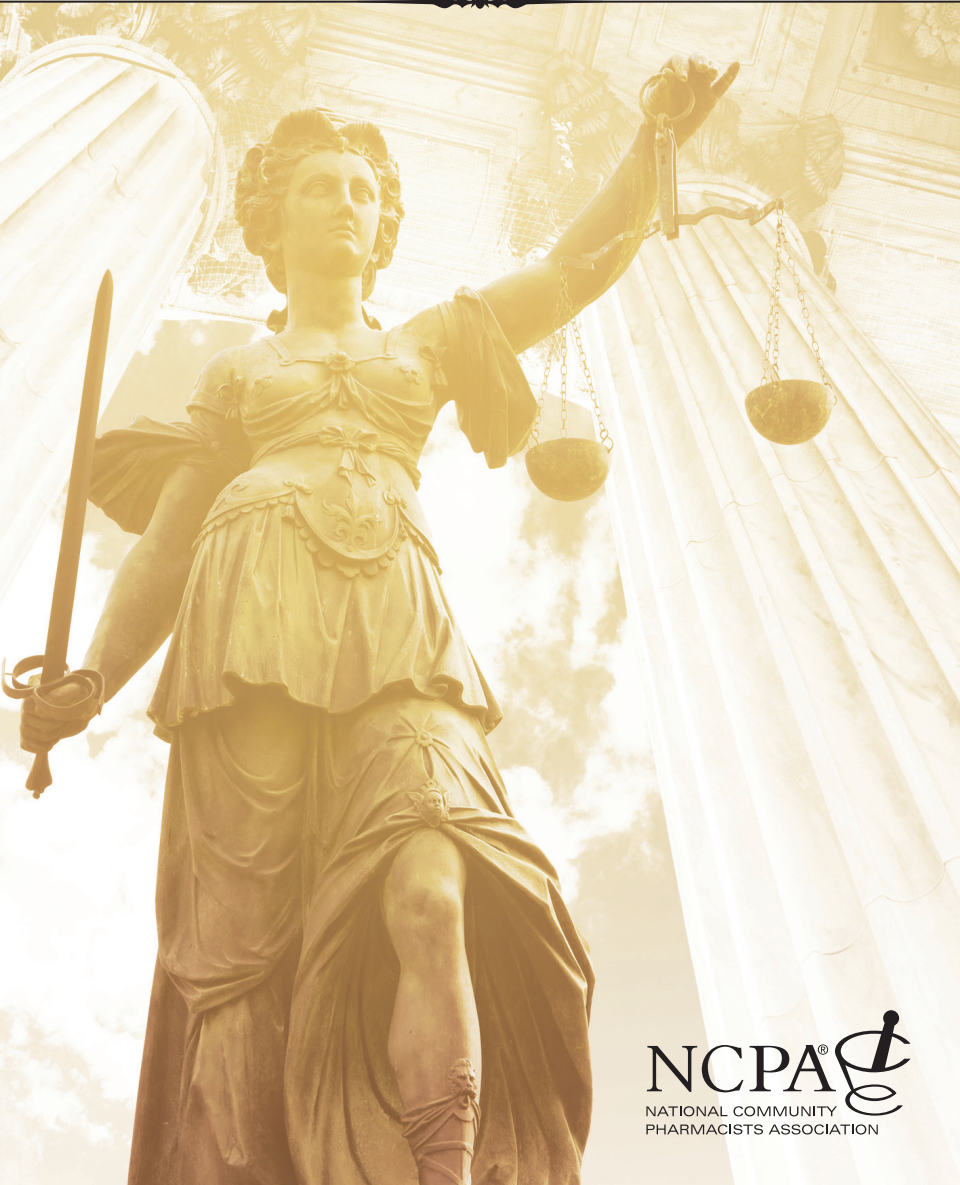


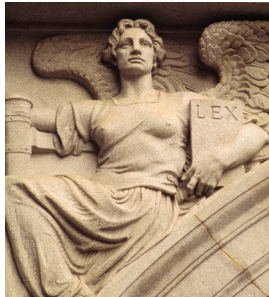
NCPA

BYLAWS



NCPA[®]
NATIONAL COMMUNITY
PHARMACISTS ASSOCIATION





AS ADOPTED BY THE HOUSE OF DELEGATES,
OCTOBER 27, 2011, AT THE 113TH ANNUAL
NCPA CONVENTION AND TRADE EXPOSITION
IN NASHVILLE, TN.

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 the independent community pharmacy and pharmacist in the American concept of free enterprise by maintaining freedom of choice of pharmacy to all citizens of the nation.

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

Section 3: To provide effective support and sponsorship of programs to encourage careers in community pharmacy and to support the educational assistance provided through the NCPA Foundation.

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 the pharmacies of the nation to the public it serves.

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

Section 6: To urge and assure representation and recognition of community pharmacy along with other health professions on 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 activity to assure quality, equity,

and freedom of choice in all third-party prepaid prescription programs financed by private or governmental sources.

Section 8: To establish liaison and to exchange information among other health professions to promote mutual understanding in areas affecting the practice of these health professions.

Section 9: To educate the lay public in the proper use of drugs, both prescription and nonprescription, and in the professional pharmacist's role in safe and effective drug counseling, therapy, and administration.

Section 10: To recognize that the future of independent 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

Section 1: The membership of this Organization shall consist of Active, Pharmacy, Associate, Affiliated State Association, Independent Pharmacy Association, Sustaining, Student, Pharmacy Technician, Corporate, and Honorary members.

Section 2: *Active Members.* Any licensed pharmacist engaged in the actual ownership or management of an independent (non-publicly or institutionally held) community pharmacy may be accepted as an Active member of this Association, subject to approval by the Board of Directors (as defined in Article 4, Section 1 below), by filing an application in writing with the Association, agreeing to comply with these Bylaws, and agreeing to pay Association dues and assessments as provided for herein. Any licensed pharmacist who has been an Active member for ten (10) years shall be eligible under this section as an Active member regardless of whether he or she currently owns or manages an independent community pharmacy. Active members shall be entitled to all privileges, including the right to vote and to hold elected office.

Section 2.1: Any individual non-pharmacist owner of an independent (non-publicly or institutionally owned) community pharmacy may also be accepted as an Active member of this Association, subject to approval by the Board of Directors (as defined in Article 4, Section 1 below), by filing an application in writing with the Association, agreeing to comply with these Bylaws, and agreeing to pay Association dues and assessments as provided for herein. Consistent with Article

5, Section 2 of these Bylaws, which requires that officers be licensed pharmacists, this subcategory of member may not serve as an officer of the Association.

Section 2.2: Past Presidents of this Association shall be entitled to all the privileges of Active members, except as limited by Article 5, Section 1.6.

Section 3: *Pharmacy Membership.* Any licensed retail pharmacy or other licensed pharmacy practice site may be accepted as a Pharmacy member of this Association, subject to the approval of the Board of Directors, by filing an application in writing with the Association, agreeing to comply with these Bylaws, and agreeing to pay Association dues and assessments as provided for herein. Pharmacy membership shall include one (1) Active membership, which shall be entitled to all of the privileges of an Active member; other eligible persons at said retail pharmacy or practice site may apply for membership by separately paying dues for the respective individual membership category for which he or she is eligible.

Section 4: *Associate Members.* The following classes of persons shall be eligible for Associate membership.

- a) Any individual who is a duly licensed pharmacist; and
- b) Any individual, having been admitted to Active membership, and having thereafter become ineligible for Active membership.

Associate members shall be entitled to all privileges of Active members except the right to vote and to hold elected office.

Section 5: *Affiliated State Association Members.* Each U.S. state, commonwealth, the District of Columbia or territorial association, may be accepted by the Board of Directors as an Affiliated State Association member of NCPA.

Section 6: *Independent Pharmacy Organizations.* Independent pharmacy owner associations, pharmacy services administrative organizations (PSAOs), group purchasing organizations (GPOs) and other local/regional groups representing at least twenty-five (25) Active NCPA members, who contribute to the advancement and purposes of the Association and upon written application to the Association, may be accepted by the Board of Directors as an Independent Pharmacy Organization member.

Section 7: Sustaining Members. Any individual, firm, partnership, or corporate entity not eligible for Active or Associate membership, who contributes to the advancement of the purposes of this Association, upon written application to the Association and agreeing to pay Association dues and assessments as provided for herein, may be accepted as a Sustaining member of this Association, and shall be entitled to all privileges of Active members, except the right to vote and to hold elected office.

Section 8: Student Members. Any student of an accredited college of pharmacy, upon written application to the Association and agreeing to pay Association dues and assessments as provided for herein, may be accepted as a Student member, and shall be entitled to such privileges as shall be determined by the Board of Directors.

Section 9: Pharmacy Technician Members. Support personnel employed by independent community pharmacy, working under the direct supervision of a pharmacist, and meeting criteria determined by the Board of Directors, upon written application to the Association and agreeing to pay Association dues and assessments as provided for herein, may be accepted as a Pharmacy Technician member, and shall be entitled to such privileges as shall be determined by the Board of Directors.

Section 10: Corporate Members. Any commercial entity (corporation, limited liability company, partnership) that supports the mission of the Association but is otherwise not eligible for membership as a Pharmacy member may be accepted as a Corporate member of this Association by filing an application in writing with the Association, agreeing to comply with these Bylaws, and agreeing to pay Association dues and assessments. Corporate membership shall include the enrollment of up to four (4) company representatives, each of whom which shall be entitled to receive such privileges as shall be determined by the Board of Directors.

Section 11: Honorary Members. At any annual convention, the House of Delegates by majority vote may select such person as they deem worthy of honorary membership in this Association. Persons so selected shall have the privileges of the floor at the conventions, but shall not be entitled to vote or to hold regular office in the Association, nor shall they be considered as delegates at annual or special conventions.

Section 12: Removal from Membership. Members may be suspended or expelled:

- a) for nonpayment of Association dues or assessments in the current or any prior year;
- 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.

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"), except that no policy duly adopted by the Association's House of Delegates at any of its annual or special conventions, shall be violated or disregarded by the Board of Directors at any time in the exercise of its authority. The Board and its meetings shall be led by a 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 securities as they may deem proper. The Board shall adopt, 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) Active Members of the Association, to include six (6) elected Board Members, plus the President, President-Elect, and immediate Past President. Only an Active member who has served as a Vice President is eligible for election to the Board of Directors.

Section 4: *Election and Term Limitations.*

- a) each annual convention 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 members to replace the two members of the Board of Directors whose terms are then-expiring. If any vacancy shall exist on the Board of Directors, the delegates at the annual or any special convention shall also elect members of the Board of Directors to bring it up to its total of six (6) such elected members. All such members of the Board of Directors shall serve for the allotted term for which they are elected, or until their successors shall have been elected and installed. Board members are

eligible for election to up to two (2) consecutive three-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) consecutive 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 annual conventions 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 the subsequent Annual Convention.

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 convention of the Association.

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: Meetings by Conference Telephone. The Board of Directors may choose to allow its members to participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment, by means of which 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 signed 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 unless otherwise required by the Articles of Incorporation, these Bylaws, or statute. There shall be no proxy voting on 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.

ARTICLE 5. Officers

Section 1: Board Officers. The officers of the Board of Directors shall be a President-Elect, President, immediate Past President, Secretary-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 its own members by a majority thereof the Secretary-Treasurer and the Board Chair. In addition, there shall be a Chief Executive Officer (CEO) without vote, whose employment shall be determined by the Board of Directors.

Section 1.1: Other Elected Officers. In addition to the Board Officers, there shall also be five (5) Vice Presidents of the Association, elected at each annual convention of the Association to one (1) year terms, who shall not be members of the Board of Directors. The Board of

Directors may suggest to the Nominating Committee a candidate for any Vice President positions subject to election.

Section 1.2: The President-Elect shall be elected at each annual convention from among those who have completed at least a three-year term on the Board of Directors, and shall serve for one (1) year, or until his or her successor shall have been elected and installed. The President-Elect shall be installed as President at the next annual convention following the convention at which he or she is 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 his or her 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 convention at which he or she is to be installed, the office of President for such year shall be filled at the annual or any special convention in the same manner as that provided for the nomination and election of the President-Elect, except that he or she shall be elected and installed during the convention at which 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 convention, 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 and President-Elect, 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: All officers of this Association shall be elected from among Active members who are licensed pharmacists in their respective states and who meet all the requirements of an Active member as defined in Article 3, Section 2 of these Bylaws.

Section 3: At any duly constituted meeting in advance of the annual convention, the Board of Directors may select an Honorary President of the Association, chosen for the honor because of outstanding service to the profession, and who shall be installed at the next convention. Such Honorary President shall not be entitled to vote or hold regular office in the Association other than as may be permitted under the applicable membership category of these bylaws, and shall serve until the convention following installation.

ARTICLE 6. Duties of 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 at 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 Secretary-Treasurer shall serve as the Chair of the Board's Audit Committee, and may advise the Board on matters of fiscal policy. The Secretary-Treasurer also shall keep, or cause to be kept, 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 Chief Executive Officer shall be responsible for the management, supervision, and direction of the operation of the Association's headquarters office 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 a majority of the Board of Directors.

Section 7: The members of the incoming Board of Directors shall, at the first convenient time after their election and installation, choose one of their own number to act as Board Chair, and one of their own number to act as Secretary-Treasurer, for the ensuing year. Any vacancy that may occur in either office between annual conventions shall be filled at the next meeting of the Board of Directors.

Section 8: The Board of Directors shall provide an office as headquarters of the Association. In the interim between annual or special conventions of the Association, the Board of Directors shall have charge of all business with the power to act on behalf of the Association. It shall have authority to hold its meetings at whatever time or place the majority of the members of said Board of Directors shall determine.

ARTICLE 7. Committees

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

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, time line, 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 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, him, or her 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) Committee on National Legislation and Governmental Affairs;
- b) Audit Committee;
- c) CEO Compensation Committee; and
- d) 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 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 convention, as provided for in these Bylaws:

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

Section 6.1: The Nominating Committee shall be appointed with the approval of the Board of Directors at the annual convention, and such Committee may consist of one (1) member from each state represented at the convention. The President shall appoint a chairperson of the Nominating Committee from among the members approved by the Board. 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/officers for offices that are vacant.

Section 6.2: The Resolutions Committee shall consist of one (1) member from each state represented in attendance at the convention. The committee Chairperson shall be appointed by the President at least thirty (30) days prior to the convention. The committee will meet at the call of the President during the annual convention.

Section 6.3: It shall be the duty of said Resolutions Committee to meet, consider, and report its findings and recommendations to the convention of all resolutions introduced that affect the public policy positions of the Association. All resolutions introduced shall have the endorsement of an Association member acting as a delegate at the convention, or shall be signed by not fewer than five (5) Active 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 convention in order to be considered by the Resolutions Committee. Nothing provided for herein, however, shall prevent a resolution from being presented directly to the convention 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 President shall appoint the Chairs of the Nominating and Resolutions Committees at least thirty (30) days prior to the convention and the said Chairpersons shall not be required to be delegates or members of said committees to serve as chair of the committees, subject to the approval of the Board of Directors.

Section 6.6: The Credentials Committee shall consist of at least three (3) members, one of whom shall be designated as the Chair when appointed by the President.

Section 6.7: It shall be the duty of the Credentials Committee to meet following its appointment and to examine the credentials of all delegates presented, in accordance with Article 10 of these Bylaws. The Committee shall render to the convention, as soon as possible, its report showing the total number of delegates by state whose credentials have been filed and accepted. The Committee may report doubtful or contested cases, with recommendations, which the convention may adopt or reject. Only delegates whose rights to their seats are undisputed may vote.

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 consistent with Article 2 of these Bylaws.

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 conventions. Each Section delegate will be entitled to one vote at each annual or special convention.

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

ARTICLE 10. Meetings; Delegate Selection

Section 1: The Association shall meet annually at such time and place as the Board of Directors shall determine. The President shall call special conventions at such time and place as the majority of the Board of Directors shall direct, or upon request of at least twenty percent (20%) of the Active membership of the Association. The business of the Association at annual or special conventions shall be conducted by accredited delegates who shall be Active members of the Association as defined in Article 3, Section 2 of these Bylaws. The Order of Business at any annual or special convention 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:

- a) the elected Officers and members of the Board of Directors of the Association, as defined in Article 4 of these Bylaws;
- b) two (2) delegates-at-large from each state-affiliated association;
- c) all delegates of the various Independent Pharmacy Organization members in the various states, chosen on the basis of one (1) delegate for each twenty-five (25) Active members, or major fraction thereof, as provided for in Article 3, Section 2 of these Bylaws; and
- d) an alternate for each delegate chosen under paragraphs (2) and (3) above, to be chosen in the same manner; provided, however, that in the event that a member qualifies to be an accredited delegate under more than one of the foregoing categories, such member shall be entitled to and may participate as a delegate under only one such category and shall not in any event have more than one (1) vote at any annual, special, or other meeting of the Association.

Section 3: Each Active member of this Association, for the purpose of accrediting delegates to annual or special conventions, shall upon becoming a member be credited to the nearest existing Independent Pharmacy Organization member duly qualified and recognized by this Association. Board members, Officers, and Past Presidents are delegates, and do not count as part of their state's delegate allocation.

Section 3.1: Each Independent Pharmacy Organization member duly qualified and recognized by this Association, having twenty-five (25) or more dues-paid Active members of this Association, shall be entitled to one (1) delegate for each twenty-five (25) such dues-paid Active members, or major fraction of twenty-five (25) such members, provided that the proper credentials shall have been filed.

Section 3.2: Each local, county, or district association, duly qualified and recognized by this Association, having less than twenty-five (25) dues-paid members, may have their membership credited to a geographically related and duly qualified and recognized association for purposes of determining any delegate entitlement.

Section 4: No person shall qualify as a delegate to any annual or special convention of this Association unless he or she meets all of the criteria as an Active member, as contained in Article 3, Section 2, within the fiscal year preceding the convention at which such person is selected as a delegate. To qualify, the person selected as a delegate must also have as his or her principal place of residence during the preceding year a location that is within the official boundaries of the state in which the organization accrediting him or her is located.

Section 5: Each Affiliated State Association member, as provided in Article 3, Section 5, shall be entitled to two (2) delegates-at-large at each annual or special convention, subject to compliance with Article 10, Section 1 of these Bylaws.

Section 6: Each Section, as provided in Article 10, shall be entitled to two (2) delegates-at-large at each annual or special convention.

Section 7: 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) delegates from two or more states shall demand a count, it shall

be had in the following manner upon the chair's request: all members 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 8: A delegate vote of fifty (50) members shall constitute a quorum, provided however, that not less than ten (10) states are represented.

ARTICLE 11. Amendments

The Bylaws of this Association must be altered, amended, or repealed, and new Bylaws may be adopted, over a two annual or special convention time period. Proposed amendments must be presented and read to the delegates at one annual or special convention, after having been duly presented to the Bylaws Committee at least sixty (60) days prior to the meeting date of such convention, and having been favorably acted upon by such Committee. No discussion or vote on the newly proposed amendments shall take place at this initial stage of the amendment process. Members shall be given due notice of the proposed amendments at least thirty (30) days prior to the next annual or special convention and the amendments shall be formally considered and voted upon by the delegates at this convention. A two-thirds (2/3) majority vote of the accredited delegates present and voting is required for ratification of proposed amendments to these Bylaws.

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 shall govern annual and special convention meetings. 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.



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