

*Arizona Pharmacy Alliance, Inc. (AzPA)*

**BYLAWS**

Approved February 2005

**CHAPTER 0.**        **Name**

The organization will be known as the Arizona Pharmacy Alliance, Inc. (AzPA).

**CHAPTER 00.**        **Purpose**

The Arizona Pharmacy Alliance (AzPA) is committed to serving and representing all pharmacy professionals in all practice settings. AzPA will foster safe and effective medication therapy, promote innovative practice, and empower its members to serve the health care needs of the public. AzPA will:

1. Advance public health by promoting the professional interests of pharmacy professionals in all practice settings by:
  - a. Fostering pharmaceutical services aimed at sound medication-use policy and rational medication therapy.
  - b. Developing professional standards for pharmaceutical services.
  - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
  - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
  - e. Disseminating information about pharmaceutical services and rational medication use.
  - f. Improving communication among pharmacists, other members of the health care industry and the public.
  - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
  - h. Promoting the economic welfare of pharmacists and associated personnel.
2. Foster rational medication use in society such as through advocating appropriate public policies toward that end.

**CHAPTER I.**        **MEMBERSHIP**

**ARTICLE I.**        **Categories**

The membership of AzPA shall consist of Active and Associate members. Retired pharmacists shall be Active members but will pay reduced annual dues. Categories of Associate members shall include Pharmacy Technician, Student, Resident, Industry and Corporate. Active members shall be pharmacists who support the mission of the organization. The Board of Directors shall set policies to determine the criteria for membership in categories other than Active membership, including Honorary members.

**ARTICLE II. Rights and Privileges**

AzPA members shall receive rights and privileges as defined by Board policy. Only Active members will have the right to vote for AzPA officers and district representatives. Academy members may vote for elected officials of their respective academy.

**ARTICLE III. Dues**

Membership dues and the methods of dues collection shall be set by the Board of Directors. As of January 1, 2005, the membership dues shall be as follows:

Active	\$195
Retired	75
Pharmacy Technician	55
Student	20
Resident	60
Industry (Non-Pharmacist)	195
Corporate	1000

The dues may be changed by a majority vote of the Board of Directors. Such a change does not require amendment or change of these Bylaws.

**ARTICLE IV. Meetings**

There shall be at least one business meeting per year, at which time the entire membership may be present to transact business. This meeting shall be called the Annual Meeting of the organization. The time and place for the Annual Meeting shall be designated by the Board of Directors. The membership will be notified at least three (3) months in advance of the time and place of the annual meeting by the notice in the official publication of the organization or by mailing (including electronic mail) such notice to the last known address of such members who are then in good standing.

Special meetings may be held at the request of two-thirds (2/3) of the Board of Directors or on petition of not less than twenty (20) eligible voting members and the approval of a majority of the Board of Directors. Special meetings require written notice, including electronic mail, to all eligible voting members at least twenty (20) days in advance of the special meeting. Said notice shall specify the date, time and place of the special meeting and the full purpose of the meeting, and only matters covered in the notice may be considered at such special meeting.

Five (5) percent (%) of eligible voting members, with a minimum number of forty (40) eligible voting members, shall constitute a quorum for the transaction of business at the annual or any special meeting of AzPA.

**CHAPTER II. OFFICERS**

The officers of AzPA shall consist of the President, President-Elect, Immediate-Past President and Treasurer.

**ARTICLE I. Terms of Office**

The President-Elect shall be elected for a term of one year and shall ascend to the office of President. The President shall serve a one-year term of office and then will become Immediate-Past President. The Immediate-Past President shall serve a term of one year. The Treasurer shall be elected to a two-year term of office.

**ARTICLE II. Nomination, Election and Installation of Officers/Elected Board Members**

The Nominating Committee of the Board, as defined by Board policy, shall solicit from the eligible membership nominations for President-Elect and Treasurer. The nominating committee shall then prepare a slate of no more than two nominees for each office for presentation to the Board of Directors. Candidates for office must be Active members of AzPA in good standing. The election shall take place based on Board policy, and Officers shall then be elected by a plurality vote of the returned ballots.

**ARTICLE III. Duties**

A. President

The President shall be the principal official of AzPA. The President shall serve as Chair at all membership and Board of Directors meetings of the organization. The President, with approval of the Board of Directors, appoints the Chairs and members of all Committees. Except as otherwise provided, the President shall fill all vacancies by appointment. The President shall serve as a member of the Board of Directors and shall serve as its Chair. The President shall be a member of the Nominating Committee.

B. President-Elect

The President-Elect shall perform the duties of the President when the President is unable to do so. The President-Elect shall be a member of the Board of Directors and shall serve as its Vice-Chair. The President-Elect shall be a member of the Nominating Committee. The President-Elect shall serve on the Board of the Pharmacy Network of Arizona.

C. Immediate-Past President

The Immediate-Past President shall be a member of the Board of Directors and, in the absence of both the President and President-Elect, serve as Chair of the Board. The Immediate-Past President will serve as Chair of the Nominating and Awards Committees.

D. Treasurer

The Treasurer shall be the custodian of all monies, securities and deeds belonging to the organization and shall hold same subject to the direction of disposition of the Board of Directors. The Treasurer shall serve on the Board of the Arizona Pharmacy Foundation.

E. Chief Executive Officer

The Chief Executive Officer (CEO) shall serve in the capacity of the chief administrative officer. The Chief Executive Officer, under direction of the Board, shall implement policies and programs of the organization. The Chief Executive Officer will provide leadership in attaining goals identified by the Board of Directors and the strategic plan. The Chief Executive Officer shall be an ex-officio member of the Board of Directors. The Chief Executive Officer will serve as the Secretary of AzPA and will be empowered to sign contracts on behalf of the organization.

**ARTICLE IV. Vacancies**

In the event the President is unable to complete the term of office, the President-Elect shall serve in both capacities for the remainder of the term of office. A vacancy of the President-Elect position shall be filled by a special election conducted by the Board of Directors, as defined by Board policy. Authority is granted to the President to nominate any eligible members to fill a vacant Treasurer position for the remainder of the unexpired term. In the event both the President and the President-Elect positions become vacant, the Board of Directors shall appoint from the membership of the Board a President Pro Tempore for the remainder of the term and conduct a special election for the office of President-Elect for the unexpired portion of the term.

**CHAPTER III. ORGANIZATION**

For representation and operational purposes, the membership of AzPA will consist of membership practice areas known as Academies and from geographic locations defined as Districts.

**ARTICLE I. Component Groups**

Academies are component groups established by the AzPA Board of Directors, comprised of AzPA members who share a similar practice interest. The purpose of the Academies is to represent and provide services to their members. The Board of Directors shall establish rules and criteria, including financial criteria to join and maintain enrollment in an Academy and for the administration of the affairs of the Academies. The Board of Directors shall also establish criteria for forming additional Academies as well as deleting Academies.

There shall be four academies:

Community Pharmacy Academy	representing those pharmacy professionals practicing in community pharmacy settings
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Health-Systems Academy	representing pharmacy professionals who practice in hospitals and health systems
Senior Care Academy practice	representing pharmacy professionals who in long term care settings
Pharmacy Technician Academy	representing pharmacy technicians

**ARTICLE II. Academy Rights and Responsibilities**

A. Officers

The membership of each Academy shall elect an Executive Committee comprised of a Chair, Chair-Elect and two At-Large members. Each Academy Chair shall be a voting member of the Board of Directors. If the Academy Chair is not able to participate in a Board of Directors meeting, the Chair-Elect shall serve as the voting Academy representative for that meeting. Academy Chairs may form Committees of the Academy and appoint Academy members to serve on such committees.

B. Responsibilities

- a. Each Academy shall conduct meetings and continuing pharmacy education activities to meet the needs of their members. Academies shall participate in the planning and implementation of AzPA pharmacy educational programming.
- b. Academies shall review and assess public policy issues (including, but not limited to, State and Federal legislation and regulation) affecting its members, independently or upon referral by the AzPA Board of Directors. Academies may develop formal position statements regarding public policy issues. Such recommendations or positions shall be compatible with the AzPA Mission and Goals, as well as the Mission and Goals of the Academy’s national affiliate (if one exists). All Academy policy position statements shall be submitted to the AzPA Board for review and discussion. In the event that more than one Academy develops a conflicting position statement on the same issue, the AzPA Board of Directors shall attempt to seek a compromise position among the Academies. If such a compromise cannot be achieved, the Academies may disseminate their position statements in the name of the specific AzPA Academy.

C. Rights

- a. Affiliation

Each Academy may serve as the official affiliate of the corresponding national pharmacy organization when such a national affiliation opportunity exists and the mission of the national organization is compatible with the mission of AzPA.

b. Budget

Financial support of the Academies shall be defined by Board policy. Academies will have the right to spend funds allotted by the AzPA Board and to develop policies for such expenditures.

**ARTICLE III. Definition of Districts**

AzPA will be divided into geographic Districts for the purpose of member representation. Members who reside in each District will elect a Chair and Chair-Elect. The Chair of each District will serve as a voting member of the Board of Directors.

Members who reside in a particular County may petition the Board of Directors, based on Board policy, to change their District. Districts are comprised of the following counties:

Maricopa District  
Maricopa  
Pinal

Pima District  
Pima

Northwest District  
Mohave  
Yavapai

Southwest District  
Yuma  
LaPaz

Northeast District  
Coconino  
Apache  
Navajo  
Gila

Southeast District  
Cochise  
Graham  
Greenlee

**ARTICLE IV. District Rights and Responsibilities**

- A. Each District shall be represented by one voting member on the Board of Directors.
- B. Nomination and election of District Chair and Chair-Elect shall be defined by Board Policy. The District Chair and Chair-Elect shall be elected by AzPA members from that District.

**CHAPTER IV. BOARD OF DIRECTORS**

**ARTICLE I. Composition**

The Board of Directors shall consist of the President, President-Elect, Immediate-Past President, Treasurer, Academy Chairs, District Chairs, the Dean (or Dean's appointee) from each ACPE-accredited College of Pharmacy in the State of Arizona, one Industry Representative, and one Student Representative from each ACPE-accredited College of Pharmacy in the State of Arizona. Each member of the Board shall have full and equal voting rights at Board meetings. The Chief Executive Officer shall serve as an ex-officio member of the Board. The Board may also invite observers to Board meetings, as defined by Board policy.

A. Duties

1. District Chair

The District Chairs shall serve as the primary liaison between the Board and the members of the respective component group.

2. Student Representatives

The Student Representatives are the primary liaisons between the Board of Directors and the College of Pharmacy student membership.

3. Industry Representative

The Industry Representative shall represent AzPA members involved in the pharmaceutical industry. In addition, the Industry Representative shall inform and advise the Board on matters related to the pharmaceutical industry.

### C. Vacancies

Upon vacancy of the Academy Chair position, the Academy Chair-Elect will assume the Chair position for the remainder of the term. If the Academy Chair-Elect position becomes vacant more than 90 days prior to the next election, a special election will be conducted within that Academy to fill the unexpired portion of the Chair-Elect term, including service as Academy Chair the following year. If the vacancy occurs within 90 days of the next election, the position will be left vacant until the next election.

Upon vacancy of the District Chair position, the District Chair-Elect will assume the Chair position for the remainder of the term. If the District Chair-Elect position becomes vacant more than 90 days prior to the next election, a special election will be conducted within that District to fill the unexpired portion of the term, including service as District Chair the following year. If the vacancy occurs within 90 days of the next election, the position will be left vacant until the next election.

## **ARTICLE II. Duties**

The Board of Directors shall manage the affairs of AzPA, establish policies within the limits of the Bylaws, actively pursue the purposes of AzPA and have discretion in the control, management, investment and disbursement of its funds. The Board of Directors shall have the supervision of all properties, funds, finances and publications owned by AzPA and shall hire and supervise the Chief Executive Officer. The Board of Directors shall establish financial goals for AzPA and oversee the financial operations of AzPA. The Board of Directors shall establish and review long-term objectives of AzPA and establish the priority of all programs and activities. Members of the Board are expected to attend meetings consistently. The status of Board members who do not attend at least 75% of meetings will be considered based upon Board policy.

## **ARTICLE III. Nomination, Selection and Installation**

Election of the non-Officer members of the Board shall be based upon the appropriate Board, Academy or District policy. Each Board member shall serve a term of one year unless otherwise noted elsewhere in these bylaws.

## **ARTICLE IV. Meetings**

The Board of Directors shall ordinarily meet at least four times per membership year on the call of the President or on the petition of any six voting members of the Board. The business of the Board of Directors shall proceed in accordance with Robert's Rules of Order. All meetings of the Board of Directors shall ordinarily be open to all members unless an Executive Session is deemed necessary by a two-thirds (2/3) majority vote of the Board of Directors members.

## **ARTICLE V. Quorum**

A simple majority of the voting members of the Board shall constitute a quorum.

## **CHAPTER V. COMMITTEES**

AzPA will have Committees as defined by Board policy. AzPA will have standing Nominating Committee and Finance Committee, and other Committees as determined by the Board. Each Committee shall function in an advisory capacity to the Board and will work toward achieving the defined goals of the Committee and the organization as a whole. Committee Chairs and members are appointed by the President upon review and approval by the Board of Directors.

## **CHAPTER VI. AFFILIATION**

Each academy may serve as the official affiliate of the corresponding national pharmacy organization. The Health-Systems Academy shall be the State of Arizona affiliate with the American Society of Health-System Pharmacists (ASHP) and be subject to such rules and regulations as defined by ASHP for such affiliation.

## **CHAPTER VII. FINANCES**

The Board of Directors shall determine expenditure and reimbursement policies with subsequent implementation of such policies by the Chief Executive Officer.

## **CHAPTER VIII. PHARMACISTS POLITICAL ACTION COMMITTEE**

The AzPA Board of Directors shall appoint three (3) persons to serve as trustees on the Board of Trustees of the Pharmacists Political Action Committee of Arizona (PharmPAC). Trustees may be selected by the Board of Directors to serve more than one term.

The AzPA Board of Directors shall have the power to alter, amend or repeal the Articles of Association of PharmPAC by a simple majority vote provided that at least thirty (30) days written notice is given of the intention to alter, amend, repeal or adopt new Articles to the Board of Trustees of PharmPAC, the members of PharmPAC and the AzPA Board of Directors.

The AzPA Board of Directors shall have the power to dissolve PharmPAC at any time by a two-thirds (2/3) majority vote of the Board of Directors. In the event of such dissolution of PharmPAC, all funds contained in PharmPAC's Campaign depositories shall be distributed in a manner stated in AzPA Board policy.

## **CHAPTER VIII. AMENDMENTS**

Every proposition to alter or amend these Bylaws shall be submitted in writing by two or more Active members at any meeting of the Board of Directors. Following the approval of the AzPA Board of Directors, the amending proposal must be submitted to ASHP for review prior to

submission to the general membership. The proposed amendment(s) shall then be submitted to all Active members of AzPA for approval by a 2/3 majority of returned ballots.

## **CHAPTER IX. INDEMNIFICATION**

Each person who acts as a director or officer of the Corporation shall be Indemnified by the Corporation against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit, or proceeding in which he may be named as a party defendant by reason of this being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity and any person who, at the request of the Corporation, acts as a director or officer of the Corporation or of any subsidiary or affiliate corporation in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his duties as such director or officer or to any sum paid by him to the Corporation or to such subsidiary or affiliate corporation, as the case may be, in settlement of any action, suit or proceeding based on his alleged dereliction of duty. The right of indemnification herein provided for shall insure to each of the directors and officers of any subsidiary or affiliate corporation as shall act in such capacity at the request of the Corporation, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred and whether or not the claim asserted against him is based on matters which antedated the adoption of the Section of these Bylaws, and in the event of his death shall extend to his legal representatives; but such rights shall not be exclusive of any other rights to which he may be entitled.

## **CHAPTER X. DISSOLUTION/LIQUIDATION**

AzPA may dissolve if the Board of Directors adopts by a two-thirds (2/3) majority vote a resolution recommending that the question of such dissolution be submitted to a vote of the membership at a regular or special meeting of the members or by mailed ballot, after which an affirmative vote of two-thirds (2/3) of the Active members present and voting or ballots received shall be required for such dissolution.

In the event of the liquidation and dissolution of AzPA, any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to AzPA shall be disposed of as follows:

- A. All liabilities and obligations of AzPA shall be paid and discharged, or adequate provision shall be made therefore.
- B. Assets subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements.

- C. All remaining assets held by AzPA shall be transferred or conveyed, without obligation or restriction, or in the event of their collective liquidation, to the general student scholarship fund, split equally between the ACPE-accredited Colleges of Pharmacy in the State of Arizona and/or to an Arizona-based non-profit organization selected by the AzPA Board of Directors.

Approved: \_\_\_\_\_  
Date President

Witnessed: \_\_\_\_\_  
Date President-Elect