Board Chair shall, serving as the Association's chief governance officer, preside over all meetings of the Board of Directors, and shall fulfill such other responsibilities as may be delegated in the Board's governing policies. The Chair may sign, with any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has duly authorized to be executed, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association.

Section 4: The Treasurer shall serve as the Chair of the Board's Audit Committee, and may advise the Board on matters of fiscal policy. The Treasurer shall cause to be kept through the Corporate Secretary the minutes of the House of Delegates, and of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and perform such other related duties of the office as the Board may direct.

Section 5: Each Vice-President shall be dedicated to the policies and objectives of the Association, and shall, upon appointment by the President, serve as chairperson of a committee and provide such additional services to the Association as may be further requested by the President or the Board of Directors.

Section 6: The members of the incoming Board of Directors shall, at the first convenient time after their election and installation, choose the Chair and Treasurer, for the ensuing year. Any vacancy that may

occur in either office between annual sessions of the House of Delegates shall be filled at the next meeting of the Board of Directors.

Section 7: The Board of Directors shall provide an office as headquarters of the Association.

ARTICLE 7. Committees

Section 1: Standing and special committees of the Association's membership may be created by action of any annual or special session of the House of Delegates, or by action of the Board of Directors between sessions of the House of Delegates.

Section 2: In addition to the committees set forth below, the Board may establish, from time to time, such committees as it may deem necessary to assist it in its work. The resolution establishing such committees shall state the purpose, timeline, chair (e.g., a Vice President), and authority of each committee. No committee shall have the authority to:

- a) amend, alter or repeal the Association's Articles of Incorporation or these Bylaws;
- b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the Association;
- c) adopt a plan of merger or consolidation with another corporation;
- d) authorize the sale, lease, or exchange of any or all of the property and assets of the Association not in the ordinary course of business;
- e) authorize the voluntary dissolution of the Association or revoke proceedings therefore;
- f) adopt a plan for the distribution of the assets of the Association; or
- g) amend, alter, or repeal any resolution of the Board or House of Delegates, which by its terms provides that it shall not be amended, altered, or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed upon it, or them, by applicable law.

Section 3: The President shall appoint, with the approval of a majority of the Board of Directors, members to the following standing committees, which shall have specific charges and authority as set forth in the then-in-effect governing policies of the Board. Appointed committee members shall serve until their successors are appointed:

- a) Audit Committee;
- b) CEO Compensation Committee; and
- c) Bylaws Committee.

Section 4: The Audit Committee shall be responsible for selecting and employing an independent public accounting firm, whose duty it shall be to audit the books and records of the Association, at least once in each fiscal year, and shall provide copies of the audit report to the Board of Directors within a reasonable time after the end of the fiscal year, which shall thereafter timely provide a copy of such audit report to

the CEO. The firm shall be paid out of the funds of the Association such compensation as the Board of Directors shall determine.

Section 5: If necessary and desirable, the Board of Directors may by a two-thirds (2/3) vote authorize reimbursement of necessary expenses incurred by members of the Association appointed to serve on any such committee.

Section 6: The President shall also make appointments to the following committees to function at each annual session of the House of Delegates, as provided for in these Bylaws:

- a) Nominating Committee:
- b) Resolutions Committee; and
- c) Credentials Committee.

Section 6.1: The President shall appoint the Chair and Co-Chair of the Nominating Committee, which shall be approved by the Board of Directors. The Committee may consist of one (1) Voting Member from each state represented at the House of Delegates. The Committee shall meet at the call of the President. It shall be the duty of said Nominating Committee to recommend to the House of Delegates a slate of Board members/Vice President(s) for offices that are vacant.

Section 6.2: The Resolutions Committee may consist of one (1) Voting Member from each state represented in attendance at the House of Delegates. The President shall appoint the Chair and Co-Chair of the Resolutions Committee. The committee will meet at the call of the President during the annual session of the House of Delegates.

Section 6.3: It shall be the duty of said Resolutions Committee to meet, consider, and report its findings and recommendations to the House of Delegates of all resolutions introduced that affect the public policy positions of the Association. All resolutions introduced shall have the endorsement of a Voting Member acting as a delegate at a session of the House of Delegates, or shall be signed by not fewer than five (5) Voting Members of the Association in good standing.

Section 6.4: All resolutions to be presented to the Resolutions Committee shall be typewritten or in writing that is legible and be presented at the Resolutions Committee meeting at the annual House of Delegates in order to be considered by the Resolutions Committee. Nothing provided for herein, however, shall prevent a resolution from being presented directly to the House of Delegates by an accredited delegate if the consideration of such resolution is first agreed to by the vote of the majority of the delegates then present and voting.

Section 6.5: The Credentials Committee shall consist of at least three (3) Voting Members, one of whom shall be designated as the Chair when appointed by the President.

Section 6.6: It shall be the duty of the Credentials Committee to examine the credentials of all delegates presented prior to any House of Delegates. The Committee shall render to the House of Delegates, as soon as possible, its report showing the total number and names of delegates by state whose credentials have been filed and accepted. The Committee may report doubtful or contested cases, with recommendations, which the House of Delegates may adopt or reject. Only delegates whose rights to their seats are undisputed may vote at a House of Delegates.

ARTICLE 8. Dues

Dues of the various categories of memberships in the Association shall be fixed by action of the Board of Directors.

ARTICLE 9. Sections

Section 1: The Board of Directors may establish and from time to time may modify, suspend, or dissolve Sections of the Association, which can be established by appropriate Board action to represent selected practice area constituencies within NCPA.

Section 2: The Board of Directors shall establish certain processes and protocols appropriate for the management of such Sections.

Section 3: Each authorized Section may elect Section leadership according to those processes and protocols established or modified by the Board of Directors.

Section 4: The leadership of each authorized Section shall be entitled to designate two (2) delegates to all annual or special sessions of the House of Delegates. Each Section delegate will be entitled to one vote at each annual or special session of the House of Delegates.

Section 5: A proposed Section shall be approved or rejected by a majority vote of accredited delegates at an annual or special session of the House of Delegates.

ARTICLE 10. Meetings; Delegate Selection

Section 1: The Association shall host an annual session of the House of Delegates at such time and place as the Board of Directors shall determine. Any session of the House of Delegates may be held by any means where all persons participating in the meeting can simultaneously hear and speak to each other, and participation by such means shall constitute presence in person at such meeting. The President shall call special a session of the House of Delegates at such time and place as a two-thirds (2/3) vote of the Board of Directors shall direct, or upon request of at least twenty percent (20%) of the Voting Members of the Association. The business of the Association at annual or special sessions of the House of Delegates shall be conducted by accredited delegates as defined in these Bylaws. The Order of Business at any annual or special sessions of the House of Delegates shall be determined by the President, subject to the approval of the Board of Directors.

Section 2: Accredited delegates, as provided for in Section 1 above, shall consist of Voting Members representing:

- a) the nine (9) members of the Board of Directors of the Association;
- b) two (2) delegates from each U.S. state, territory, and the District of Columbia;
- c) plus, one (1) delegate for every twenty-five (25) Voting Members, or major fraction thereof, from each U.S. state, territory, and the District of Columbia.

Section 3: Each Voting Member of this Association, for the purpose of accrediting delegates to annual or special sessions of the House of Delegates, shall upon becoming a member be credited to their principal place of residence during the preceding year.

Section 4: Each Section, as provided in Article 9, shall be entitled to two (2) delegates-at-large at each annual or special session of the House of Delegates.

Section 5: When a vote is demanded, the presiding officer shall put the question to vote, and whenever the vote is sufficiently pronounced, the presiding officer shall decide the results without a count; but if at least ten (10) total delegates from two or more states shall demand a count, it shall be had in the following manner upon the chair's request: all delegates in support of the question will be asked to stand and be counted in a similar manner. Only delegates present in person at the time of a roll call vote shall be entitled to vote.

Section 6: Fifty (50) delegates in attendance at a House of Delegates shall constitute a quorum, provided however, that not less than ten (10) states are represented.

ARTICLE 11. Amendments

The bylaws of this Association may be amended by a two-thirds (2/3) vote of the accredited delegates present following the completion of the following steps:

- a) Proposed amendments will be presented to the Bylaws Committee following a two-thirds (2/3) vote of the Board, at least nine (9) months prior to an annual or special session House of Delegates during which the delegates are to vote on adopting the amendments,
- b) The Bylaws Committee will then have six (6) months to consider the proposed amendments and must by majority vote move the proposed bylaw amendments to an annual or special session of the House of Delegates, and
- c) The proposed bylaw amendments must be presented to the Voting Members no later than three (3) months prior to the House of Delegates.

The amendments shall then be formally considered and voted upon by the accredited delegates at the next annual or special session of the House of Delegates, a quorum being present. The vote shall be an up or down vote.

ARTICLE 12. Miscellaneous Provisions

Section 1: The fiscal year of the Association is from July 1 to June 30. The collection of dues and assessments shall be determined under the authority of the Board of Directors.

Section 2: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern annual and special sessions of the House of Delegates, where they are not inconsistent with these Bylaws. Robert's Rules of Order may also be invoked at meetings of the Board of Directors by the Chair, or by majority vote of those present at a Board meeting at which quorum has been established.