

# TEXAS PHARMACY ASSOCIATION

## 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) Pharmacist; (b) Student; (c) Technician; (d) Corporate; (e) Associate; and (f) Honorary. 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: (a) full name and address; (b) pharmacy education, including degrees received; (c) list of credentials to practice pharmacy in Texas, if applicable; and (d) such other information as may be required by the Association. At the time of application for membership or renewal, an individual may select one primary practice-based academy, as defined in Chapter III. Members may select additional Academies for an additional fee based on Board policy. Members not selecting an academy shall be assigned to the Pharmacy Practice Academy.
- Sec. 3. Pharmacist Members.** Any pharmacist (a) currently licensed in Texas who is in good standing with the Texas State Board of Pharmacy; (b) licensed outside of Texas who is authorized by law to practice in Texas; or (c) currently or previously licensed in Texas who is fully retired shall be eligible for Pharmacist membership. Pharmacist members shall be eligible to vote and hold office in the Association.
- Sec. 4. Student Members.** Any person attending a Texas college or school of pharmacy as an undergraduate shall be eligible for Student membership. Student members shall not be eligible to vote or hold office in the Association except as provided in Chapters III, IV and V.
- Sec. 5. Technician Members.** Any Texas registered pharmacy technician shall be eligible for Technician membership. Technician members shall be eligible to vote but shall not be eligible to hold office in the Association except as provided in Chapters III and V.
- Sec. 6. Corporate Members.** Any company interested in advancing the profession of pharmacy shall be eligible for corporate membership. The membership shall be in the company name with designated company representative(s). Corporate members shall not be eligible to vote or hold office in the Association except as provided in Chapter III and V.
- Sec. 7. Associate Members.** Any individual interested in the Association (a) who is no longer practicing in the pharmacy profession; (b) who is a pharmacist not licensed in Texas; or (c) who supports and/or delivers professional and/or business related services and products for pharmacists and pharmacies, shall be eligible for Associate membership. Associate members shall not be eligible to vote or hold office in the Association except as provided in Chapters III and V.
- Sec. 8. 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 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 members.

### CHAPTER III - ACADEMIES

- Sec. 1.** The Association shall have a Pharmacy Practice Academy and specific practice-based academies. Practice-based Academies may include: (a) chain; (b) clinical; (c) compounding; (d) consulting/long term care; (e) government, research & academia; (f) health-systems; (g) independent; (h) pharmacy students; (i) pharmacy technicians; and (j) technology & distribution. Academies shall be entitled to representation in the-House, on the Public Policy Council and on the Nominating Committee, as specified elsewhere in the bylaws.
- Sec. 2.** Regarding Academies, by majority vote without amendment to the bylaws, the House shall be authorized to establish, merge or dissolve any practice-based Academies. Upon determination of sufficient interest from pharmacist members, the House may establish practice-based Academies representing identifiable and distinct fields of pharmacy practice. Based on recommendations from the Academy's Executive Committee and/or the Board, the House may dissolve an Academy by majority vote that fails to meet all requirements set forth in these bylaws.
- Sec. 3.** Each Academy, except for the Academy of Student Pharmacists, shall be governed by an Executive Committee composed of seven (7) individuals including the Chair, Chair-Elect, Immediate Past Chair and four (4) Directors, all elected by the Academy's members. The Chair, Chair-Elect and Immediate Past Chair of each Academy shall serve one (1) year terms. Directors shall serve staggered two (2) year terms.
- Sec. 4.** The Academy of Student Pharmacists shall be governed by an Executive Committee composed of two (2) Directors selected by each Texas college or school of pharmacy and/or Association student chapter at a Texas college or school of pharmacy. From these members, a Chair and Chair-Elect will be chosen. The Chair and Chair-Elect shall serve for one year. Directors shall serve staggered two-year terms as may be possible. The Executive Committee of the Academy of Student Pharmacists shall appoint a student member to serve as an ex-officio, non-voting member of the Association's Board.
- Sec. 5.** The Executive Committee of each Academy shall nominate two (2) individuals for each open position on the Academy's Executive Committee. Candidates for Academy office shall be presented to members of the Academy for election in accordance with Chapter VI.
- Sec. 6.** The Executive Committee of each Academy shall (a) meet as business necessitates; (b) provide the names of the three (3) allocated Delegates to the House no later than sixty (60) days prior to the annual meeting; and (c) submit an annual written report of its activities and recommendations, if any, to the House no later than thirty (30) days prior to the annual meeting.
- Sec. 7.** A member of the Executive Committee of an Academy 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 Academy Chair, except for the Academy of Student Pharmacists, with the approval of his respective Executive Committee, shall appoint from among its membership (a) two (2) individuals to serve staggered two (2) year terms on the Association's Public Policy Council; and (b) one (1) individual to serve a one (1) year term on the Nominating Committee. No individual may serve more than two consecutive terms on the Nominating Committee. The Academy of Student Pharmacists shall be represented on the Association's Public Policy Council by one (1) student appointed by each Texas school or college of pharmacy, each serving one (1) year terms without vote. If an Academy fails to make these appointments on a timely basis, the TPA President shall be authorized to make such appointments on behalf of the Academy.
- Sec. 9.** As resources and policies allow, the Association shall provide staff support to any Academy to-assist the Chair and serve as an information resource.

## CHAPTER IV - BOARD OF DIRECTORS

- Sec. 1.** The Board 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 be composed of twelve (12) voting members and as many as four (4) non-voting ex-officio members as follows:
- a. President;
  - b. President-Elect;
  - c. Vice President;
  - d. Immediate Past President;
  - e. Treasurer;
  - f. Six (6) Directors elected at-large;
  - g. Speaker of the House; and
  - h. Serving as ex-officio members without vote shall be (a) the Chief Executive Officer of the Association who shall serve as Secretary; (b) the Treasurer-Elect; (c) the Speaker-Elect of the House; and (d) a representative from the Academy of Student Pharmacists.
- Sec. 2. Terms of Office.** The President, President-Elect, Immediate Past President, Vice President, Speaker of the House, Speaker-Elect of the House and student representative shall serve one (1) year terms. The treasurer shall be elected to a three (3) year term, serving as Treasurer-Elect during the first year and Treasurer during the last two years. Six (6) Directors shall be elected at large to staggered three (3) year terms. All Officers and Directors shall serve until their successors are elected and installed. All vacancies shall be addressed in accordance with Chapter VI.
- Sec. 3. President.** 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 Council, committee or task force of the Association.
- Sec. 4. President-Elect.** The President-Elect shall assist the President in the performance of his duties and shall serve as chair of the Association Affairs Council. 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. Vice President.** The Vice President shall serve as Chair of the Public Policy Council, Chair of the Awards Committee and perform such other duties as the President may determine.
- Sec. 6. Treasurer.** The Treasurer, with the assistance of the Chief Executive Officer, shall be responsible to the Board for supervision of all financial issues and shall serve as Chair of the Financial Affairs Council.
- Sec. 7. Secretary.** The Secretary or his designee shall record minutes and actions taken by the Board during regular meetings of the Board. The Secretary shall record minutes and actions taken during executive sessions of the Board, except, in his absence, during discussions related to the employment of the Chief Executive Officer.
- Sec. 8.** Except for the positions of Immediate Past President, Speaker of the House, Speaker-Elect of the House and Secretary, all other members of the Board shall be elected in accordance with Chapter VI - Elections.
- Sec. 9. Finances.** 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 allocated to a dedicated reserve fund for the continued operation of the Association during any year when the income of the Association is insufficient to meet its operational expenses.

However, no portion of this reserve fund shall be 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. As resources and policies allow, special dedicated funds may be utilized for stipends for members of the Board to assist with expenses incurred related to attendance at Board meetings. Additionally, as resources and policies allow, the Board may reimburse other members of the Association for expenses incurred while on official business of the Association, as pre-approved by the Chief Executive Officer. All such expenses shall be reasonable, itemized and documented with original receipts and approved by the Chief Executive Officer prior to payment.

**Sec. 10. Annual Meetings.** 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.

**Sec. 11. Board Meetings.** The Board shall meet at least quarterly 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 providing notification in written or electronic form to the last known address of each Director at least two (2) weeks before such meeting is to be held. Should pressing circumstances or urgent time-sensitive issues warrant, the President may call an emergency meeting of the Board with twenty-four (24) hours notice. The quorum for official meetings of the Board shall be one half plus one of the seated Board members. Vacancies shall be excluded in determining a quorum.

**Sec. 12. 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, 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:

- a. a breach of the Director's or Officer's duty of loyalty to the Association or its members;
- b. an act or omission not in good faith, or one that is the result of intentional misconduct or a knowing violation of the law;
- c. 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
- d. 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 twelve (12) month period immediately following the date of the indemnification.

**Sec. 13. Staff.** The Board shall employ a Chief Executive Officer who shall employ and oversee the Association staff. The Chief Executive Officer shall be a non-voting member of the Board and each committee of the Association. The Chief Executive Officer shall manage and account for all finances and property of the Association in accordance with the budget and policies adopted by the Board. The Chief Executive Officer shall be bonded as required by the Board.

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

- Sec. 1.** The House shall represent all members of the Association in recommending policy to be considered by the Board and in adopting changes in Bylaws.
- Sec. 2. Officers.** The Officers of the House shall be the Speaker and Speaker-Elect. The Speaker shall serve a one (1) year term. The Speaker-Elect shall be elected to a one (1) year term by majority vote of the House during the annual meeting. The Speaker and Speaker-Elect of the House shall serve one (1) year terms on the Board; however, the Speaker-Elect shall serve as an ex-officio member without vote. The Speaker shall appoint a Parliamentarian for each meeting of the House. By virtue of their office, the Speaker and Speaker-Elect shall be voting Delegates. In the event of the resignation, death or removal of the Speaker, or the failure or inability (for any reason) of the Speaker to perform the duties of the office prior to the completion of his term, the Speaker-Elect shall assume the office of Speaker for the remainder of the unexpired term of office. In the event of the resignation, death or removal of the Speaker-Elect, or the failure or inability of the Speaker-Elect to perform the duties of the office, the Speaker shall appoint an individual to complete the term of office, with the approval of the Board. The Speaker shall appoint (a) either the general counsel of the Association or another experienced individual to serve as Parliamentarian; and (b) the Chief Executive Officer of the Association or another experienced individual to serve as Secretary. Both positions shall serve without vote.
- Sec. 3.** The House shall 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, when feasible, shall be posted on the web site and provided to members prior to a meeting of the House.
- Sec. 5. Regular Meeting.** The House shall convene during the annual meeting of the Association.
- Sec. 6. Special Meetings.** With approval from the Board, the Speaker of the House shall be authorized to call special sessions of the House and/or special votes by the House regarding bylaws or public policy issues. Such special called sessions or votes may be conducted (a) in person, (b) electronically, or (c) through other appropriate means. Delegates qualified to participate in special called sessions or votes shall be those individuals that were seated Delegates during the most recent meeting of the House held during an annual meeting.
- Sec. 7. Delegates.** 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 (200) Delegates. The House shall be composed of Delegates from Academies, the Board and all Past Presidents of the Association, local associations and Association student chapters at Texas colleges or schools of pharmacy.
- a. Academies of the Association shall be allocated three (3) Delegates each to be selected and reported to the Association no less than sixty (60) days prior to the annual meeting.
  - b. All members of the Board shall be Delegates.
  - c. All Past-Presidents of the Association shall be Delegates.
  - d. Local Associations with ten (10) members or more shall be entitled to representation in the House by one Delegate for the first five local members and one Delegate for each additional twenty-five (25) 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 no later than sixty (60) days prior to the annual meeting.

- e. Association student chapters at Texas colleges or schools of pharmacy shall be allocated two (2) Delegates each to be selected and reported to the Association no less than sixty (60) days prior to the annual meeting.
- f. All seats not filled under Section 6a-e shall be filled by at-large, alternate Delegates appointed by the Speaker of the House. A list of alternate Delegates shall be compiled prior to the date of annual meeting consisting of the additional names submitted by Academies and local associations to serve as Delegates.
- g. Delegates shall be credentialed at the time of registration for the Conference and provided a Delegate ribbon. Only credentialed Delegates will be seated in the House.
- h. 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 Speaker shall appoint alternate Delegates to fill those slots.

**Sec. 8. Quorum.** A quorum shall consist of fifty (50) 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 Speaker of the House shall not allow the roll call to be used to delay the House's proceedings.

**Sec. 9. Reports, Recommendations and Resolutions.** All seated Delegates are eligible to present resolutions and other new business, in writing, for consideration by the reference committee and for subsequent action during the final session of the House, in accordance with House rules.

- a. During the annual meeting, the Speaker of the House shall convene the first meeting of the House and shall accept new business to be considered by the House. Such new business shall include reports, resolutions and recommendations not previously submitted in advance for consideration by the House.
- b. All reports, resolutions or action items submitted in advance to be presented to the House during an annual meeting, special sessions and/or special votes shall be posted on the Association's web site at least thirty (30) days prior to the House session and/or vote.
- c. With the exception of the first meeting of the House, as noted above, unanimous consent shall be required for the introduction of new business during any meeting of the House. All such new business so presented shall require a three-fourths affirmative vote for adoption.

**Sec. 10. Reference Committee.** The Speaker shall appoint a Reference Committee which shall meet at least one (1) day after the first meeting of the House and at least one (1) day prior to the official annual meeting of the House. The Reference Committee shall convene to deliberate on the issues and proposals previously presented to be brought before the House. At this meeting, the Reference Committee shall develop recommendations for each item for the House to adopt, reject, amend or refer the item.

**Sec. 11.** All meetings of the Reference Committee and 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.

**Sec. 12.** The House 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.

## **CHAPTER VI - ELECTIONS**

**Sec. 1.** Elections of the Association and Academies shall be governed by this Chapter.

**Sec. 2. Activities of the Nominating Committee.**

- a. Not less than five (5) months prior to the annual meeting, the President shall activate a Nominating Committee in accordance with Chapter VII, Section 3.

- b. No later than one hundred twenty (120) days prior to the annual meeting, the Nominating Committee shall solicit individuals interested in running for office and conduct candidate interviews. Such interviews shall be conducted in person or by other means.
- c. No later than ninety (90) days prior to the annual meeting, the Nominating Committee shall nominate two (2) candidates for each open position. The Committee shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, practice setting, and geography. 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.** If a candidate withdraws no later than sixty (60) days prior to the annual meeting leaving the position unopposed, the Nominating Committee shall select an alternate candidate. If a candidate withdraws less than sixty (60) days prior to the annual meeting, the candidate's name shall be listed on the ballot with the word "withdrawn" printed across the name.

**Sec. 4.** A candidate forum shall be held during the annual meeting to allow the general membership to become acquainted with each of the candidates.

**Sec-5.** Within ten (10) days following the conclusion of the annual meeting, the Chief Executive Officer shall send a ballot by first class mail or electronic mail to each eligible 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 (15) calendar days after the ballot has been sent to the membership. 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. 6. Activities of the Elections Committee**

- a. Not less than thirty (30) days prior to the annual meeting, the President shall appoint an Elections Committee, in accordance with Chapter VII, Section 3.
- b. The Elections Committee shall certify and make public all election results. The candidate receiving the majority of votes for the respective contested position shall be declared elected. In the case of a tie vote or should no candidate receive a majority of the votes cast, a run-off election shall be held within thirty (30) days of the initial election results.

**Sec. 7. Commencement of Terms.**

- a. The President-Elect shall assume the office of President immediately following the installation ceremony conducted during the annual meeting held at the close of the term as President-Elect.
- b. Other duly elected new Officers and Directors shall assume their positions on the Board immediately following an installation ceremony conducted during the first meeting of the Board held following the annual meeting.

**Sec. 8. Vacancies.** Except for vacancies in the position of President as addressed in Chapter IV, Section 4, other Board vacancies shall be filled as nominated and elected by the remaining sitting members of the Board. Whenever possible, the sitting members of the Board shall attempt to select replacement Directors for the Board who improve the diversity of the Board regarding gender, race, experience, practice setting, and geography. Eligible Association members shall be selected for each vacancy and shall take office immediately following formal approval by the Board.

## CHAPTER VII – COUNCILS, STANDING COMMITTEES, TASK FORCES

**Sec. 1.** The President shall appoint members to open or expiring positions on councils, standing committees and task forces, and shall strive to select individuals that reflect the diversity of gender, race, experience, practice setting and geography.

**Sec. 2. Councils of the Association** shall include:

- a. **Association Affairs Council**, composed of eleven (11) members including (a) the President-Elect of the Board who shall serve as Chair; and (b) ten (10) members serving staggered two (2) year terms. Other than the Chair, members shall not concurrently be serving on the Board or as chair of any committee of the Association. The Council shall be responsible for developing recommendations for the Board regarding issues related but not limited to the following: bylaws; organizational structure; membership development; and guidance on education and communication activities. The Council shall hold at least two meetings per year.
- b. **Public Policy Council**, composed of approximately twenty-five (25) members including (a) the Vice President of the Board, who shall serve as Chair; (b) two (2) members from of each active Academy, excluding the Academy of Student Pharmacists, serving staggered two 2 year terms; and (c) one student appointed by each Texas school or college of pharmacy, each serving one (1) year terms without vote. The Council shall be responsible for developing recommendations for the Board regarding issues related only to advocacy and public policies in the state and federal legislative and regulatory arenas. The Council shall hold at least two meetings per year.
- c. **Financial Affairs Council**, composed of eleven (11) members including (a) the Treasurer of the Board who shall serve as Chair and (b) ten (10) members serving staggered two year terms. Other than the Chair, members shall not concurrently be serving on the Board or as chair of any committee of the Association. The Council shall be responsible for developing recommendations for the Board regarding issues related but not limited to the following: financial policies; fund investment policies; endorsement of vendors or outside services; financial and industry partners; and other new revenue streams. The Council shall hold at least two meetings per year.

**Sec. 3. Standing Committees of the Association** shall include:

- 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.
- b. **Awards Committee**, composed of eleven (11) members including (a) the Vice President serving as Chair and (b) ten (10) other members serving one (1) year terms. The Committee shall be responsible for determining the awards to be given by the Association; delineating the process for nominations; reviewing nominations; and selecting the individuals for each award.
- c. **Elections Committee**, composed of three (3) members, serving one (1) year terms, who are not concurrently seeking elected position in the Association or an Academy. The Committee shall be responsible for reviewing ballots; validating election count; and releasing results to the membership.
- d. **Nominating Committee**, composed of one (1) member from each Academy serving a one (1) year term, along with the immediate past president of the Association who shall serve as Chair. Members shall not be eligible for nomination. The Committee shall be responsible for nominating candidates for each open position on the Board and shall strive to present a slate of candidates that reflects the diversity of gender, race, experience, practice setting, and geography. Once the slate of candidates is finalized and made public, the committee shall disband.

All standing committees shall report their activities to the Board following each committee meeting.

**Sec. 4.** If events warrant, the President shall appoint an **Ethics and Judiciary Committee**, composed of eleven (11) members, serving until all issue(s) are addressed and reported to the Board. Members shall be from different

practice settings and geographic regions in the state. Members shall not concurrently hold elected or other appointed positions in the Association.

- Sec. 5. Task Forces** may be established by the President to address specific issues or areas with appointees having expertise and/or interest in such issues or areas, and shall serve at the will of the President and/or until completion of their assignment.

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

- Sec. 1. Charter.** The House may recognize, approve mergers and revoke recognition of any local association. Ten (10) or more member pharmacists or member pharmacy technicians in any county or group of counties in Texas may apply to the House to be recognized as a 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 local association shall be entitled to representation in the House as stated in Chapter V, Section 7d.
- Sec. 6.** Association members may select a local association to join.

#### **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, special called meeting or special vote of the House by a two-thirds vote of the Delegates. The proposed amendment(s) shall be: (a) submitted in writing to the Board by five (5) or more members at least ninety (90) days prior to the House or vote; (b) reviewed and approved by the Board at least seventy-five (75) days prior to the House meeting or vote; and (c) published in a publication or the web site of the Association at least sixty (60) days prior to the meeting or vote.

Adopted on July 25, 2009

Amended on July 18, 2010