

## TPA Bylaws

### CHAPTER I - NAME

- Sec. 1.** The name of the Association shall be Texas Pharmacy Association. The term "Association" as it appears in these bylaws shall refer to Texas Pharmacy Association.
- Sec. 2. Definitions.** Where it appears in these bylaws, the word "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. The term "House" shall refer to the House of Delegates, as defined in Chapter V.

### CHAPTER II - MEMBERSHIP

- Sec. 1.** Membership in this Association shall consist of the following categories of individuals and entities that have paid applicable dues: (a) Active; (b) Corporate; (c) Associate; (d) Honorary; (e) Student; an (f) Technician. Only individuals and entities that pay dues on a timely basis as defined by Board policy shall be considered members of the Association entitled to the rights and eligibilities of membership as defined elsewhere in these bylaws.
- Sec. 2. Application for Membership.** Application for membership shall contain the following information: Full name and address; pharmacy education, including degrees received; number of certificates to practice pharmacy in Texas (if applicable); and such other information as may be required by the Association. At the time of application for membership or renewal, an individual shall select one primary practice-based academy, as defined in Chapter III, through which membership services shall be delivered. Members may select additional Academies at an additional charge as allowed by Board policy.
- Sec. 3. Active Members.** Any graduate pharmacist residing within Texas or any pharmacist registered by the State of Texas shall be eligible for active membership.
- Sec. 4. Corporate Members.** Any company interested in advancing the profession of pharmacy shall be eligible for corporate membership. The non-voting membership shall be in the company name with correspondence directed to a designated company representative(s). Special services available to such members are at the discretion of the Board.
- Sec. 5. Associate Members.** Any pharmacist not residing in the State of Texas or any person not a pharmacist who is interested in advancing the interests of the profession of pharmacy or who is a representative of a company involved in the sale or distribution of pharmaceuticals, pharmaceutical products or services shall be eligible for Associate membership. Associate members may not vote for or hold office in the Association, except as provided in Chapter III.
- Sec. 6. Honorary Members.** The House may elect individuals to honorary membership. Such members shall not be required to pay dues and shall not have the right to vote for or hold office in the Association. However, pharmacists who are elected to honorary membership are entitled to all the rights, privileges and benefits bestowed upon Active members.

**Sec. 7. Student Members.** Any person attending a college or school of pharmacy as an undergraduate shall be eligible for student membership. Student members may not vote for or hold office in the Association except as provided in Chapters III and V.

**Sec. 8. Technician Members.** Any person employed as or pursuing an education as a pharmacy technician shall be eligible for technician membership. Technician members may not vote for or hold office in the Association except as provided in Chapters III and V.

### **CHAPTER III - ACADEMIES**

**Sec. 1.** Upon determination of sufficient interest on the part of individual members of the Association, the House may establish Academies within the Association representing identifiable and distinct fields of pharmacy practice. Academies with 50 or more members shall qualify for limited staff support and representation on the Policy Council and in the House of Delegates as specified elsewhere in these bylaws.

**Sec. 2.** Academies of the Association may include: (a) chain practice; (b) compounding practice; (c) government, research & academia; (d) health-systems practice; (e) independent practice; (f) consulting/long term care; (g) clinical pharmacists; (h) pharmacy students; (i) pharmacy technicians; and (j) technology & distribution. Academies may be established or merged by majority vote of the House without amendment to the bylaws.

**Sec. 3.** The business affairs of each Academy, except for the Academy of Student Pharmacists, shall be overseen by an Executive Committee consisting of the Immediate Past Chair, Chair, Chair-Elect and up to five Directors, all elected by the Academy's members.

**Sec. 3(a)** The Academy of Student Pharmacists shall be governed by an Executive Committee composed of up to two Directors selected from each Texas School of Pharmacy with an established local TPA student chapter. From these members, a Chair and Chair-Elect will be chosen. The term of office for each Director will be for one year running from annual meeting to annual meeting.

**Sec. 4.** The Chair and Chair-Elect of each Academy shall serve for one year. Directors shall serve staggered two-year terms.

**Sec. 5.** The Executive Committee of each Academy shall nominate up to three individuals for each position that is to appear on the ballot. Candidates for Academy office shall be presented to members of the Academy for election in accordance with Chapter VI - Elections.

**Sec. 6.** Each Academy Executive Committee shall meet as business necessitates and submit, no later than one month prior to the annual meeting, an annual written report of its activities and recommendations to the House and to the Board.

**Sec. 7.** A member of an Academy Executive Committee may be removed from office by majority vote of the committee for failure to attend two consecutive meetings or failure to maintain membership within the Academy. In the event of the resignation, death or removal of a member of the Executive Committee, a replacement shall be appointed for the remainder of the unexpired term by the chair of the Academy, with the approval of the Academy's Executive Committee.

- Sec. 8.** The Chair of each Academy, with the approval of the Executive Committee, shall appoint a member of the Association from its membership to represent the Academy on the Association Nominating Committee. No individual may serve more than two consecutive terms on the Nominating Committee.
- Sec. 9.** Upon recommendation of the Academy Executive Committee or the Board, the House may by majority vote dissolve an Academy that fails to meet all requirements set forth in these bylaws.
- Sec. 10.** The Association shall provide a level of staff support to qualifying Academies as defined by the Board of Directors and serve as an information resource for the Academies.

#### **CHAPTER IV - BOARD OF DIRECTORS**

- Sec. 1.** The Board of Directors is the sole governing authority and fiduciary for the Association. It shall serve as the board within the meaning of the corporate laws of the State of Texas. The Board shall include the President, President-Elect, Vice President, Immediate Past President, two Directors elected at-large, and one Director elected by the Policy Council.
- Sec. 2. Terms of Office.** The President, President-Elect and Vice President shall serve terms of one year. At-large Directors shall be elected to staggered, three-year terms. The Board representative of the Policy Council shall serve a three-year term. Each year the Board shall elect one of its members to serve as Secretary/Treasurer for a term of one year. All officers shall serve until their successors are elected and installed.
- Sec. 3.** The President shall be the principal officer during his term of office. The President shall perform such duties as custom and parliamentary usage may require. The President shall, with the approval of the Board, fill all vacancies in office not otherwise provided for in the bylaws and cooperate with the Academies, officers, and committees of the Association in the performance of their duties. The President shall be a non-voting member of each committee of the Association. The President may appoint individuals to act as advisors to allied organizations or to establish liaison between the Association and allied organizations. Such appointments shall be for a term of one year.
- Sec. 4.** The President-Elect shall assist the President in the performance of his duties. The President-Elect shall assume the office of President at the expiration of term as President-Elect. In the event of the resignation, death or removal of the President prior to the completion of an elected term, the President-Elect shall assume the office of President for the remainder of the unexpired term of office and shall continue as President for the term to which originally elected. In the event of the resignation, death or removal of the President-Elect prior to the completion of an elected term, a special election shall be held to choose a new President-Elect to fill the unexpired term.
- Sec. 5.** The Vice President shall serve as chair of the Policy Council and perform such other duties as the President may determine.
- Sec. 6.** The Secretary/Treasurer shall be responsible to the Board for supervision of all financial affairs, and shall record minutes and actions taken by the Board during executive sessions.
- Sec. 7.** Two Directors at-large shall be elected for staggered, three-year terms in accordance with Chapter VI - Elections.

**Sec. 8.** The Board shall have the accounts of the Association audited by a Certified Public Accountant at least annually and shall make an annual report to the House. Prior to the beginning of each fiscal year, the Board shall approve a budget for the operation of the Association. The Board shall ensure that a portion of annual revenues be set aside as a reserve fund to be accumulated to permit the continued operation of the Association during any year in which the income of the Association is insufficient to meet its operational expenses. However, no portion of this reserve fund shall ever be so expended unless authorized by the Board.

The Board shall appropriate sufficient funds to reimburse the President for reasonable and necessary travel expenses incurred on behalf of the Association while in office. Finances permitting, the Board shall also appropriate sufficient funds to reimburse other members of the Association for reasonable and necessary travel expenses incurred while on official business of the Association which has been pre-approved by the Chief Executive Officer as a reimbursable business activity. Travel expenses are intended to include food, transportation and lodging expenses. All such expenses shall be itemized and documented with original receipts and approved by the Chief Executive Officer prior to payment.

The Board shall establish the time and location of the annual meeting of the Association. The annual meeting of the Association may include general meetings, meetings of the House, and meetings of Academies of the Association.

The Board shall meet monthly and as necessary throughout the year to conduct its business. Special meetings of the Board may be called at any time by the President or by a majority of the members of the Board by personal notice or mailing or emailing a written notice to the last known address of each Director at least ten days before such meeting is to be held.

**Sec. 9. Indemnification.** It is the intention of the Association that these bylaws comply with the provisions of the Texas Non-Profit Corporation Act, Texas Revised Civil Statutes, Article 1396-2.22A (Vernon Supp. 1993) dealing with indemnification of present or former Directors and officers.

The Association may indemnify any person, his heirs, administrators, successors, and assigns, who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or officer of the Association. A present or former Director or officer may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses which include court costs and attorneys' fees actually incurred by the person in connection with the proceeding.

The Association may indemnify the person only if it is determined that the person conducted himself in good faith, and that he reasonably believed that his conduct was in the best interest of the Association; and in the case of any criminal proceeding, that the person had no reasonable cause to believe his conduct was criminal. This determination must be made by a special legal counsel selected by a majority vote of a quorum consisting of all Directors who, at the time of the vote, are not named defendants or respondents in the proceeding. The special legal counsel shall also determine the reasonableness of any expenses, which include court costs and attorneys' fees. The Association is not required to indemnify any person for unreasonable expenses.

The Association shall not indemnify a present or former Director or officer if he is found liable to the Association, or if he is otherwise held liable for:

1. a breach of the Director's or officer's duty of loyalty to the Association or its members;
2. an act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
3. a transaction from which a Director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's or officer's office; or
4. an act or omission for which the liability of a Director or officer is expressly provided by statute.

A person shall be deemed to have been found liable with respect to any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction and after exhaustion of all appeals from that judgment.

Any indemnification of a Director or officer in accordance with this section shall be reported in writing to the members of the Association within the 12-month period immediately following the date of the indemnification.

- Sec. 10.** The Board shall employ a Chief Executive Officer who shall employ and oversee the Association staff. The CEO shall be a non-voting member of each committee of the Association. The CEO shall manage and account for all monies and property of the Association in accordance with the budget and policies adopted by the Board. The CEO shall be bonded as required by the Board.

#### **CHAPTER V - HOUSE OF DELEGATES**

- Sec. 1.** The House shall represent all members of the Association annually in recommending policy to be considered by the Board.
- Sec. 2.** The officers of the House shall be a Chair and Chair-Elect. The term of office of the Chair shall be for one year. The Chair-Elect shall be elected for a one-year term at the Annual Meeting by majority vote of the House. The Chair shall appoint a Parliamentarian for each meeting of the House. By virtue of their office, the Chair and Chair-Elect shall be voting delegates. In the event of the resignation, death or removal of the Chair, or the failure or inability (for any reason) of the Chair to perform the duties of the office prior to the completion of his term, the Chair-Elect shall assume the office of Chair for the remainder of the unexpired term of office. In the event of the resignation, death or removal of the Chair-Elect, or the failure or inability (for any reason) of the Chair-Elect to perform the duties of the office, the Chair shall appoint an individual to complete the term of office, with the approval of the Board.
- Sec. 3.** The House of Delegates will act as a committee of the whole in which all seated delegates consider matters brought before the House.
- Sec. 4.** The order of business of the House shall , when feasible, be published to members prior to its convening.
- Sec. 5.** The House shall convene during the Annual Meeting. Special sessions of the House may be called at the discretion of the President.
- Sec. 6.** All Delegates of the House shall be Association members in good standing who are registered for the Annual Meeting on the day that the House convenes. The maximum composition of the House shall be two hundred delegates. The House shall be composed of delegates from local associations, TPA student chapters, Academies, the Board and all Past Presidents of the Association.

- Sec. 6(a)** Local Associations with at least ten members shall be entitled to representation in the House by one delegate for the first five local members, and one additional delegate for each additional twenty-five local members or major fraction thereof. Delegate seats in the House will be allocated for each local association according to the number of members on record on January 31 of the current year. Delegates shall be determined by their respective local associations and must be selected and reported to the Association by June 1.
- Sec. 6(b)** Association student chapters at Texas colleges and schools of pharmacy shall each be allocated three delegates to be selected and reported to the Association by June 1.
- Sec. 6(c)** Academies of the Association with fifty or more members shall be allocated three delegates each to be selected and reported to the Association by June 1. Academies of the Association with less than fifty members shall be allocated one delegate.
- Sec. 6(d)** All members of the Board of Directors shall be delegates.
- Sec. 6(e)** Members who are Past Presidents of the Association shall be delegates.
- Sec. 6(f)** All seats not filled under the provisions of Sections 6a-6e shall be filled by at-large delegates. These delegates will be identified and prioritized by date of annual meeting registration, and the chair shall invite alternate delegates to fill those slots.
- Sec. 7.** Delegates shall be credentialed at the time of registration and provided a delegate ribbon. Only credentialed delegates will be seated in the House.
- Sec. 8.** A quorum shall consist of fifty seated delegates. Roll calls shall be taken for the purpose of a record vote only when demanded by a delegate, or at the discretion of the presiding officer, provided, however, that the presiding officer shall not allow the roll call to be used to delay the House's proceedings.
- Sec. 9.** A delegate, once seated by the House, if unable to continue in attendance because of unavoidable circumstances, may be replaced by an alternate. Under such circumstances, an alternate delegate may be seated. In the event there are empty delegate slots once the House convenes, the chair shall invite alternate delegates to fill those slots.
- Sec. 10.** The Chair of the House shall have authority to appoint such committees (reference committee or open hearing) and officials as it deems necessary to deliberate issues and proposals brought before the House. It shall have the authority to establish rules of conduct governing its affairs. In all instances not covered by the bylaws or its own special rules, Robert's Rules of Order, latest revision, shall govern.
- Sec. 11.** All reports and resolutions to the House shall be published in advance of the session.
- Sec. 12.** All seated delegates are eligible to present resolutions and other new business during the first House Session for consideration during the final House session, in accordance with House rules.
- Sec. 13.** All reports to the House shall be posted to the web site at least 30 days prior to the annual meeting.
- Sec. 14.** Unanimous consent shall be required for the introduction of new business at the last scheduled meeting of the House. All new business so presented shall require a three-fourths affirmative vote for adoption.
- Sec. 15.** All meetings of the House shall be open to members of the Association. The House shall have authority to exclude all non-members of the Association at any time. All in attendance at such meetings shall be

required to abide by the established rules of the House pertaining to such sessions, or special rules adopted at the time of such sessions.

## **CHAPTER VI - ELECTIONS**

- Sec. 1.** Elections of the Association and Academies shall be governed by this Chapter.
- Sec. 2.** No later than January 31 of each year the Nominating Committee shall nominate up to three candidates for each office to be elected. The order of appearance of the candidates' names on the ballot and all other published materials shall be determined by a random draw.
- Sec. 3.** A candidate's name shall be added to the ballot when a petition signed by not fewer than fifty members is filed with the chair of the Nominating Committee and the Chief Executive Officer on or before April 1. If a candidate withdraws before April 1 leaving the position unopposed, the Nominating Committee shall select an alternate candidate. If the candidate withdraws after April 1, the candidate's name shall be listed on the ballot with the word "withdrawn" printed across the name.
- Sec. 4.** On the sixtieth day prior to the annual meeting the Chief Executive Officer shall send a ballot by first class mail or electronic mail to each member of the Association containing the name and place of residence of each candidate, with an addressed, return envelope or a secure return electronic mail address. Any member may write in the names of other qualified member(s) of his choice. Any such ballot shall be tallied the same as if the ballot had been cast by merely indicating a preference as between those whose names were printed thereon. Members shall return a properly completed ballot within fifteen days after the ballot has been sent to the member by the Chief Executive Officer. Any ballots postmarked after the election deadline shall not be counted. The Nominating Committee shall adopt such further rules as it deems necessary to implement election procedures.
- Sec. 5.** Not less than sixty days prior to the annual meeting, the President shall appoint a canvassing committee, in accordance with Chapter VII - Committees.
- Sec. 6.** The person receiving the highest number of votes for each office shall be declared elected. In the case of a tie vote, there shall be a run-off election between all candidates receiving the highest equal number of votes. In the event of a run-off, the properly completed ballot must be returned by the member within ten days after the ballot has been mailed electronically or by U.S. mail from the office of the Association; otherwise, the ballot shall not be counted.
- Sec. 7.** The Canvassing Committee shall certify and make public all election results. If the final result of a run-off election is a tie vote between two or more candidates remaining after all others have been eliminated in the count of ballots, the Chief Executive Officer shall certify the remaining candidates to the Board or Academy Executive Committee which shall break the tie by designating which candidate shall serve.
- Sec. 8.** Officers duly elected shall take office upon installation during the annual meeting following their election. The President shall take office immediately upon the adjournment of the annual meeting held at the close of the term as President-Elect.

## **CHAPTER VII - COMMITTEES**

- Sec. 1.** Committees shall be classified as follows: a) Policy Council; b) task forces; and c) standing committees.

- Sec. 2.** The Policy Council shall be chaired by the Vice President and composed of: one member appointed by the Executive Committee of each qualifying Academy, excluding the Academy of Student Pharmacists, serving staggered three-year terms; one student elected by each Texas School or College of Pharmacy, serving one-year terms; and one Past President of the Association serving a one-year term.
- Sec. 3.** Task Forces may be appointed by the President for special missions and shall serve until completion of their assigned mission.
- Sec. 4.** Standing Committees of the Association shall be:
- Sec. 4(a)** Audit Committee, composed of no less than three members serving in staggered, three year terms, who are not serving as members of the Board.
- Sec. 4(b)** Awards Committee, composed of the immediate past chair of each Academy in addition to the immediate past President, serving as chair.
- Sec. 4(c)** Canvassing Committee, composed of three members in good standing, not currently seeking elected position within the Association or an Academy, appointed by the President for one-year terms.
- Sec. 4(d)** Ethics and Judiciary Committee, composed of seven members, serving staggered two year terms, appointed by the President, at the beginning of his term of office. Members shall be from the various geographic regions and practice settings of the state. Members may not currently hold elected or appointed positions within the Association.
- Sec. 4(e)** Nominating Committee, composed of one TPA member representative of each qualifying Academy, whose term shall be one year, in addition to the three most immediate past Presidents of TPA. The President shall designate one of the Past Presidents as chair.
- Sec. 5.** All standing committees shall report their activities to the Board at each of its meetings.

#### **CHAPTER VIII - LOCAL ASSOCIATIONS**

- Sec. 1. Charter.** Ten or more member pharmacists or member pharmacy technicians in any county or group of counties in Texas may apply to the Association to be recognized as a local association. Any local association with fewer than twenty-five members on the date of approval of these bylaws (07/25/09) shall be grandfathered for a period of two years to comply with this requirement. The House may recognize, approve mergers and revoke recognition of any local association.
- Sec. 2. Bylaws.** Each local association shall prepare and adopt bylaws in keeping with the bylaws of the Association.
- Sec. 3. Incorporation.** Local associations shall have the right and authority to secure incorporation under the laws of the State of Texas.
- Sec. 4. Dues.** Local associations shall have the right and authority to establish and collect dues.
- Sec. 5. Delegates.** Each qualifying local association shall be entitled to representation in the House of Delegates as stated in Chapter V, Section 6 (a).
- Sec. 6.** Association members shall select which local association they wish to join. If no selection is made, a local association will be assigned to the member based on the ZIP Code listed on the member's application.

## **CHAPTER IX - RULES OF CONDUCT**

- Sec. 1.** The Code of Ethics of the Association shall govern the conduct of the members of the Association in their relationships to each other, the public and other health professionals.
- Sec. 2. Removal from Office.** Any individual elected or appointed to any official position within the Association found guilty of a felony or of a misdemeanor involving moral turpitude or of a violation of any of the pharmacy laws or regulations and/or found guilty of the violation of any provision of the Code of Ethics of the Association shall, by majority vote of the Board upon recommendation from the Ethics and Judiciary Committee, be removed from his official position with the Association. Such individual shall be notified forthwith by letter from the President that he has been removed and that the position is vacant. Likewise, any member found guilty of a felony or misdemeanor involving moral turpitude or of violation of any of the pharmacy laws or regulations shall be denied the right to seek or hold elected or appointed office in the Association for the duration of any sentence or probation imposed.

## **CHAPTER X - RULES OF ORDER**

The deliberations of the Association shall be governed by parliamentary usages as contained in Robert's Rules of Order, latest revision, unless otherwise provided by the bylaws.

## **CHAPTER XI - AMENDMENTS**

The bylaws may be amended at any annual meeting by a two-thirds vote of delegates present after the amendment has lain on the table at least one day. Any proposal to amend the bylaws shall be submitted in writing to the Policy Council one hundred-twenty days prior to the Annual Meeting. Any proposed amendment approved by the Policy Council shall be published in a publication or the web site of the Association sixty days prior to the annual meeting. A complete revision of the bylaws may be accomplished by a two-thirds vote of the delegates present at any annual meeting.