

TEXAS PHARMACY ASSOCIATION

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Proposed Amendments to the Bylaws

April 7, 2010

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; and (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: (a) Full name and address; (b) pharmacy education, including degrees received; (c) list of credentials number of certificates 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 shall may 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 determined by Board policy. Active members not selecting a practice-based academy shall be assigned to the General Practice Academy.
- Sec. 3. Active Pharmacist Members. Any graduate pharmacist ~~residing within Texas~~ (a) currently licensed in Texas who is in good standing with or any pharmacist registered by the Texas State Board of Pharmacy of Texas ; (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 Active pharmacist membership. Active pharmacist members shall be eligible to vote and hold office in the Association.

Note to the Reader:

Words that are underlined are new language. Letters marked with ~~strikethroughs~~ represent words or passages proposed for deletion. Consequently, the existing Bylaws can be discerned by ignoring all the underlined areas.

Joe DaSilva

Clarifies documentation needed for membership.

Allows members to opt out of selecting specific practice academies and to be assigned to a new General Practice Academy.

Clarifies wording of Section and addresses voting.

Sec. ~~47~~. Student Members. Any person attending a Texas college or school of pharmacy as an undergraduate shall be eligible for Student membership. Student members ~~shall may~~ not be eligible to vote ~~for~~ or hold office in the Association except as provided in Chapters III and V.

~~Sec. 58. Technician Members. Any Texas registered person employed as or pursuing an education as a~~ pharmacy technician shall be eligible for Technician membership. Technician members ~~shall may~~ not be eligible to vote ~~for~~ or hold office in the Association except as provided in Chapters III and V.

Sec. ~~64~~. 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. Corporate members shall not be eligible to vote or hold office in the Association except as provided in Chapters III and V.~~

Sec. ~~75~~. 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, 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 shall~~ not be eligible to vote ~~for~~ or hold office in the Association except as provided in Chapters III and V.

Sec. ~~86~~. 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.

CHAPTER III - ACADEMIES

Sec. 1. The Association shall have a General Practice Academy as well as specific practice-based academies. By majority vote and 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 active pharmacist members, on the part of individual members of the Association, the House may establish practice-based Academies ~~within the Association~~ representing identifiable and distinct fields of pharmacy practice. Academies with fifty (50) or more members shall be qualifying Academies and shall be entitled to representation qualify

Clarifies wording of Section and addresses voting.

Clarifies wording of Section and addresses voting.

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Clarifies wording of Section and addresses voting.

Establishes the General Practice Academy.

Clarifies the role of the House regarding academies.

Clarifies definition of "qualifying" academies.

~~for limited staff support and representation on the Policy Council and in the House of Delegates, the Public Policy Council and the Nominating Committee,~~ as specified elsewhere in these bylaws.

~~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. 2. ~~Practice-based 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 qualifying Academy, except for the Academy of Student Pharmacists, shall be ~~overseen governed~~ by an Executive Committee ~~consisting composed~~ of seven (7) individuals including the Immediate Past Chair, Chair, Chair-Elect and four (4) up to five Directors, all elected by the Academy's members. The Immediate Past Chair, Chair and Chair-Elect of each qualifying Academy shall serve one (1) year terms. Directors shall serve staggered two (2) year terms.

Sec. ~~4.3(a)~~ The Academy of Student Pharmacists shall be governed by an Executive Committee composed of up to two (2) Directors selected by from each Texas college or school of pharmacy and/or Association student chapter at a Texas college or sSchool of pPharmacy, ~~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. The Chair and Chair-Elect shall serve for one year. Directors shall serve staggered two-year terms as may be possible.~~

~~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 qualifying Academy shall nominate two (2) up to three individuals for each open position on the Academy's Executive Committee.~~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. ~~The Each Academy~~ Executive Committee of each qualifying Academy 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~~ no later than thirty (30) days prior to the annual meeting.

Clarifies academy representation on other Association entities.

Moved from Section 9 of this Chapter.

Clarifies listing of possible academies.

Clarifies composition of executive committee of academies.

Clarifies composition of executive committee of the Academy of Student Pharmacists.

Incorporated in Section 3 of this Chapter.

Clarifies wording of Section. Reduces number of candidates from three to two.

Clarifies wording of Section and responsibilities.

Sec. 7. A member of ~~the an Academy~~ Executive Committee of a qualifying 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 Chair of ~~a qualifying each~~ Academy, except for the Academy of Student Pharmacists, with the approval of its respective the Executive Committee, shall appoint ~~a member of the Association~~ from among its membership to represent the Academy on the Association (a) three (3) individuals with staggered three-year terms, to the Public Policy Council; and (b) one (1) individual with a one-year term to the 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. ~~9.10.~~ As resources and policies allow, tThe Association shall provide ~~a level of~~ staff support to any qualifying Academy ~~ies as defined by the Board of Directors and to assist the~~ Chair 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 be composed of fifteen (15) members that shall include the President, President-Elect, Vice President, Immediate Past President, Treasurer, six (6) two Directors elected at-large, and one two (2) Directors elected by the Public Policy Council from among its members, the Speaker of the House of Delegates and the Chief Executive Officer of the Association who shall serve as Secretary in an ex-officio position without vote.

Sec. 2. Terms of Office. The President, President-Elect, Immediate Past President, and Vice President and Treasurer and Speaker of the House shall serve one (1) year terms of one year. ~~At-large Six (6)~~ Directors shall be elected at large to staggered three (3)-year terms. ~~The Two (2) Directors shall be selected by Board representative of the~~ Public Policy Council from among its membership and shall serve staggered two (2) a three-year terms. ~~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. All vacancies shall be addressed in accordance with Chapter VI - Elections.

Clarifies wording of Section.

Clarifies academy representation on other Association entities.

Moved to Section 1 of this Chapter.

Clarifies staff support expectations.

Increases the the board to 14 voting members from seven, including a treasurer elected by the membership instead of by the Board; the Speaker of the House of Delegates; four additional at-large positions; and one more representative of the Policy Council. Adds the Executive Director/CEO as an ex-officio (non-voting) member.

Modifies and clarifies terms of office for Board members.

- 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 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. President-Elect. 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. 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 ~~Secretary~~/Treasurer, with the assistance of the Chief Executive Officer, shall be responsible to the Board for supervision of all financial ~~affairs~~issues and shall serve as Chair of the Financial Affairs Committee and.
- 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. ~~8.7.~~ Two Directors at large ~~Except for the positions of Immediate Past President, Speaker of the House and Secretary, all other members of the Board~~ shall be elected ~~for staggered, three year terms~~ in accordance with Chapter VI - Elections.
- Sec. ~~9.8.~~ 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 net revenues be allocated to a dedicated set aside as a reserve fund ~~to be accumulated to permit for~~ the continued operation of the Association during any year ~~when in which~~ the income of the Association is insufficient to meet its operational expenses.

Deleted. Not needed in Bylaws. Activity should be an ongoing operational process to enhance unity.

Changes name of Council. See Chapter VII, Sec. 2. Also, adds Awards Committee to responsibilities.

Splits the office secretary/treasurer office into two separate positions.

Clarifies responsibilities.

Clarifies terms and deletes specific reference to term lengths in this Section.

Clarifies wording of Section.

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. As resources and policies allow, Finances permitting, the Board shall also appropriate sufficient 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 ~~to~~ reimburse other members of the Association for ~~reasonable and necessary travel~~ expenses incurred while on official business of the Association, ~~as 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 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 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 providing notification in written or electronic form personal notice or mailing or e-mailing a written notice to the last known address of each Director at least ~~two (2) weeks ten days~~ 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. 12.9. 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.

Adds specific reference of funds for Board stipends.

Clarifies wording of Section.

Removes requirement for Board to meet every month, but does not prohibit monthly meetings.

Addresses emergency meetings of the Board

Defines the number of Board members needed to have a quorum.

Removes unnecessary examples.

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 twelve (12)-month period immediately following the date of the indemnification.

Sec. ~~13.10~~. 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 monies 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 annually in recommending policy to be considered by the Board and in adopting changes in Bylaws.

Clarifies wording of Section.
Makes Chief Executive Officer a non-voting member of the Board. (See Chapter IV, Sec. 1)

Clarifies wording of Section.

- Sec. 2. The Officers of the House shall be ~~the SpeakerChair~~ and ~~SpeakerChair~~-Elect. The ~~term of office of the SpeakerChair~~ shall ~~serve a be for~~ one (1) year ~~term~~. The ~~SpeakerChair~~-Elect shall be elected ~~to for~~ a one (1)-year term ~~at the Annual Meeting~~ by majority vote of the House ~~during the annual meeting~~. The ~~SpeakerChair~~ shall appoint a Parliamentarian for each meeting of the House. By virtue of their office, the ~~SpeakerChair~~ and ~~SpeakerChair~~-Elect shall be voting Delegates. In the event of the resignation, death or removal of the ~~SpeakerChair~~, or the failure or inability (for any reason) of the ~~SpeakerChair~~ to perform the duties of the office prior to the completion of his term, the ~~SpeakerChair~~-Elect shall assume the office of ~~SpeakerChair~~ for the remainder of the unexpired term of office. In the event of the resignation, death or removal of the ~~SpeakerChair~~-Elect, or the failure or inability ~~(for any reason)~~ of the ~~SpeakerChair~~-Elect to perform the duties of the office, the ~~SpeakerChair~~ 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 of Delegates ~~shall 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, ~~shall~~ be ~~posted on the web site and provided published~~ to members prior to ~~a meeting of the House~~its convening.
- Sec. 5. The House shall convene during the annual meeting ~~of the Association. With approval from the Board, the President shall be authorized to call~~ special sessions of the House ~~and/or special votes by the House regarding bylaws or public policy issues may be called at the discretion of the President. 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. 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 (200) Delegates. The House shall be composed of Delegates from ~~local associations, TPA Student Chapters,~~ Academies, the Board and all Past Presidents of the Association, ~~local associations and Association student chapters at Texas colleges or schools of pharmacy.~~

Changes the titles of the Chair and Chair-Elect of the House to "Speaker" and "Speaker-Elect."

Clarifies parliamentarian and secretary positions of the House.

Clarifies the term "publishing."

Clarifies the authority of the President to call meetings of the House. Also allows the House to meet in person or by electronic or other means. Clarifies who may serve as delegates.

Clarifies wording of Section.

~~Sec. 6(c)-(a)~~ Academies of the Association with fifty (50) or more members shall be allocated three (3) Delegates each to be selected and reported to the Association by June 1 no less than sixty (60) days prior to the annual meeting. Academies of the Association with less than fifty (50) members shall be allocated one (1) Delegate.

~~Sec. 6(d),(b)~~ All members of the Board of Directors shall be Delegates.

~~Sec. 6(e),(c)~~ Members who are Past Presidents of the Association shall be Delegates.

~~Sec. 6(a)~~ (d) Local Associations with at least ten (10) members or more 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 (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 by June 1.

As noted in Chapter VIII, Section 1, local associations with twenty-five (25) or more members shall be deemed a qualifying local association. Those with fewer than twenty-five (25) members as of July 26, 2011, shall no longer be recognized as a local association and shall not be eligible for representation in the House.

~~Sec. b~~ (e) Association student chapters at Texas colleges or schools of pharmacy shall each 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 by June 1.

~~Sec. 6(f),(f)~~ All seats not filled under ~~the provisions of Sections 6a-6e (a)-(e)~~ shall be filled by at-large, alternate Delegates appointed by the Speaker of the House. A list of alternate. These Delegates shall be compiled prior to the 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 (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 presiding Officer, provided, however, that the presiding Officer shall not allow the roll call to be used to delay the House's proceedings.

Realigns and rewords subsections of Section 6.

Clarifies wording of Section, timeline and allocation of delegates.

Clarifies wording of Section, timeline and allocation of delegates.

Clarifies standards for "qualifying local associations" and the grandfather clause for locals that currently do not meet the standards.

Clarifies wording of Section, timeline and allocation of delegates.

Clarifies wording of Section.

Clarifies "alternate delegates."

- 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 Speaker Chair shall ~~appoint~~ invite alternate Delegates to fill those slots.
- Sec. 10. The ~~Speaker Chair~~ of the House shall ~~have authority to~~ appoint ~~such committees as a Reference Committee or open hearing) and officials as it deems necessary to which shall meet at least one (1) day prior to the official annual meeting of the House. Immediately prior to the Reference Committee meeting, the Speaker shall convene the first meeting of the House and shall accept reports, resolutions and recommendations. Following the first meeting of the House, the Committee shall convene to~~ deliberate on the issues and proposals ~~previously presented to be~~ brought before the House. ~~At this meeting, the Committee shall develop recommendations for each item that the House adopt, reject, amend or refer the item. Both of these meetings shall be open to all Delegates of the House and members of the Association. 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 or action items to be presented to the House during an annual meeting, special sessions and/or special votes shall be ~~published~~ posted on the web site at least thirty (30) days prior to in advance of the session the House session and/or vote.
- Sec. 12. All seated Delegates are eligible to present resolutions and other new business, in writing, for initial consideration by the reference committee 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. ~~13.14.~~ With the exception of the first meeting of the House, as noted in Section 10 of this Chapter, ~~u~~Unanimous consent shall be required for the introduction of new business during any at the last scheduled meeting of the House. All such new business so presented shall require a three-fourths affirmative vote for adoption.
- Sec. ~~14.15.~~ 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.
- Sec. 15. 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.

Clarifies wording of Section.

Requires appointment of a reference committee.

Establishes time for first meeting of the House.

Clarifies action required of the Ref. Committee.

Moved to Section 15 of this Chapter.

Requires that all items submitted to the House for consideration be published on the TPA website at least 30 days prior to the House meeting.

Clarifies wording of Section.

Blended with Section 11 of this Chapter

Clarifies wording of Section.

Moved from Section 10 of this Chapter.

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~~ ninety (90) days prior to the annual meeting, the Nominating Committee shall nominate ~~up to three~~ two (2) candidates for each office open position. ~~to be elected~~ The Committee shall strive to present a slate of candidates that reflects the diversity of gender, 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. ~~The name of an additional~~ A candidate's name shall be added to the ballot when a petition signed by ~~not fewer than~~ fifty (50) or more members is (are) filed with the Chair of the Nominating Committee and the Chief Executive Officer ~~on or before April 1, no later than sixty (60) days prior to the annual meeting.~~ If a candidate withdraws ~~before April 1 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 the~~ candidate withdraws ~~after April 1 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. 5.4. On the 60th day prior to the~~ 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 member ~~ship 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. ~~6.5.~~ Not less than thirty (30) ~~60~~ days prior to the annual meeting, the President shall appoint an Elections canvassing committee, in accordance with Chapter VII - Committees.
- Sec. ~~7.6.~~ The Elections Committee shall certify and make public all election results. 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 10 days after the~~

Eliminates reference to specific days should the annual meeting be held outside July. Requires only two candidates for each position. Requires efforts to establish a diverse Board.

Clarifies wording of Section. Eliminates reference to specific days. Allows adjustment of election timing regardless of when annual meeting is held.

Adds a candidate forum during annual meeting to highlight the individuals seeking office,

Clarifies wording of Section.

Clarifies the deadline for returning ballots.

Modifies timeframe.

Eliminates the runoff process since there will be only two candidates for each elected office. (See Chapter III, Sec. 5 & Chapter VI, Sec. 2)

~~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. The President-Elect shall assume the office of President immediately following the installation ceremony conducted during the annual meeting. 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.~~

~~Sec. 9. Other duly elected new Officers and Directors shall assume their positions on the Board of Directors immediately following an installation ceremony conducted during the first meeting of the Board of Directors held following the annual meeting.~~

~~Sec. 10. 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, experience, practice setting, and geography. Eligible Association members shall be selected for each vacancy; shall take office immediately following formal approval by the Board.~~

~~Sec. 11. Elected Academy office holders shall assume their respective position(s) once the election results are made public.~~

CHAPTER VII – COUNCIL, COMMITTEES, TASK FORCES

~~Sec. 1. The President shall appoint members to open or expiring positions. Committees shall be classified as follows: a) Policy Council, b) on all task forces and c) standing committees, except for the Public Policy Council, and shall strive to select individuals that reflect the diversity of gender, experience, practice setting, and geography.~~

~~Sec. 2. The Public Policy Council shall be composed of approximately twenty-five (25) members including (a) be chaired by the Vice President of the Board, who shall serve as Chair; and composed of: (b) three (3) one members from of each qualifying Academy, excluding the Academy of Student Pharmacists, appointed by the its respective Executive Committee, of each qualifying academy, excluding the Academy of Student Pharmacists, serving staggered three (3) -year terms; and (c) one student elected~~

Addresses the possibility of election ties.

Clarifies installation of new President.

Clarifies installation of other new Board members.

Addresses vacancies on the Board.

Requires efforts to establish a diverse Board.

Clarifies installation of Academy officeholders.

Clarifies appointment powers of the President.

Requires efforts to have diversity in committees.

Changes the name and modifies composition of the Policy Council. Ensures better representation on the Council.

~~appointed~~ by each Texas ~~s~~School or ~~c~~College of ~~P~~Pharmacy, serving one (1) year terms; ~~and one Past President of the Association serving a one-year term.~~

The Public Policy Council shall be responsible for developing recommendations regarding advocacy issues and public policies. The Council shall hold at least two meetings per year.

Sec. 3. Task Forces may be ~~appointed~~ established by the President ~~for special missions 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 assignmented mission.

Sec. 4. Standing Committees of the Association shall include~~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) (a) Awards Committee, composed of the Immediate Past Chair of each Academy in addition to nine (9) members, serving staggered three (3) year terms with the Immediate past Vice President serving as Chair. 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.~~

~~Sec. 4(c)(b) Elections/Canvassing Committee, composed of three (3) members, in good standing serving one (1) year terms, who are not concurrently seeking elected position within the Association or an Academy, appointed by the President for one-year terms. The Committee shall be responsible for reviewing ballots; validating election count; and announcing the results to the membership.~~

~~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.~~

(c) Financial Affairs Committee, composed of nine (9) members, serving staggered three year terms, with the Treasurer serving as Chair. The Committee shall be responsible for reviewing and/or developing recommendations to the Board regarding the Association's: (a) annual financial audits; (b) financial policies; (c) fund investment policies; and (d) endorsement of vendors or outside services. Other than the Chair, Mmembers shall not concurrently be serving on the Board or as chair of any committee of the Association.

~~Sec. 4(e) (d) Nominating Committee, composed of one (1) TPA-member representative of from each qualifying Academy, serving a whose term shall be one (1) year term, along with in addition to the three (3) most immediate past presidents of the Association TPA. The President shall designate one of the Immediate Past Presidents shall serve as Chair. Members shall not be eligible for nomination.~~

Clarifies and narrows responsibility of the Policy Council to include public policy issues.

Clarifies reasons for task forces.

Eliminates Audit Committee and shifts its duties to the new Financial Affairs Committee.

Clarifies composition and responsibility of Awards Committee.

Clarifies wording of Section and responsibility of Elections Committee.

Eliminates the Ethics and Judiciary Committee and clarifies process to address such issues in Section 4(c) of this Chapter.

Creates a new Financial Affairs Committee to better address (a) annual financial audits; (b) financial policies; (c) fund investment policies; and (d) endorsement of vendors/outside services.

Clarifies composition and responsibility of Nominating Committee.

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, experience, practice setting, and geography.

Sec. 5. All standing committees shall report their activities to the Board following at each of its committee meetings.

Sec. 6. If events warrant, the President shall appoint an Ethics and Judiciary Committee composed of nine (9) 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.

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 Association~~ to be recognized as a local association.

Local associations with twenty-five (25) or more members shall be deemed a qualifying local association. Any local association with fewer than twenty-five (25) members on ~~the date of approval of these bylaws (07/25/09)~~ July 25, 2009, shall be grandfathered as a qualifying local association for a period of two years in order to comply with ~~the~~ is twenty-five (25) member requirement. When the grandfather clause expires, a local association with fewer than twenty-five (25) members shall no longer be recognized as a local association and shall not be eligible for representation in the House. ~~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 may~~ select a 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.~~

Requires efforts to have diversity in committees.

Clarifies wording of the Section.

Moved from Section 4 of this Chapter. Establishes that committee shall be available as needed.

Clarifies role of House regarding local associations and the grandfather clause for those that currently do not meet the requirements.

Clarifies the definition of "qualifying local association."

Clarifies wording of Section. Eliminates the mandatory assignment of members to local associations.

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. ~~present. The proposed amendment(s) shall be: -after the amendment has lain on the table at least one day. Any proposal to amend the bylaws shall be (a) submitted in writing to the Policy Council-Board by five (5) or more active members at least ninety (90) 120 days prior to the House Annual Meeting or vote; -Any proposed amendment (b) reviewed and approved by the Policy Council shall be 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 annual meeting or vote. A complete revision of the bylaws may be accomplished by a two-thirds vote of the Delegates present at any annual meeting.~~

Adopted on July 25, 2009

Amended _____

Allows Bylaw changes to be proposed and approved by the House at any time. Retains the timeline for calling a meeting, posting proposed amendments and voting.