

# **Lancaster County Pharmacists Association Bylaws**

## **ARTICLE I NAME AND ADDRESS**

Section 1. This Association shall be known as the Lancaster County Pharmacists Association and it shall be a 501(c)(6) organization and affiliated with the Pennsylvania Pharmacists Association.

Section 2. The official mailing address of this Association shall be 508 North Third Street, Harrisburg, PA 17101.

## **ARTICLE II - PURPOSE**

The purpose of this Association shall be to unite all pharmacists of Lancaster County and all persons desiring to promote and support the profession of pharmacy in the accomplishment of the following:

- (a) To assure a high quality of professional practice through the establishment and maintenance of high standards of professional ethics, education and attainment.
- (b) To promote the practice of pharmacy as that profession which is concerned with preserving and protecting the public health by education of consumers and other health professionals.
- (c) To protect and promote the professional and economic security of its members.

## **ARTICLE III – MEMBERSHIP AND DUES**

Section 1. Memberships shall be for one year from the point of initial application and shall continue to renew for one year terms.

Section 2. All members of the Pennsylvania Pharmacists Association (PPA) who reside in Lancaster County shall be eligible for membership in this Association and shall apply jointly for membership through PPA.

Section 3. Members of PPA who reside in other counties may voluntarily apply through the PPA to be members of this Association.

Section 4. Categories of membership and voting rights shall be consistent with those of PPA.

Section 5. The annual dues amount shall be determined by the Board of Directors and such dues shall be payable on an annual basis. Any member who shall not have paid his/her dues by thirty days after the due date shall be considered in arrears, and will not be

entitled to any of the rights of membership. Such members may be reinstated upon payment of current dues.

Section 6 – Honorary Membership to this Association. Any person whose activities in pharmacy or an allied profession merit such special recognition may be elected to Honorary Membership by a two-thirds vote of the voting members present at any regular membership meeting, providing his or her name has been previously submitted to the Board of Directors. Honorary Membership requires no dues and shall be a member of only this Association.

Section 7 – Life Membership. Any registered pharmacist who has distinguished himself or herself in the following of his or her profession and has been active in the Association work for a significant period of time may be elected a Life Member by a two-thirds vote of the voting members. Life Membership requires no dues and shall be a member of only this Association unless they also meet the requirements for Life Membership in PPA.

#### **ARTICLE IV OFFICERS AND THEIR DUTIES**

The Officers of the Association shall consist of: President, President-Elect, Secretary, Treasurer, and Immediate Past President any of which are subject to removal from office by a majority vote of the voting members.

Section I – President. The President, or in his/her absence, the President-Elect, or in his/her absence, another officer, shall preside at the general membership meetings of the Association; appoint committees with approval of the Board of Directors; execute all official documents of the Association; and generally oversee the administration and welfare of the Association, and perform such other duties as required by the office.

Section II – President-Elect. The President-Elect shall preside in the absence of the President or assist at any meetings as requested by the President. He/she shall oversee the fulfillment of the duties of all elected or appointed officers. He/she shall perform other duties as may be set forth by the Board of Directors.

Section III – Secretary. It shall be the duty of the Secretary to keep a record of the minutes of all Board and membership meetings, and ensure all are distributed and maintained according to the policy of the Association. He/she shall perform other duties as may be set forth by the Board of Directors.

Section IV – Treasurer. The Treasurer shall have custody of the funds and securities and shall keep full and accurate accounts of receipts and disbursements; he/she shall keep the monies of the Association in a bank or banks in the name of the Association. He/she shall disburse the funds of the Association by checks, which checks shall be signed by such persons as shall be designated by the Board of Directors. He/she shall render a full report of the finances of the Association at each annual meeting and shall be prepared to render a current

report at each meeting of the Board of Directors and of the Association. He/she shall perform such other duties as may be prescribed by the Board of Directors.

Section V. – Immediate Past President. The immediate Past President shall serve as the Chairman of the Board of Directors and preside at all meetings of the Board. He/she shall establish and follow a standard agenda of items as approved annually by the Board of Directors.

Section VI. – Management. The overall management of the Association will be coordinated through the main office of PPA who shall assist in dues billing and collection, membership maintenance, and other administrative duties.

## **ARTICLE V - BOARD OF DIRECTORS**

Section 1. The business of the Association shall be conducted and managed by a Board of Directors. Each director shall have one vote.

Section 2. The Board of Directors shall consist of the five officers and six (6) additional elected Directors at Large. The six directors shall serve three-year staggered terms. (Two (2) of which shall serve three (3) years; two (2) of which shall serve two (2) years; and two (2) of which shall serve one (1) year). In each succeeding year thereafter, two (2) members shall be elected for a three (3) year term, replacing the two (2) lowest term members.)

Section 3 Directors-at-large may be charged with any such additional duties as determined by the President.

Section 4 In case of a vacancy on the Board of Directors, the remaining directors shall fill the vacancy, by majority vote, and such person shall occupy the office as a director for the unexpired term.

Section 5 – The Board of Directors shall determine their schedule of meeting dates, times, and locations and shall meet at least four (4) times per year. Notice of all meetings shall be provided to each Board member at least ten (10) days in advance of such meeting.

Section 6 - Attendance of all Board members shall be mandatory, except for emergency reasons, and any Board member may be replaced by a majority vote of the Board for missing two successive meetings without cause.

## **ARTICLE VI – ELECTIONS**

Section I - All officers and new members of the Board of Directors of the Association shall be elected by ballot in the spring of each year and officially take office on July 1. Terms of office shall run from July 1 to June 30. Lancaster County Pharmacists Association may utilize the electronic ballot system of the Pennsylvania Pharmacists Association.

Section II – A Nominating Committee shall annually be appointed by the President and confirmed by the Board of Directors no later than December 31 for the following year, for the purpose of developing a slate of candidates for all available positions.

Section III – All candidates for office shall be members of the Association and remain members throughout their term.

#### **ARTICLE VII – GENERAL MEMBERSHIP MEETINGS**

Section 1. The Association shall hold at least four (4) general membership meetings per year. Meetings may be for business, social, and/or non-business purposes.

Section 2. Special or extra meetings may be called by the Board of Directors as deemed necessary and shall provide at least ten (10) days advance notice.

Section 3. One general membership meeting per year shall be scheduled and held as the Annual Meeting of the Association.

Section 4. A quorum for the purposes of conducting business at a general membership meeting shall be 10% of the membership or 10 members whichever is lesser.

#### **ARTICLE VIII – COMMITTEES**

Section 1. The President with the approval of the Board of Directors shall appoint such committees as necessary to aide in the conduction of business and to achieve the purposes of the Association.

Section 2. All members of the committees shall be members of the Association in good standing.

#### **ARTICLE IX – FINANCES**

Section 1. The fiscal year of the Association shall be from January 1 to December 31.

Section 2. The Treasurer shall be responsible for maintaining the accounts of the Association.

Section 3. The Board of Directors shall appoint a Committee of three (3) members to review the books of the Association on an annual basis. The review shall be at the end of the fiscal year and reported at the next meeting of the Board of Directors.

## **ARTICLE X - RULES OF ORDER**

All points of order and parliamentary procedure shall be governed by the most recent edition of "Robert's Rules of Order."

## **ARTICLE XI – LIABILITY AND INDEMNIFICATION**

Section 1. Liability. Any person who serves as a Director, officer, employee, agent, or who serves on a committee or in any advisory capacity to the Foundation or the Board of Directors shall not be personally liable for monetary damages, fees, costs, expenses, or liability in any civil, administrative or other proceeding involving the person's good faith execution of his or her responsibilities on behalf of the Association, so long as the person was acting in good faith and within the scope of his or her official capacity. . The person shall not be entitled to these protections where they have acted outside of the scope of their duties and/or where their conduct constitutes self-dealing, willful misconduct, gross negligence, results in a conviction (including guilty plea, or plea of "no contest" ("nolo contendere")) of a criminal statute or is an act which is intentionally injurious to the financial interests of the Foundation (for example, embezzlement, theft or material misrepresentation of financial information), as determined by a court of competent jurisdiction, administrative tribunal, arbitrator or other person or body with proper jurisdiction over a matter.

Section 2. Indemnity. Subject to Section 1, above, the Foundation shall indemnify a director, officer, employee, agent, committee member or any person in an advisory capacity to the Association or its Board of Directors who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit against all judgments, damages, fines, costs, attorney's fees, court costs, investigative fees and any other costs, damages or fees incurred which are associated with the person's execution of their duties to the Association.

Section 3. Payment of Expenses. Expenses incurred by a director, officer, employee, agent, committee member or any other person in an advisory capacity to the Foundation or its Board of Directors in defending any action or proceedings against which indemnification may be made, shall be paid by the Foundation in advance of the final disposition of such action or proceeding upon receipt of a written undertaking, signed by the person seeking payment of expenses, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation.

Section 4. Former Directors/Successors/Assigns. The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall be applicable to all current and former Directors, officers, employees, agents, committee members or advisors to the Association or the Board of Directors, as well as their heirs, executors, and administrators only for actions taken by them in the good faith execution of their responsibilities on behalf of the Foundation.

Section 5. Funding/Insurance. The Foundation may pay for its indemnity/advancement of expenses obligations through either the creation of a fund which shall be under the control

of and managed by the Board of Directors, or otherwise secure appropriate insurance to cover its indemnity/advancement responsibilities.

## **ARTICLE XII - AMENDMENTS**

Amendments to these Bylaws may be presented at any regular meeting of the Association. The proposed amendments must be presented to all members at least 30 days in advance of the scheduled meeting and vote. The amendments can then be adopted by a two-thirds vote of all voting members present provided there is a quorum.

## **ARTICLE XIII - DISSOLUTION**

Section 1 - This Association may be voluntarily dissolved by its members in accordance with the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S. '5971 et seq., provided approval of the Board of Directors of the Pennsylvania Pharmacists Association is obtained.

Section 2. - Upon dissolution of the Association, any remaining funds shall be distributed in accordance with the Association's Articles of Incorporation.