

BY-LAWS OF THE NEW HAMPSHIRE PHARMACISTS ASSOCIATION

ARTICLE I

NAME & LOCATION

Section 1. Name

The name of the Association shall be the New Hampshire Pharmacists Association, hereinafter referred to as the “Association.”

Section 2. Location

Offices for the transaction of business of the Association shall be located at such places as the Board of Directors shall from time to time determine and direct.

Section 3. Definitions

Where it appears in these by-laws, the word “he” or “his” or other uses of the masculine gender are intended to imply both male and female members of the Association.

The term “Board” shall refer to the Board of Directors of the Association, as defined in Chapter IV, Section 1 of these by-laws.

ARTICLE II

OFFICERS

Section 1. General

The officers of this Association shall consist of the President, President-Elect/Immediate Past-President, President Emeritus, Vice President, Treasurer, and Secretary.

Section 2. President

The President shall be the principal officer of the Association and shall preside at all meetings of the Association and shall perform all other duties customarily incident to that office. The President shall serve as an ex-officio member of all committees and shall discharge the other duties prescribed by these bylaws.

Section 3. President-Elect/Immediate Past-President

The President-Elect/ Immediate Past-President shall perform all duties of the President in the absence or inability of the President to serve. The President-Elect shall be automatically elevated to the Presidency after successfully serving his one-year term. Once the President has served his 2-year term, he will then serve a one-year term as the Immediate Past-President. The President-Elect and Immediate Past-President shall each have one-year alternating terms, with both positions never being occupied at the same time.

Section 4. Vice President

In the absence of the President and President-Elect/Immediate Past-President, he/she shall perform the duties of the President as described in Section 2 of this Article.

Section 5. President Emeritus

In the absence of the President, President-Elect/Immediate Past-President, and Vice President, he shall perform the duties of the President as described in Section 2 of this Article. In order to serve as the President Emeritus, the elected individual must have previously served the Association in the role of President.

Section 6. Treasurer

The Treasurer, in conjunction with the President, shall develop an annual budget to be presented to and approved by the Board, prior to the start of each fiscal year. The Treasurer shall also keep financial records including the verification of deposits and disbursement of all monies and be a party to all checks drawn on the funds of the Association as designated by the Board. The Treasurer shall report on the state of the treasury whenever requested by the Board but no less than quarterly.

Section 7. Secretary

The Secretary or his designee shall record minutes and actions taken by the Executive Committee and the Board. All minutes shall be reviewed, amended if necessary, and voted for adoption at the next meeting of the Board.

Section 8. Terms of Office and Elections

(a) The term of office of the President and the Vice President shall be for two (2) years, or until the installation of their successors. The term of the President-Elect and Immediate Past President will be as described in Section 3 above.

(b) The President and the /Immediate Past-President shall be non-elected positions.

(c) Officers shall be elected in the fourth quarter of the fiscal year, with terms (assumption of duties of his/her office) beginning January 1. Nominations may be conducted by voice vote or by ballot (provided by the Secretary) and selection of the nominee(s) shall be by majority vote of the members of the Board present at the regular meeting or a special meeting called for such purpose.

Section 9. Order of Succession

In the event that the President is unable to perform his duties due to death, resignation, removal or other reasons, the President-Elect/Immediate Past-President shall assume the office of President. In the event of a vacancy in the office of President-Elect/Immediate Past-President, for any reason, the Vice President shall assume the office of President. In the event of a vacancy in the office of Vice President or President Emeritus or Treasurer or Secretary, the Board, on majority vote, shall appoint a member of the Board to serve in an interim capacity to fill such vacancy for the unexpired term until the next scheduled election for that respective office.

Section 10. Suspension and Removal of Officers

Officers may be suspended and removed from office by the Board for violating any of the Articles of the Constitution, the By-Laws or the Articles of Incorporation of the Association and/or for conduct which adversely affects the pharmacy profession and/or for inability or unwillingness to perform his duties of office. No officer shall be suspended or removed except by a two-thirds (2/3) vote of the members of the Board present at a regular meeting or a special meeting called for such purpose and only after such officer shall be given an opportunity to be heard in his/her defense.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee of the Board of Directors shall be comprised of the officers of the Association, namely, the President, the President-Elect/Immediate Past-President, President Emeritus, the Vice President, the Treasurer and the Secretary. The President, or his designee, shall serve as the chairperson.

Section 2. Duties

(a) The Executive Committee shall be empowered to act for the Association and shall have general charge of its affairs in the intervals between meetings of the Board, provided that the acts of such Committee do not contravene the instructions of the Board on any specific issue(s) previously discussed. Minutes of all meetings of the Committee shall be prepared, by the Secretary (or his designee), and any actions taken by the Committee shall be presented to and ratified (to continue, change or terminate any action initiated by the Committee) by the Board at its next regularly scheduled meeting.

(b) The Executive Committee shall make recommendations to the Board relative to property, funds, finances and other relative business of the Association.

Section 3. Meetings

Meetings of the Executive Committee may be held in person, telephonically or electronically (as prescribed in Article IV Section 5(c) of these By-laws) at the call of the President or in his absence, the President-Elect/Immediate Past President or a quorum of the Committee. The Committee shall meet at such places and at such times as may be determined by the President or by a quorum of the Committee.

Section 4. Quorum

Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be comprised of the six (6) members of the Executive Committee and between 5 and 10 at-large members of the Association. In the event that there exists more than 10 willing and available members of the association that wish to be at-large members of the Board, the executive committee can elect to exceed this maximum number at their discretion.

Section 2. Duties

The Board shall:

- (a) Be vested with full and complete authority to conduct the affairs of the Association as permitted by the Constitution, the By-laws, and the Articles of Incorporation of the Association;
- (b) With the advice of the Executive Committee, supervise all property, funds and finances of the Association and shall have sole and exclusive authority to approve, amend and manage the annual budget;
- (c) Appoint and empower an Executive Committee according to the provisions of Article III of these by-laws;
- (d) Review for approval the Standing and Special committees appointed by the President and shall consider, approve or disapprove all recommendations of any committee. The Board may designate and appoint other committees which it deems necessary from time to time.

The Board may authorize the hiring of staff and/or consultants to assist in the management of the Association.

Section 3. Terms of Office, Board Composition, and Elections

- (a) Members of the Executive Committee shall be elected and serve on the Board as prescribed in Article II and III of these by-laws.
- (b) At-large members shall each serve a one (1) year term based upon the calendar year and are eligible to continue to serve as many one-year terms as they wish. Any prospective new at-large members of the Board must provide correspondence to the President detailing their wish to serve on the Board as well as an updated CV. This letter and CV will be disseminated to the existing members of the Board for the purposes of a vote to appoint the nominee to the Board. A nominee will be officially appointed to the Board if at least 2/3 of the Board members that cast their vote indicate that they approve the new prospective member's inclusion on the Board.
- (c) Any at-large member of the Board that completes their term may indicate verbally, in writing, or via email to the President that they wish to continue to serve as a member of the Board in a member at-large capacity for the upcoming year, and they will then be subsequently approved to do so.
- (d) All appointed members of the Board are expected to fulfill their delegated responsibilities for the remainder of the calendar year, regardless if they are incumbent members of the Board or new appointees that begin their term during the course of the calendar year.

- (e) A maximum of one pharmacy student may serve on the Board, and be granted full voting rights. Additional students, and associate members may also serve on the Board in an at-large basis, but these additional members will not be granted voting rights.

Section 4. Vacancies

- (a) Except for vacancies in the position of President and President-Elect as provided in Article II, Section 8, vacancies on the Board shall be filled for the balance of the term thereof by a member of the Association elected by a 2/3 majority vote of the Board as described in Article IV, Section 3.
- (b) Any member of the Board who is absent for three (3) unexcused regular meetings of the Board per year may be deemed to have resigned and the President, following notice to such member, may appoint a successor for the remainder of his/her term.

Section 5. Meetings

- (a) Meetings of the Board shall be held at the call of the President at such place, date and time as it may determine. Notification of meetings shall be provided to the members of the Board, by the President, no later than fourteen (14) days prior to a regular meeting.
- (b) The Board shall meet at least four times a year and as needed throughout the year to conduct its business. Special meetings of the Board may be called at any time by the President or by a quorum of the members of the Board.
- (c) Any or all members of the Board may participate in a regular or special meeting of the Board in person, or remotely by telephone with speaker/conference call function or any other means of electronic communication by which all participating members may simultaneously hear and interact with each other during the meeting. At the start of the meeting, the Chair shall announce the name(s) of the person(s) participating remotely and such names shall be recorded in the minutes of the meeting.
- (d) All meetings of the Board shall be open to any Association member, invited guests and otherwise members of the public interested in the affairs of the Association. Only members of the Board shall be entitled to vote at a meeting of the Board.

Section 6. Quorum

A quorum for the transaction of business shall consist of at least fifty (50) percent of the qualified voting members of the Board.

Section 7. Compensation

Members of the Board shall receive no compensation for the performance of their duties. However, they may receive reimbursement for reasonable expenses related to performing Association business as may be authorized by the Board.

Section 8. Confidentiality and Conflict of Interest Policies

Board members shall sign Confidentiality and Conflict of Interest Statements upon accepting a position on the Board and on an annual basis thereafter.

Section 9. Suspension and Removal of At-Large Members

At-large members of the Board may be suspended and their appointments terminated for violating any of the Articles of the Constitution, the By-Laws or the Articles of Incorporation of the Association and/or for conduct which adversely affects the pharmacy profession and/or for inability or unwillingness to perform his/her duties as an elected member of the Board. No Board member shall be suspended and removed except by a two-thirds (2/3) vote of the members of the Board present at a regular meeting or a special meeting called for such purpose and only after such Board member shall be given an opportunity to be heard in his/her defense.

ARTICLE V **MEMBERSHIPS**

Section 1. Memberships

The Association shall consist of Pharmacist, Pharmacy Student Pharmacy Technician, Corporate, and Associate memberships.

Section 2. Pharmacist Membership

- (a) Any pharmacist who is licensed, and in good standing, in this or any other State.
- (b) Only pharmacist members who are currently licensed to practice pharmacy or are retired and have previously practiced in the State of New Hampshire shall be eligible to hold an elective office in the Association.

Section 3. Associate Membership

- (a) Any person not eligible for other defined memberships who is interested in advancing the interests of pharmacy.
- (b) Associate members shall be entitled to participate in all meetings of the Association but shall not be eligible to vote or hold elective office in the Association.

Section 4. Corporate Membership

- (a) Any company interested in advancing the profession of pharmacy shall be eligible for Corporate membership.
- (b) The membership shall be in the company name with a designated company representative.
- (c) Corporate members shall be entitled to participate in all meetings of the Association but shall not be eligible to vote or hold elective office in the Association.

Section 6-5. Pharmacy Student Membership

- (a) Any graduate or undergraduate student enrolled in a college or school of pharmacy accredited by the Accreditation Council for Pharmacy Education.
- (b) Student members are entitled to participate in all meetings of the Association but shall not be eligible to vote or hold elective office in the Association except as stipulated in Article IV Section 3(e).
- (c) Student members may be appointed as non-voting members to serve on Committees of the Association.

Section 7. Pharmacy Technician Membership

- (a) Any pharmacy technician who is registered or licensed and in good standing, in this or any other State-
- (b) Only pharmacy technician members who are currently registered or licensed or are retired and have previously practiced in the State of New Hampshire shall be eligible to hold an elective office in the Association.

ARTICLE VI

MEMBERSHIP DUES

Section 1. Association Year

The annual membership dues to the Association shall cover the calendar year from January 1st to December 31st. All dues are payable on or before January 1 of each year.

Section 2. Establishment of Dues

- (a) Annual dues for all membership categories shall be established by the Board of Directors upon the recommendation of the Executive Committee.
- (b) With concurrence of the Executive Committee, the Board of Directors, for sufficient reason, may waive or reduce membership dues for any individual or membership category.

Section 3. Non-Payment of Dues

- (a) Any member whose dues are in arrears for more than 90 days shall be removed from the Association membership roster. The Association Newsletter and any other services shall be discontinued at that time. Such member may be reinstated by the Treasurer upon payment of dues.
- (b) During times of national military service, established members shall have no less than a six (6) month grace period upon return to civilian status to pay their current annual dues. Missed annual dues, during time of service, shall not be charged.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees

The Standing Committees of the Association shall consist of at least the following:

- (a) Awards & Scholarship Committee: The committee shall be responsible for ensuring Association participation with regards to determining awards and scholarships to be given on behalf of the Association alone or in conjunction with other state pharmacy associations. This includes determining Association representation to serve on the New Hampshire Pharmacy Awards Committee.. Furthermore, the committee will provide oversight for fundraising initiatives for scholarship monies and provide a liaison to the New Hampshire

Pharmacists Association Scholarship Foundation. The Secretary will provide Executive oversight for the committee.

- (b) Communications Committee: The committee will be charged with oversight of all Association modalities of communication including, but not limited to: oversight of the Association website workgroup, oversight of all social media entities on behalf of the Association, oversight of any electronic communications (E-blasts) sent on behalf of the Association. In addition, the committee will oversee the production and dissemination any publications.

The Vice President will provide Executive oversight for the committee.

- (c) Education Committee: The committee shall be responsible for organizing all education programs on behalf of the Association. This shall include, but not be limited to, annual live continuing education programs, all educational dinner programs, and future education modalities. The committee will coordinate, advertise, and maintain ACPE accreditation for any of these programs for which these tasks apply. This committee will ideally consist of pharmacists, pharmacy technicians, and pharmacy interns. The President-Elect/ Immediate Past President will provide Executive oversight for the committee.

- (d) Government Affairs Committee: The committee shall be responsible for monitoring proposed state and federal legislation and regulatory changes and developing positions for review and disposition by the Board of Directors. In addition, the committee will provide oversight and planning with regards to future legislative initiatives and hearing attendance and testimony. Membership on the committee will ideally consist of representation from multiple areas of pharmacy practice. The committee will provide substance for each Association newsletter, work with other state and federal healthcare organizations in order to promote unity regarding legislative initiatives, coordinate lobbyist contract negotiations, and actively participate in initiatives to increase visibility and promote pharmacy practice to elected state and federal legislators. The Association's lobbyist is expected to actively participate on this committee. The President will provide Executive oversight for the committee.

- (e) Membership Committee: The committee shall be responsible for setting membership categories and criteria regarding those categories subject to the approval of the Board of Directors. The committee shall also coordinate all member recruitment activities, including Association-sponsored social events. The committee will maintain the Association membership database, and will coordinate all initiatives related to outreach to non-member pharmacists in the state. This committee will ideally consist of pharmacists, pharmacy technicians, and pharmacy interns. The President-Elect/ Immediate Past President will provide Executive oversight for the committee.

- (f) Finance Committee: The committee shall be responsible for providing monthly updates with regards to Association income and expenses, as well as performing the routine tasks of making deposits and writing checks for the day to day operations of the Association. This committee shall also provide oversight on behalf of the Association with regards to budget

proposals, investments, fiscal monitoring, and tracking. The Treasurer will serve as the Committee Chair as well as provide Executive oversight.

- (g) Public & Population Health Committee: The committee shall be responsible for promoting and participating in public and population health initiatives in the state of New Hampshire, as well as in surrounding areas and those that are at the Federal level. The committee will coordinate with other state and federal associations and agencies to improve public and population health, as well as promote pharmacy practice standards and regulations through increased visibility. The President will provide Executive oversight for the committee.

Section 2. Appointments

- (a) Unless stipulated otherwise, committees shall be appointed yearly by the President who shall serve as an ex-officio member of each committee he appoints.
- (b) The President shall appoint one (1) member to serve as chairperson of each committee he appoints.
- (c) Any Association member, in good standing, shall be eligible for appointment to the committees, or as a chairperson of a committee, of the Association.
- (d) The chairperson of any committee shall be required to serve on, and report to the Board of Directors.

Section 3. Vacancies

Unless stipulated otherwise, the President shall fill any committee vacancies, including the chairperson, for the unexpired portion of the term.

Section 4. Annual Reports

The committee chairs shall file annual written reports to the President.

Section 5. Terms

- (a) Unless stipulated otherwise, the terms of all Committee chairpersons and members shall be one (1) year or until their successors are elected or appointed.
- (b) Committee chairs and members shall be eligible for reappointment and may serve an unlimited number of consecutive terms.

Section 6. Committee Authority

Committees of the Association shall act in an advisory capacity and make recommendations to the Board of Directors. Committees do not have the authority to bind the Association or speak for the Association, unless so authorized by the Board.

Section 7. Committee Member Compensation.

The committee chairs and members shall receive no compensation for the performance of their duties

Section 8. Other Committees

In addition to the committees listed in Section 1 of this Article, the President may, from time to time, appoint such special committees (i.e. ad hoc, task force) as may be authorized by the Board of Directors. The charge to such committee(s) shall be to address specific issues or areas with appointees having expertise and/or interest in such issues or areas, and shall serve at the will of the President and/or until completion of their assignment. Individuals, other than Association members may be invited to serve on these committees. The President shall have ex-officio status on these committees.

ARTICLE VIII

PROPERTY, FUNDS and FINANCES

Section 1. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31 of each year.

Section 2. Financial Management

- (a) The Executive Committee of the Association shall be charged with the management of the Association's property, funds and finances and shall make recommendations to the Board of Directors for final approval and vote.
- (b) A quorum for the transaction of business shall consist of one (1) more than fifty (50) percent of the qualified voting members of the Board of Directors.
- (c) All moneys, including any properties, of the Association shall be deposited and invested in the name of the New Hampshire Pharmacists Association in such manner as determined by the Executive Committee with approval by the Board of Directors.
- (d) The Association is entitled to receive gifts and/or grant monies from any source to conduct programs or studies to further the objectives of the Association.

- (e) All financial records of the Association shall be audited by an independent certified public accountant every 5 years. Such audit shall be available to any member of this Association upon request from the Treasurer.

Section 3. Fees

The Executive Committee shall determine and recommend to the Board for approval, any fees for services or programs (i.e. publications, continuing education, membership lists, exhibitor fees, etc.) provided by the Association.

ARTICLE IX

PUBLICATIONS

The Association may publish or cause to be published a newsletter or journal or other written and/or electronic communication(s) as may be determined by the Association's Communications Committee.

ARTICLE X

ORDER OF BUSINESS

The order of business for meetings of the Executive Committee and the Board of Directors shall be established by the presiding officer.

ARTICLE XI

SUSPENSION AND AMENDMENTS

Section 1. Suspension

- (a) By unanimous vote of the members present at any regular or special meeting of the Board of Directors, certain Section(s) of these Articles may be temporarily suspended to allow for immediate voting on a "time sensitive" or unique issue.

- (b) The suspension of any Section shall be specific and detailed in the minutes of the meeting.
- (c) Any Section of these by-laws that is temporarily suspended shall revert back to its original status immediately following the vote for which it was intended to accommodate.

Section 2. Amendments

- (a) Any proposal to amend these by-laws, or any Section thereof, must be submitted, in writing, to the Executive Committee who shall review the request and, after due consideration, make its findings and recommendation(s) to the Board of Directors.
 - (b) In order to be considered for voting, the notice of proposed amendment shall be served, by the Executive Committee, to each member of the Board of Directors at least twenty (20) days prior to the next scheduled or special meeting of the Board.
 - (c) Adoption of the proposed amendment(s) shall require the consent of at least two-thirds (2/3) of the Board members present and voting at a regular or special meeting.
 - (d) In the event that the proposed amendment(s) fails, it may be remanded back to the Executive Committee for reconsideration.

ARTICLE XII

DISSOLUTION

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute all the residual assets of the Association to a not-for-profit pharmacy related organization in such manner as the Board of Directors shall determine.