

# **IOWA PHARMACY ASSOCIATION**

## **BYLAWS**

The Iowa Pharmacy Association is a non-profit corporation organized in 1998 incorporated under the laws of the state of Iowa: The Bylaws of the Iowa Pharmacy Association are as follows:

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### **CHAPTER I - ORGANIZATION**

#### **Article I - NAME**

**Section 1. Name:** The name of this organization shall be the IOWA PHARMACY ASSOCIATION.

#### **Article II - PURPOSE AND OBJECTIVES**

**Section 1. Purpose:** The Iowa Pharmacy Association is the state society representing the profession of pharmacy, united for the purpose of advancing public health, particularly the pharmaceutical care of all Iowans. The Iowa Pharmacy Association is organized to preserve and advance the interests of the profession and to serve the professional needs of all pharmacists, student pharmacists, and pharmacy technicians.

**Section 2. Objectives:** The objectives of the Iowa Pharmacy Association shall be:

- 2.1 To advance the art and science of the profession through organizational functions associated with professional standards, education, government relations, and economics.
- 2.2 To support a system of professional licensure of pharmacists to advance public health and welfare.
- 2.3 To provide services to members that will promote professional growth and development for all pharmacists, student pharmacists, and pharmacy technicians in all practice disciplines.
- 2.4 To improve communication among pharmacists, other members of the health care industry, and the public.
- 2.5 To conduct organizational activities and research in advancing public health education and professional roles of pharmacists.
- 2.6 To promote the pharmacist's role in ensuring the safe, effective and rational use of medication, therapeutic agents and medical devices.

#### **Article III - GOVERNMENT**

**Section 1. Government:** The Iowa Pharmacy Association shall be governed according to the Bylaws of the Iowa Pharmacy Association.

- 1.1 The Board of Trustees is the governing body for the Iowa Pharmacy Association.
- 1.2 The House of Delegates is the policy making body of the Iowa Pharmacy Association.

#### **Article IV - IOWA PHARMACY ASSOCIATION REGIONS**

**Section 1. Regions:** The state shall be divided into regions that correspond with Congressional districts. The regions shall constitute the basis for geographic representation on the Board of Trustees and in the House of Delegates.

## CHAPTER II - MEMBERSHIP

### Article I - MEMBERSHIP PRINCIPLE

**Section 1. Membership:** Any pharmacist is a candidate for active membership in the Iowa Pharmacy Association and eligible for all membership rights, privileges, and services. All health-system pharmacists in a variety of practice settings, such as community/ambulatory, hospital, academia, managed care, long term care, and others, will be represented. Individuals other than pharmacists or other entities may be eligible for other classifications of membership.

### Article II - MEMBERSHIP CLASSIFICATION

**Section 1. Membership Classification:** Membership classification of the Iowa Pharmacy Association shall include:

- 1.1 "Active" Member - an individual who has completed the educational requirements to be a pharmacist. An active member shall be entitled to all rights, privileges, and services of the Iowa Pharmacy Association.
- 1.2 "Associate" Member - an individual or firm not eligible for active membership who is interested in advancing the profession of pharmacy. An associate member shall be eligible for the services of the Iowa Pharmacy Association, but may not vote or hold office in the Iowa Pharmacy Association.
- 1.3 "Honorary" Member - an individual who has achieved exemplary distinction for accomplishments in or for pharmacy or health sciences may be elected as an honorary member by the Board of Trustees. Unless otherwise eligible for active membership, an honorary member may not vote or hold office in the Iowa Pharmacy Association.
- 1.4 "Student" Member - a student enrolled in a school or college of pharmacy. A student member shall be eligible for the services of the Iowa Pharmacy Association, but may not vote or hold office in the Iowa Pharmacy Association.
- 1.5 "Business Partner" Member - a pharmacy which is licensed by the Iowa Board of Pharmacy. Business Partner members are eligible for services and programs unique to these entities.
- 1.6 "Retired" Member - an individual who has completed the educational requirements to be a pharmacist, is eligible for social security and practices less than an average of twenty (20) hours per week. A retired member shall be entitled to all rights, privileges, and services of the Iowa Pharmacy Association.
- 1.7 "Pharmacy Technician" Member - a person who has been trained and is skilled in assisting pharmacists in preparing and dispensing medications and is registered with the Iowa Board of Pharmacy as a Pharmacy Technician. Pharmacy technician members shall be eligible for the services of the Iowa Pharmacy Association, but may not hold office in the Iowa Pharmacy Association. Pharmacy technician members shall be entitled to vote for the Pharmacy Technician representative on the IPA Board of Trustees.

### Article III - MEMBERSHIP DUES

**Section 1. Membership Dues:** The Board of Trustees shall fix the dues of the various membership classifications.

# CHAPTER III - THE BOARD OF TRUSTEES

## Article I - ORGANIZATION OF THE BOARD

**Section 1. Composition:** The Board of Trustees is the executive governing division of the Iowa Pharmacy Association. The Board shall consist of the Iowa Pharmacy Association's officers, one trustee from each region and an equal number of trustees at-large, and the officers of the House of Delegates. Except for the Executive Vice President/CEO, all officers and trustees shall be elected by the membership of the Association. One pharmacy technician will be elected by the pharmacy technician members of IPA to serve a two year term. One student pharmacist from each college will be appointed to serve a one year term in accordance with policy adopted by the Board. Pharmacy technician and student pharmacist Board members will serve as voting members of the Board.

**Section 2. Responsibilities:** The Board of Trustees shall be vested with the authority and responsibility of implementing policy adopted by the House of Delegates, conducting the business and administering the finances of the Iowa Pharmacy Association. The Board shall also be responsible for the following:

- 2.1 Approval of the annual budget.
- 2.2 Approval of the time and place for the Annual Meeting and other business meetings of the Iowa Pharmacy Association.
- 2.3 Appointment of the Executive Vice President/CEO.
- 2.4 Approval of all appointments to committees, task forces, and commissions of the Iowa Pharmacy Association.
- 2.5 Appointment of individuals to fill all vacancies on the Board of Trustees.
- 2.6 Establishment and maintenance of affiliation agreements with national pharmacy organizations as appropriate.
- 2.7 Nomination of the Honorary President and selection of all official Iowa Pharmacy Association award recipients.

**Section 3. Quorum and Attendance at Board Meetings:** A majority of members of the Board shall constitute a quorum. Two unexcused absences from meetings of the Board of Trustees within an elected term shall constitute resignation from the Board.

## Article II - OFFICERS

**Section 1. Officers:** The officers of the Iowa Pharmacy Association shall be the Chairman of the Board, President, President-elect, Treasurer and Executive Vice President. The Executive Vice President shall be a non-voting member of the Board of Trustees.

**Section 2. Responsibilities of Officers:** The responsibilities of the respective officers shall include:

- 2.1 *Chairman of the Board* - The Chairman of the Board shall be the immediate past president of the Iowa Pharmacy Association and shall preside at all meetings of the Board of Trustees and Executive Committee.
- 2.2 *President* - The President shall preside at meetings of the membership. The President shall present a report of the actions of the Board of Trustees at the Annual Meeting. The President shall appoint, with consent of the Board, the committees, commissions, and organizational units of the Iowa Pharmacy Association.
- 2.3 *President-elect* - The President-elect shall assume all powers and duties of the President in the absence of the President. The President-elect shall assume the office of the President the next operational year of the Iowa Pharmacy Association.
- 2.4 *Treasurer* - The Treasurer shall present a financial report at all meetings of the Board of Trustees and at the House of Delegates. The Treasurer and the Executive Vice President shall prepare the Annual Budget and present it to the Board of Trustees for approval. The Treasurer shall also advise the Executive Vice President and the Board of Trustees on the proper management of the Iowa Pharmacy Association funds.
- 2.5 *Executive Vice President/CEO* - The Executive Vice President and chief executive officer shall be appointed by the Board of Trustees and serve as the chief executive officer and corporate secretary of the Iowa Pharmacy Association. The duties of the Executive Vice President shall be outlined in a formal employment contract.

## **Article III - EXECUTIVE COMMITTEE**

**Section 1. Executive Committee of the Board of Trustees.** The Executive Committee shall consist of the Iowa Pharmacy Association's officers and the Speaker of the House of Delegates. The Executive Vice President shall be a non-voting member of the Executive Committee.

**Section 2. Responsibilities of the Executive Committee:** The responsibilities of the Executive Committee are as follows:

- 2.1** The transaction of the Iowa Pharmacy Association business in the interim between meetings of the Board.
- 2.2** To make recommendations to the Board relative to property, funds and finances of the Iowa Pharmacy Association.
- 2.3** To conduct performance evaluations of the Executive Vice President and negotiate the Executive Vice President/CEO's employment contract.

**Section 3. Quorum:** Three members of the Executive Committee shall constitute a quorum of the Executive Committee.

## **Article IV - NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

**Section 1. Nominations Committee:** The President shall appoint a Committee on Nominations, consisting of no less than five members. The Chairman shall be the immediate past Chairman of the Board of Trustees. It shall be the responsibility of the Nominations Committee to select nominees for each elected position of the Iowa Pharmacy Association. The Committee shall support the Association's mission of representation of pharmacists from a variety of practice settings in preparing a slate of candidates for approval at the House of Delegates session.

**Section 2. Nominations:** The Committee on Nominations shall submit, from the active members, nominees for each elected office of the Association. A call for nominations shall be published in the regular Iowa Pharmacy Association publication prior to the meeting of the Committee on Nominations. Nominations for Trustee positions from the even numbered regions and an equal number of At-Large Trustee positions shall be made for elections in even numbered years. Nominations for Trustee positions from the odd numbered regions and an equal number of At-Large Trustee positions shall be made for elections in odd numbered years. Nominations may also be made from the floor of the House under applicable rules of order.

**Section 3. Elections:** The Executive Vice President shall make available ballots to every Iowa Pharmacy Association member with voting privileges at least sixty (60) days prior to the end of the Iowa Pharmacy Association's operational year. The ballots returned shall be tallied according to procedures established by the Board of Trustees. Successful candidates must receive a plurality of votes cast. The results of the election shall be announced in the next regular publication of the Iowa Pharmacy Association. If, prior to the completion of a contested election, the withdrawal of a candidate(s) reduces the field to one candidate, the remaining candidate shall be declared to be duly elected.

**Section 4. Terms of Office:** No elected officer of the Iowa Pharmacy Association, except the Treasurer shall hold the same officer position for more than one elected term and no person shall hold two elective offices during the same operational year. Regional and at large trustee positions shall be staggered in two year terms. The Treasurer will be appointed to a one year term and may serve no more than three consecutive terms.

## CHAPTER IV - COMMITTEES

### Article I - STANDING COMMITTEES

**Section 1. Standing Committees:** The President shall appoint, with the consent of the Board, members to the following standing committees:

- 1.1 Policy Committee on Professional Affairs
- 1.2 Policy Committee on Public Affairs
- 1.3 Committee on Nominations

**Section 2. Other Committees and Task Forces:** The President shall appoint, with the consent of the Board, members to other committees and task forces deemed appropriate by the Board.

## CHAPTER V - GENERAL OPERATION PROVISIONS

### Article I - OFFICIAL MEETINGS

**Section 1. Official Meetings:** The Iowa Pharmacy Association shall convene an Annual Meeting each year and other such special meetings as necessary to conduct the business of the Iowa Pharmacy Association. The membership shall be notified at least sixty (60) days in advance of an Annual Meeting and at least thirty (30) days in advance of a special meeting of the Iowa Pharmacy Association.

### Article II - ORDER OF BUSINESS

**Section 1. Order of Business:** The rules of order for the conduct of Iowa Pharmacy Association business at an official meeting shall be Robert's Rules of Order, as revised. The order of business for official Iowa Pharmacy Association meetings shall be established by the presiding officer.

### Article III - ASSOCIATION FINANCES AND PROPERTIES

**Section 1. Association Finances and Properties:** All Iowa Pharmacy Association moneys, except a petty cash allowance, shall be deposited in financial institutions or invested in such manner as determined by the Board of Trustees.

### Article IV - PERSONAL LIABILITY AND INDEMNIFICATION

**Section 1. Personal Liability and Indemnification:** A director, officer, employee, member, trustee, or volunteer of the Iowa Pharmacy Association shall not be liable for its debts or obligations, and as a director, officer, member, trustee, or volunteer of the Iowa Pharmacy Association shall not be liable for its debts or obligations, and a director, officer, member, or other volunteer shall not be personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Iowa Pharmacy Association for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

## CHAPTER VI - IN STATE AFFILIATED ORGANIZATIONS

### Article I - PETITION AND RECOGNITION

**Section 1. Eligibility:** An organization of pharmacists in Iowa may petition in writing to the Board of Trustees for status as an affiliated organization of the Iowa Pharmacy Association. Such petition shall be considered in accordance with procedures established by the Board of Trustees.

### Article II - PRIVILEGES

**Section 1. Privileges:** An affiliated organization of pharmacists will be granted recognition status in the House of Delegates in accordance with the provisions of Chapter 9 and shall be eligible for special services available to affiliated organizations.

### Article III - DISCLAIMER PROVISION

**Section 1. Disclaimer:** Affiliated organizations, when acting in other than an official meeting of the Iowa Pharmacy Association, are considered to be acting independent of the Iowa Pharmacy Association.

## CHAPTER VII - HOUSE OF DELEGATES

### Article I - ORGANIZATION

**Section 1. Composition:** The House of Delegates, the legislative division of the Iowa Pharmacy Association, shall be composed of members of the Iowa Pharmacy Association which include the following:

- 1.1 *Regional Delegates* - Each region of the Iowa Pharmacy Association shall be entitled to twenty-two (22) delegate seats.
- 1.2 *Board of Trustees Delegates* - All members of the Board of Trustees shall be entitled to a seat in the House of Delegates.
- 1.3 *College of Pharmacy Delegates* - The Deans from each of Iowa's colleges of pharmacy shall each be entitled to a seat in the House of Delegates.
- 1.4 *In State Affiliated Organization Delegates* - Each in state affiliated organization shall be entitled to one seat in the House of Delegates.
- 1.5 *Student Delegates* - Each college of pharmacy in the state of Iowa shall be entitled to six (6) student delegate seats in the House of Delegates.
- 1.6 *Past President Delegates* - Each past president of the Iowa Pharmacy Association, as well as past presidents of the Iowa Pharmacists Association and the Iowa Society of Health System Pharmacists (formally the Iowa Society of Hospital Pharmacists), shall be entitled to a seat in the House of Delegates.
- 1.7 *Pharmacy Technician Delegates* - Pharmacy technicians shall be entitled to eight (8) delegate seats in the House of Delegates.

**Section 2. Selection of Regional Delegates:** Delegates representing Iowa Pharmacy Association regions shall be elected for a two year term in accordance with rules adopted by the House of Delegates.

**Section 3. Responsibilities of the House of Delegates:** The House of Delegates shall serve as the policy making body of the Iowa Pharmacy Association. All delegates shall be entitled to vote on issues presented to the House. The House shall act on all policy recommendations brought to it by standing committees and individual delegates. The House shall review all proposals for amendments of Iowa Pharmacy Association bylaws. The House may adopt rules, which are not inconsistent with these bylaws, for the governing and administration of all House of Delegates business.

## Article II - OFFICERS OF THE HOUSE

**Section 1. Officers of the House:** The officers of the House of Delegates shall be the Speaker, Vice Speaker, and Secretary. The Executive Vice President/CEO of the Iowa Pharmacy Association shall serve as the Secretary of the House.

**Section 2. Responsibilities of Officers:** The responsibilities of the respective officers shall include:

- 2.1 *Speaker* - The Speaker shall preside at all meetings of the House of Delegates. The Speaker shall appoint a parliamentarian at meetings of the House of Delegates. The Speaker may appoint Committees of the House of Delegates as deemed necessary. The Speaker shall present a report to the delegates at each meeting of the House of Delegates.
- 2.2 *Vice-Speaker* - The Vice-Speaker shall preside and perform the responsibilities in the absence of the Speaker.
- 2.3 *Secretary* - The Secretary shall administer the procedures for delegate certification. The Secretary shall also prepare and submit minutes of the House of Delegates to the delegates.

**Section 3. Term of Office:** The Speaker and the Vice-Speaker shall be elected to one year terms at the Annual Meeting of the House of Delegates. The elected officers shall be installed prior to the adjournment of that Session.

## Article III - GENERAL OPERATIONAL PROVISIONS

**Section 1. Meetings:** The House of Delegates shall meet at least annually in conjunction with the Annual Meeting of the Iowa Pharmacy Association.

**Section 2. Quorum and Voting:** Each delegate shall be entitled to one vote. A delegate shall not act as a proxy of another delegate, nor as a delegate for more than one organization. A member of the Iowa Pharmacy Association may attend any session of the House of Delegates and shall have privilege of the floor, but shall not be allowed to vote if not serving as a delegate. Thirty (30) percent of the authorized delegates of the House of Delegates shall constitute a quorum.

**Section 3. Order of Business:** The rules of order for the conduct of business at official meetings of the House of Delegates shall be Robert's Rules of Order, as revised, or rules of procedure as may be adopted by the House of Delegates. The order of business for official meetings and sessions shall be established by the Speaker.

**Section 4. Motions:** Motions receiving the affirmative vote of the majority of the delegates present and voting shall be considered adopted by the House of Delegates.

**Section 5. New Business:** Any matter to be presented as new business shall be presented to the Secretary of the House in writing not less than twenty-four (24) hours before the scheduled convening of the session in which new business is to be voted upon.

## **CHAPTER VIII - AMENDMENT**

### **Article I - AMENDMENT PROCEDURES**

**Section 1. Amendment:** A proposal to amend the Bylaws shall be received in writing at the Iowa Pharmacy Association headquarters office at least ninety (90) days in advance of a meeting of the House of Delegates. Before submitting amendments to the House of Delegates for approval, a draft of the amending language shall be shared with national affiliated organizations. The proposal shall be considered by a committee on bylaws, appointed by the President of the Iowa Pharmacy Association, and reported to the next meeting of the House of Delegates. Upon receiving two-third (2/3) vote of the delegates present and voting, the proposed Bylaws amendment shall be submitted to the membership for consideration. The Bylaws amendment shall be adopted upon receipt of a majority vote of those voting for the Bylaws amendment.

## **CHAPTER IX - DISSOLUTION**

If for any reason, the Iowa Pharmacy Association is dissolved, the remaining assets of the corporation shall be transferred by the Board of Trustees to a nonprofit pharmacy related organization.

(07/24/09)