

MPHA CONSTITUTION

Article I. Name

This Association shall be known as the Maryland Pharmacists Association and shall be abbreviated "MPhA".

Article II. Mission

The mission of MPhA is to promote excellence in pharmacy practice, strengthen the profession of pharmacy, and advocate for all Maryland Pharmacists.

Article III. Purpose

The purpose of MPhA is to promote:

- The health and well-being of Maryland citizens.
- Safe and effective use of medications and health care devices.
- Collaboration among health care professionals and organizations.
- Professional competence. - Leadership development. - Responsible legislation and regulation.
- The history and tradition of Maryland Pharmacy.

Article IV. Membership

A. Active Membership

Any pharmacist in good professional standing who has a valid license to practice pharmacy in any state is eligible to become an active member.

B. Other Categories of Membership

The Board of Trustees shall establish other categories of membership as it deems appropriate.

Article V. Governing Body

The Governing Body of the MPhA shall be the Board of Trustees.

The Board of Trustees shall provide supervision, control, and direction of the affairs of the Association; shall implement policies established by the House of Delegates, making changes if necessary within the limits of the Bylaws; shall actively pursue the purposes of the Association; and shall have the final discretion in the disbursement of its funds. It may adopt procedures for the conduct of its business, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

The Board of Trustees must approve all contracts entered into on behalf of the Association by the President or Executive Director.

The Board of Trustees shall ratify the slate of At-Large and Independent nominees for appointment to the Board of Pharmacy.

Article VI. Officers

The Officers of the MPhA shall be active members of the Association and consist of the President, Vice President (who shall be the President-elect), Treasurer, and the Immediate Past President (who shall serve as Chairman of the Board of Trustees).

Article VII. Executive Committee

The Chairman of the Board of Trustees, the President, Vice President, Treasurer, Speaker of the House of Delegates, and the Executive Director (in an ex-officio capacity) shall constitute the Executive Committee. The Executive Committee may exercise the powers of the Board of Trustees for emergency business when the Board of Trustees is not in session, reporting to the Board of Trustees any action taken. Three (3) members shall constitute a quorum for the transaction of business. A meeting may be called by the Chairman of the Board of Trustees or the President. Simultaneous with the preparation of the proposed yearly budget by the Budget and Finance Committee, the Executive Committee shall conduct a performance review of the Executive Director and if appropriate negotiate changes in the Executive Director's compensation and benefits. Any changes in compensation and benefits shall be shared with the Budget and Finance Committee and presented to the Board of Trustees for approval.

Article VIII. Legislative Body

The Legislative Body of the MPhA shall be the House of Delegates.

The House of Delegates shall be charged with the following duties and responsibilities: serve as the policy making body of the Association; consider and implement by resolution, action, or other manner all appropriate proposals emanating from the membership; receive reports of Association Officers and Committees; adopt rules for the conduct of business; ratify the slate of Officers and trustees for election; and approve all proposed constitution and Bylaws changes prior to a vote of the Association members.

Article IX. Parliamentary Authority

The Rules of Order of the Board of Trustees shall be the version of "Robert's Rules of Order" approved by the Board of Trustees. The Rules of Order of the House of Delegates shall be the version of "Robert's Rules of Order" approved by the House of Delegates.

Article X. Amendment of Constitution

Every proposal to amend this Constitution must be submitted in writing to the Constitution and Bylaws Committee. After prudent consideration the committee shall present its recommended changes to the Board of Trustees. The proposed changes shall be presented to the membership at a regular or special meeting of the House of Delegates. Upon the affirmative vote of at least two-thirds of the delegates present at this meeting, a vote of the Association members shall be conducted. A proposed amendment shall then become part of the Constitution with an affirmative vote of at least two-thirds of the responders.

MPHA BYLAWS

Article I. Membership

A. Dues

The annual dues for each category of membership of the Association shall be determined by the Board of Trustees. Members who fail to pay their dues within a period specified for each category of membership by the Board of Trustees shall be notified by the Executive Director. If payment is not made within a grace period specified by the Board of Trustees, without further notice and without hearing, the delinquent members shall be dropped from the Association rolls and thereupon forfeit all rights and privileges of membership including but not limited to the right to hold office, the right to vote in elections, the right to serve as a Delegate, privileges of member discounts, and eligibility for member only promotions. The Board of Trustees may establish procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member showing good cause.

B. Meetings

The Association shall meet at least two times during the year at times set by the Board of Trustees. One meeting shall be known as the Annual Meeting and one shall be known as the Mid Year Meeting.

Article II. Board of Trustees

A. Composition

The Board of Trustees shall be composed of fourteen (14) members which shall include the following Officers: Immediate Past President, who shall serve as Chairman; President; Vice President, who shall be the President-elect; Treasurer; Speaker of the House of Delegates; Vice Speaker of the House of Delegates, who shall be the Speaker-elect; six(6) elected Trustees; one(1) student designee representing the Chapters of the Academy of Student Pharmacists of all schools of pharmacy in the state of Maryland, which have achieved at least pre-candidate status with students enrolled. This student designee will rotate on an annual basis among the aforementioned schools of pharmacy; and one (1) Dean from a school of pharmacy in the state of Maryland which has achieved at least pre-candidate status and has students enrolled. The names of all sitting Deans of the aforementioned schools will automatically be placed in nomination to serve for a term of one (1) year. Deans not wishing to be considered for the position may request to have their name removed from the ballot. Ex-officio members of the Board of Trustees shall include the Executive Director of the Maryland Pharmacists Association; the President or designee of the Academy of Student Pharmacists and the Deans of each of the Schools of Pharmacy in the State of Maryland which have achieved at least pre-candidate status that are not holding a voting seat for that year; and the Maryland Pharmacists Association Foundation. No ex-officio member shall have voting privileges. The Board of Trustees may designate additional ex-officio members on an annual basis by a majority vote of the Board of Trustees.

B. Eligibility

Members of the Board of Trustees shall either live or practice in the State of Maryland.

Members of the Board of Trustees must maintain their MPhA membership during their tenure.

C. Terms of Office

Elected Trustees shall serve for staggered three (3) year terms, two (2) elected each year. Any Trustee shall be eligible for reelection up to a maximum of three (3) consecutive terms. A vote by the Association members to elect the Trustees shall be initiated within sixty (60) days after nominations have been ratified by the House of Delegates. The results of the election shall be reported to the Board of Trustees by a Canvassing Committee appointed by the President. Newly elected Trustees, upon installation, immediately enter upon the performance of their duties and shall continue in office until their successors are elected and installed, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

D. Meetings of the Board of Trustees

The Board of Trustees shall have regular meetings throughout the year, including a meeting at the time and place of the Annual Meeting. The Board shall meet upon call of the Chairman of the Board, or President at such times and places that may be designated, and shall be called to meet upon demand of a majority of the Board. Notice of all meetings of the Board of Trustees shall be communicated at least ten (10) days in advance of such meetings. With the exception of executive sessions, where confidential issues are discussed, all regular meetings of the Board of Trustees are open to the general membership.

E. Quorum

A majority of the whole Board shall constitute a quorum at any meeting of the Board. The Chairman will cast the deciding vote in a case of a tie vote.

F. Absences

If a member of the Board of Trustees is absent from three (3) consecutive meetings for reasons which the Board has declared to be insufficient by a two-thirds majority vote of the entire Board of Trustees, and if the Trustee is given reasonable prior notice of the potential removal, resignation shall be deemed to have been tendered and accepted.

G. Compensation

Trustees shall not receive compensation for their services as Trustees, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Trustee **from serving the Association in any other capacity and receiving compensation for such services.**

H. Resignation or removal

Any Trustee may resign at any time by giving written notice to the President, the Executive Director or to the Board of Trustees. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the

Chairman of the Board. Any Trustee may be removed by a two-thirds majority vote of the entire Board of Trustees. The Trustee shall be given reasonable prior notice of the potential removal and the reasons for removal

I. Vacancies

Any Trustee vacancy that may occur on the Board by reason of death, resignation, or removal shall be filled by a majority vote of all remaining members of the Board for the unexpired term.

J. Indemnification

As used in this Article, any word or words defined in section §2 -418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

This Association shall indemnify and advance expenses to a Trustee or Officer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with this Indemnification Section. With respect to an employee or agent, other than a Trustee or Officer of the Association, the Association may, as determined by the Board of Trustees of the Association, indemnify and advance expenses to such employees or agent in connection with proceedings to the extent permitted by and in accordance with the Indemnification Section.

Article III. Officers

A. Terms of Office and Elections

The President shall be a non-elected position. The Vice President (who will be the President-elect) shall be elected annually and the Treasurer shall be elected biennially by a vote of the Association members initiated within sixty (60) days after nominations have been ratified by the House of Delegates. The results shall be reported to the Board of Trustees by a Canvassing Committee appointed by the President.

B. Installation

Each officer shall take office upon installation and shall assume the duties of his or her office and shall serve for the stated term of office or until the successor is duly elected and installed.

C. Vacancies

Except for vacancies in the position of President, which shall be filled by the Vice President, and Speaker of the House of Delegates, which shall be filled by the Vice Speaker, vacancies in all other offices shall be filled for the balance of the term thereof by an individual elected by a majority vote of the entire Board of Trustees.

D. President

The President shall be the principal officer of the organization and shall preside at membership

meetings of the Association. In the absence of the Chairman of the Board of Trustees, the President shall preside at meetings of the Board of Trustees and of the Executive Committee. The President shall be an ex-officio member of all committees with right to vote. The President shall submit a report at the Annual Meeting of the Association.

E. Vice President (who shall be the President-elect)

The Vice President shall be the President-elect, and in the event of the temporary disability or absence of the President and with the approval of the Board of Trustees, shall assume and perform the duties of President until the President is able to resume such duties.

The Vice President shall have such duties as the President and the Board of Trustees may assign. The Vice President shall be an ex-officio member of all committees with right to vote. The Vice President shall chair the Nominating Committee and present a report of the Committee at the Mid-Year Meeting.

Upon completion of his/her term of office, the Vice President shall automatically assume the office of the President.

F. Treasurer

The Treasurer shall ensure the maintenance of an account of all monies received, invested, and expended by the Association; shall oversee disbursements authorized by the Board of Trustees; and shall make a report at the Annual Meeting or when called upon by the President. All sums received shall be deposited in institutions approved by the Board of Trustees. Funds may be drawn only upon the signature of the Treasurer and one of the individuals approved by the Board of Trustees. The funds, books, and vouchers and the Treasurer's control shall be at all times subject to the verification and inspection by the Board of Trustees. The Treasurer shall ensure that an audit of the books by an accounting firm approved by the Board of Trustees be performed on an annual basis and also upon a significant change of Association staff. The Treasurer shall ensure that all required tax returns and other governmental requirements be performed in a timely manner. The Treasurer shall chair the Budget and Finance Committee, which is responsible for drafting an annual budget to present to the Board of Trustees and to monitor investments to ensure compliance with the Investment Policy Statement of the Association.

G. Bonding

A fidelity bond may be purchased for any officer, Trustee, or employee of the Association and in such an amount as the Board of Trustees shall establish.

Article IV. Election Process

A. Nominations

The Nominating Committee shall be responsible for the selection and submission to the Board of Trustees the names of candidates for the offices of the Association as set forth in Article II, section A and Article III, section A of these Bylaws. All nominees shall be active members of the association.

B. Slate Approval

After presentation to the Board of Trustees, the slate of candidates shall be presented to the House of Delegates for final ratification. Further nominations for each office may be made by the House of Delegates.

C. Voting

A vote of the Association members shall be initiated within 60 days after the nominations have been ratified by the House of Delegates. The nominee for each position receiving the highest vote, as certified by a Canvassing Committee, shall be declared duly elected. In the event of a tie vote, a supplemental ballot election shall be held.

Article V. Executive Director and Staff

A. Executive Director

The administration and management of the Association shall be conducted by an Executive Director, employed or appointed by, and directly responsible to the Board of Trustees. The Executive Director shall be the chief executive and operating officer of the Association, with responsibility for the management and direction of all operations, programs, activities, and affairs of the Association within the framework of the policies and directives determined by the Board of Trustees. The Executive Director shall be responsible for the employment, annual performance evaluation, and the termination of employment of Association office personnel. The Executive Director shall: serve as the Secretary to the House of Delegates, give notice of and attend all meetings of the Association, keep a record of all proceedings, and have other such duties as may be established by the Board of Trustees.

B. Office Staff

The Association shall employ an office staff to perform and conduct the daily activities of the Association. The staff shall be supervised, directed by and answer to the Executive Director within the framework of accepted office practices and policies established by the Board of Trustees.

Article VI. House of Delegates (House)

A. Composition

The House of Delegates shall consist of the officers of the House of Delegates and any member in good standing upon petition to the Speaker of the House and certification by the Secretary. Prospective delegates must petition the **Speaker by a time designated by the Secretary.**

B. Ex-Officio Delegates

The Officers, trustees, past presidents of the Maryland Pharmacists Association, and the Officers of the House shall be eligible to serve as Ex-Officio Delegates with vote in the House of Delegates.

C. Officers of the House of Delegates

The Officers of the House of Delegates shall consist of the Speaker, Vice Speaker (who shall be the Speaker-elect), and the Secretary. The Executive Director of the Maryland Pharmacists Association shall serve as Secretary but shall not be entitled to a vote.

D. General Duties of the House Officers

The Officers of the House of Delegates shall arrange the programs for all meetings of the House of Delegates. The Officers shall represent the House of Delegates to the Board of Trustees and Association Committees to ensure the dissemination of information and implementation of policies adopted by the House.

E. Duties of the Speaker of the House

The Speaker of the House shall preside at all meetings of the House of Delegates, unless unavailable at which time the Vice Speaker shall preside. In the event that both the Speaker and the Vice Speaker are unable to preside, the Secretary of the House shall conduct an election for a temporary Speaker for the corresponding meeting of the House of Delegates. The Speaker shall appoint a parliamentarian to serve as an advisor on procedures and rulings. The Speaker shall appoint a House Nominating Committee, a Resolutions Committee, a Constitution and Bylaws Committee (as necessary) and other committees of the House as may be necessary. The Speaker shall present an annual report to the House of Delegates to include action taken on the previous year's resolutions. The term of office for the Speaker is one year.

F. Duties of the Vice Speaker of the House

The Vice Speaker shall be the Speaker-elect, and preside at meetings of the House of Delegates when the Speaker is unavailable, and assume the duties of the Speaker in the event that the Speaker cannot fulfill the duties of that office. The Vice Speaker shall serve as chair of the Resolutions Committee. The term of office for the Vice Speaker is one year. Upon completion of his/her term of office, the Vice Speaker shall automatically assume the office of Speaker of the House.

G. Duties of the Secretary of the House

The Secretary of the House shall read all relevant communications to the House. The Secretary shall conduct and record voting in the House of Delegates when requested by the Speaker. The Secretary shall notify members of the House of Delegates of their appointment and shall report and certify the credentials of all delegates for House of Delegates sessions. The Secretary shall be responsible for the publication and maintenance of proceedings of the House of Delegates and shall distribute relevant reports to the Delegates.

H. Meetings of the House

The House of Delegates shall meet at least twice yearly: once at the Annual Meeting and once at the Mid-Year Meeting. Special meetings of the House may be called at the discretion of the

Speaker or upon written request of 10% of the membership of the Association. Each Delegate shall be entitled to one vote. No Delegate shall act as a proxy for another Delegate. All Association members may attend any session of the House of Delegates and shall be granted the privileges of the floor, but only certified delegates may vote.

I. Quorum

A quorum for purposes of conducting the business of the House shall be at least twenty-five (25) Delegates.

J. Resolutions Committee

Resolutions may be submitted to the Resolutions Committee any time prior to the last meeting of the Committee which precedes the Annual Meeting. The Resolutions Committee shall be appointed by the Speaker of the House of Delegates at least ninety (90) days prior to the Annual Meeting of the Association. In the absence or incapacity of the Vice Speaker, a member appointed by the Speaker of the House shall serve as chair of the Resolutions Committee. The Resolutions Committee shall submit all proposed resolutions, after a review for applicability, duplication, conflict and clarity of purpose, to the Board of Trustees at the meeting scheduled in the month prior to the Annual Meeting. The Board of Trustees shall review each proposed resolution and make a recommendation that the House of Delegates adopt, defeat, or refer to a committee.

K. Election of the Speaker and Vice Speaker of the House

The House Nominating Committee shall be responsible for the nomination of candidates for the office of Vice Speaker of the House of Delegates. The office of Speaker of the House of Delegates is automatically filled by the current Vice Speaker. In the event that the Vice Speaker is unable to serve as Speaker, the House Nominating Committee shall be responsible for nomination of candidates for the office of Speaker of the House of Delegates. The House Nominating Committee will present a slate of at least two candidates (if possible) for each position to a session of the House of Delegates at the Annual Meeting. The House Nominating Committee shall consider experience and demonstrated leadership abilities. Members of the House Nominating Committee may not be nominated for any position. If approved by the House, an election shall be held at the final session of the House of Delegates at which time the new Officers of the House of Delegates shall be installed.

Article VII. Committees

A. Presidential Appointments

The President shall annually appoint the chair of each committee as may be required by the Constitution or Bylaws or as the President may find necessary. The president may appoint Ad Hoc Committees as are necessary to conduct the programs and business of MPhA.

B. Nominating Committee

The Vice President shall serve as chair of the Nominating Committee. The Nominating Committee shall nominate at least two (2) individuals (if possible) for each forthcoming available seat on the Board of Trustees and the office of Vice President, and Treasurer (on alternate years). The Nominating Committee shall consider geographic diversity, practice specialty, and experience in making its nominations. Nominees for the offices of Vice President and Treasurer shall have a minimum of 2 years active MPhA leadership experience as determined by the nominating committee. The slate of candidates shall be presented to the House of Delegates at the Mid-Year meeting. Members of the Nominating Committee may not be nominated for any position.

C. Budget and Finance Committee

The Treasurer shall serve as the chair of the Budget and Finance Committee. A proposed annual budget of the Association shall be prepared by the Budget and Finance Committee and presented to the Board of Trustees for its approval at least two (2) months prior to the beginning of the fiscal year. The committee will also monitor Association investments to ensure compliance with the Investment Policy Statement.

D. Past Presidents' Council

The Past Presidents' Council shall be comprised of all past presidents who are current members. The Past Presidents' Council shall be responsible for the selection of the Honorary President as well as the recipients of all MPhA awards. Selection shall be by a majority vote of at least a minimum of 50% of the Past Presidents responding within 30 days to a notice for a meeting of the Past Presidents' Council. The President may designate additional responsibilities to the Past Presidents' Council as directed by the Board of Trustees. The Past Presidents' Council shall be chaired by the most recent past president not currently serving on the Board of Trustees.

E. Building Committee

The Treasurer shall serve as the chair of the Building Committee which Building Committee will consist of the following persons: Chairman of the Board of Trustees, Vice-President, Treasurer and two other members appointed on annual basis on June 30th of each year by the President. The Building Committee shall (I) oversee the financial condition of EFK Properties, LLC, (II) oversee the management of the property(ies) owned by EFK Properties, LLC, and landminium in connection with the property(ies) owned by EFK Properties, LLC and (III) and provide appropriate and timely reports, no less than quarterly, to the MPhA Board of Trustees.

Article VIII. Non-Discrimination Policy

It is the policy of the Maryland Pharmacists Association to prohibit discrimination among individuals on the basis of sex, race, religion, national origin, sexual orientation, age, or physical or mental disability.

Article IX. Amendment of Bylaws

Every proposal to amend these Bylaws must be submitted in writing to the Constitution and Bylaws Committee. After prudent consideration, the committee shall present its recommended changes to the Board of Trustees. The proposed changes shall be presented to the membership at a regular or special meeting of the House of Delegates. Upon the affirmative vote of at least two-thirds of the delegates present at this meeting, a vote of the Association members shall be conducted. A proposed amendment shall then become part of the Bylaws with an affirmative vote of at least two-thirds of the responders. When the bylaws are amended, the date said amendments are approved will be listed and included as part of the bylaws document.

(Revised August 2017)