

GEORGIA PHARMACY ASSOCIATION BYLAWS

ARTICLE I - OFFICERS

Section 1. General

The Officers of this Association shall consist of the President, President-Elect, First Vice President and Second Vice President.

Section 2. Order of Succession

In the event that the President is unable to perform his duties due to death, resignation, removal or other reasons, the President-Elect shall assume the office of President. In the event of a vacancy in the office of President-Elect for any reason, the First Vice President shall assume the office of President-Elect. In such instance he shall serve as President during the balance of such term and shall succeed to a full term of office as President. In the event of a vacancy in the office of First Vice President or Second Vice President, the Board of Directors may appoint an active member to serve in an interim capacity to fill such vacancy for the unexpired term until the next scheduled election for the respective office(s).

Section 3. President

The President shall preside at all meetings of the Association excluding the Board of Directors meeting and shall perform all other duties customarily incident to that office. The President shall serve as an ex-officio member of all committees and shall discharge the other duties prescribed by these bylaws.

Section 4. President-Elect

The President-Elect shall perform all duties of the President in the absence or inability of the President to serve. The President-Elect shall be automatically elevated to the Presidency after successfully serving his term.

Section 5. First Vice President

The First Vice President shall be elected by the membership and shall be automatically elevated to President-Elect after successfully serving his term.

Section 6. Second Vice President

The Second Vice President shall be elected by the membership.

Section 7. Qualification and Terms of Office

Individuals holding any office in the Association shall have been an active member of the Association in good standing for at least five consecutive years preceding their selection as an officer. Each officer and director shall serve a term of one year or until the installation of their successor.

ARTICLE II - MEMBERSHIP

Section 1. Active Members

Every pharmacist possessing a valid license issued by the Georgia State Board of Pharmacy is eligible for active membership. Active members have all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 2. Associate Members

Any person not eligible for active membership is eligible for associate membership. Associate members shall have all rights, obligations, and privileges of active members, except the right to vote and hold office.

Section 3. Student Members

Any student enrolled in a college of pharmacy accredited by the American Council of Pharmaceutical Education shall be eligible for student membership. Student members shall have all rights, obligations, and privileges of active members, except the right to vote and hold office.

Section 4. Honorary Active Members

Any pharmacist licensed in the state of Georgia who has served the profession with distinction and is recommended to and approved by the Board of Directors may be granted honorary membership. This member is exempt from paying dues but has all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 5. Honorary Associate Members

Professional and scientific persons of distinction who are recommended to and approved by the Board of Directors may be granted honorary membership. These members are exempt from paying dues and are not eligible to vote or hold office.

Section 6. Retired Members

Pharmacists who have reached the age of 65 and who are no longer actively engaged in pharmacy practice on a regular basis are eligible to be a retired member. Retired members have all rights, obligations, and privileges of membership, including the right to vote and hold office.

Section 7. Pharmacy Technicians

Any person actively employed in a pharmacy in the capacity as a pharmacy technician as defined by Section 26-4-5 of the Official Code of Georgia Annotated is eligible for membership in the Academy of Pharmacy Technicians. For overall general membership purposes, a pharmacy technician member shall be considered a special associate member. Members of this academy have all rights, obligations, and privileges of membership in the academy as determined by the GPhA Board of Directors; however, members of this academy do not have the right to vote for nor hold GPhA office. Members of this academy do have the right to elect officers within the Academy of Pharmacy Technicians. Such officers shall be confirmed and ratified by the GPhA Board of Directors. In accordance with Article III, the GPhA Board of Directors shall establish annual dues for membership in this academy.

ARTICLE III - DUES

Section 1. Annual Dues

With the exception of Honorary Members, no individual claiming membership under any of these classifications will be recognized as a member until annual dues have been paid in full. Payment of dues shall entitle a member to all privileges as set forth in Article II of these Bylaws for the twelve month period following the anniversary date of the member's original membership.

Section 2. Role of GPhA Board of Directors

Annual dues shall be established by the Board of Directors.

Section 3. Waiving or Reducing Annual Dues

The Board of Directors shall have authority to waive or reduce dues.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominations Committee

The President of each of the regions and the President of the Georgia Pharmacy Association shall constitute a nominating committee. The committee shall meet at least 30 days prior to the annual convention and shall submit to the membership at the annual convention no less than one nominee for the office of First Vice President and no less than two nominees for the office of Second Vice President. Additional nominations for these offices may be made from the floor of the annual convention.

Section 2. Voting

A Ballot shall be mailed within 30 days after the adjournment of the annual convention to each active member. The ballot shall contain the names of all nominees and an election bulletin which shall include biographical sketches not to exceed 150 words and photographs of each candidate. The names of the candidates shall appear in alphabetical order.

Section 3. Return of Ballot

A ballot envelope and a self-addressed return envelope addressed to an authorized Post Office box shall be sent along with the ballot and election bulletin. The return envelope must be postmarked on or before midnight of the 45th day following adjournment of the annual convention unless otherwise directed by the Board of Directors.

Section 4. Tellers Committee

The Board of Directors shall serve as the Tellers Committee and shall be responsible for validating, tabulating, and certifying the ballots. The committee shall meet no later than 30 days after the close of the voting period. Each nominee receiving the highest number of votes for the office for which he or she has been nominated shall be declared elected. In the event of a tie of any election for officers, the Board of Directors shall select the officer by written secret ballot.

Section 5. Assumption of Office

The newly elected officers shall assume their offices immediately.

Section 6. Suspension and Removal of Officers

Officers may be suspended from office by the Board of Directors for violating the Constitution or Bylaws, for mis-, mal-, or non, feasant of office. Officers may be removed from office for any of the above stated reasons, but no person shall be expelled or removed except by two-thirds vote of all members present at an annual convention, and only after the officer has been given opportunity to be heard in his own defense.

ARTICLE V - EXECUTIVE VICE PRESIDENT

Section 1. Employment

The Executive Vice President shall be a full time executive officer of the Association and shall be selected by the Board of Directors who shall specify the duties and establish compensation for the position. These duties shall include but not be limited to managing the day to day operations to the association, employing necessary staff, supervising maintenance of properties, and administering the programs of the association in accordance with the Constitution and Bylaws, policies of the association, and directives of the Executive Committee.

Section 2. Finances

The Executive Vice President shall manage under the direction of the Executive Committee the finances of the association in accordance with adopted policies of the Board of Directors, submit monthly financial statements to the Executive Committee for review and shall be bonded in an amount to be fixed by the Board of Directors.

Section 3. Editor

The Executive Vice President shall serve as editor of the GPhA Journal which is the official publication of the Association.

Section 4. Suspension

The Executive Committee may suspend the Executive Vice President from office upon due cause, with pay until such time as a meeting of the Board of Directors may be convened. At such meeting of the Board, it shall be the responsibility of Directors to review the circumstances surrounding the suspension and to prescribe subsequent action to be taken.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Meetings

The Executive Committee shall meet regularly and the President of the Association shall serve as chairman. The Executive Vice President shall serve as permanent Secretary without voting privileges.

Section 2. Duties

The Executive Committee shall be responsible for implementing the policies of the Board of Directors, and making interim policy decisions subject to the review of the Board of Directors. The Executive Committee shall annually appoint from its membership a Finance Committee to be chaired by the President and charged with reviewing on a monthly basis the financial records and activities of the association and its subsidiaries. The Finance Committee shall report its findings to the Executive Committee and the Committee shall deliver a report at each meeting of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Meetings

The Board of Directors shall meet at least twice annually. The immediate past president shall serve as chairman and may call special meetings at his/her discretion. A special meeting of the Board of Directors shall be called upon written request of one-third of the members of the Board. A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 2. Duties

The Board of Directors serves as the ultimate governing authority of the association and shall establish policy for the Association.

1) The Board of Directors shall have the responsibility of prudent financial management of the association and shall approve a balanced budget annually.

2) The Board of Directors shall, at its first meeting of each year, appoint an Audit Committee to consist of not less than four nor more than seven members. Further, the membership of the Audit Committee shall have at least one Insurance Trust trustee, at least one member of the Board of Directors of the Georgia Pharmacy Foundation, Inc., at least one member who is a director of Georgia Pharmacy Services, Inc. and at least one member who is a director of Pharmacy Providers of Georgia, Inc.. The designation of the preceding members notwithstanding, all other members shall be from the Board of Directors of the association. The Audit Committee shall periodically, but not less than annually, review the financial activities of the association and its subsidiaries. The chairman shall deliver a report to the membership at the annual convention. The annual report of the Audit Committee shall be available to any member.

ARTICLE VIII - BOARD OF PHARMACY

Section 1. Nomination

The Association shall annually conduct a meeting open to all licensed pharmacists for the purpose of electing or nominating three practicing pharmacists to fill the next vacancy occurring on the Board of Pharmacy by reason of expiration of term, who shall meet the qualifications required by Section 26-4-32 of the Official Code of Georgia Annotated. The Executive Vice President shall submit to the Governor the names of these nominees and the Governor may make the appointments to fill such vacancies from the names submitted. Should any person appointed by the Governor move from the state, resign, or become ineligible for any other reason before or after taking office, or should a vacancy occur for any reason not hereinbefore provided for, each such vacancy may be filled by appointment of the Governor from a group of three practicing pharmacists submitted in a like manner by the Association.

Section 2. Zones

The zones for nomination of Board of Pharmacy members for the twelve regions shall be grouped as follows: Zone 1 - 2nd and 8th regions; Zone 2 - 1st and 11th regions; Zone 3 - 3rd and 6th regions; Zone 4 - 7th and 9th regions; Zone 5 - 4th and 5th regions; Zone 6 - 10th and 12th regions; and Zone 7 shall represent the state-at-large. The nominees for Zone 7 shall be actively engaged in the practice of hospital pharmacy. The presiding officer shall accept nominations from the society representing hospital pharmacists at the open special session and shall receive nominations from the floor.

Section 3. Zone Vacancy

When a zone vacancy occurs for a member of the Georgia State Board of Pharmacy, in Zones 1 through 6, nominations shall come from one region within the zone, such region being determined by alternating the nominations procedure from one region to the next within the zone. The region nominating committee, composed of the Executive Officers of the region from which the nominees shall come, shall submit a nomination or nominations from the region, such nominations to be presented at their regional meeting for approval and finally submitted to the Association Nominating Committee at the annual convention. Nominees from the region shall practice within the region from which they are nominated. The Association Nominating Committee shall submit to the membership at the annual meeting a nomination or nominations for Zone 7 when a vacancy occurs in that zone. If more than three persons are nominated for any zone, election of nominees shall be by a written ballot.

Section 4. Special Session

The presiding officer shall adjourn the closed session of the Georgia Pharmacy Association Convention and a special session of all licensed pharmacists in the state of Georgia shall be called for the purpose of electing nominees to be submitted to the Governor of the state of Georgia for appointment in accordance with Georgia law.

ARTICLE IX - COMMITTEES

Section 1. Standing

The Association shall recognize five standing committees: 1) Governmental Affairs 2) Third Party Policy 3) Public Affairs 4) Student and Academic Relations 5) Continuing Professional Education. The committee members shall be appointed by the following manner: The President-Elect with the advice and consent of the Executive Committee shall appoint one member to serve as Chairman of each committee during the following fiscal year. Ten members of each respective standing committee shall be appointed by the Executive Committee and shall serve terms of three years each. The original ten members appointed by the Executive Committee shall be appointed as follows: three members for one year; three members for two years; and four members for three years. There shall also be one member appointed from each of the regions, such appointments to be made by the respective Region Presidents. There may also be one member appointed from each of the Academies holding a seat on the GPhA Board of Directors. The presiding officer of such Academy shall nominate active members of the respective Academy to the Association Executive Committee for appointment to the Standing Committees. Each member of each committee shall have one vote. The Chairman of each Standing Committee shall be responsible for providing a written report annually to the Board of Directors of the activities of the Committee.

Section 2. Committee Charges

Committees shall perform the duties prescribed below and shall propose appropriate policy and/or activities to the Executive Committee and/or the Board of Directors:

1) The Committee on Governmental Affairs shall monitor government agencies, support legislation desired by the association which would have an effect on pharmacy, and report on all legislative and regulatory matters affecting pharmacy in the state.

2) The Committee on Third Party Policy shall review, study, and report on opportunities and challenges facing the profession relating to the provision of professional services through programs whereby pharmacists receive payment from a source other than the recipient of the services.

3) The Committee on Public Affairs shall disseminate factual informative material relating to the practice of pharmacy to all news media and shall endeavor to enhance the image of the profession of pharmacy. This committee shall cooperate with national, state and local associations to promote programs in the interest of the public health and welfare.

4) The Committee on Student and Academic Relations shall represent the Association in its relations with the faculty and students at the Colleges and Schools of Pharmacy in the state of Georgia.

5) The Committee on Continuing Professional Education shall propose policy and programs designed to provide quality continuing education to the pharmacists of Georgia.

Section 3. Special Committees

The Association shall recognize six special committees whose composition, and charges are as follows:

1) Committee on Trade Relations - This committee shall establish, maintain, and promote relationships among members of the profession, the pharmaceutical industry, and wholesalers. The Committee shall consist of at least twelve members with a minimum of three members being practicing pharmacists, three members being from the manufacturing industry and three members being from the wholesaler industry. Such members shall be appointed by the president with the advice and consent of the executive committee and shall serve three year terms with one member from each group rotating off annually. The Chairman of the Academy of Pharmacy Industry and Management shall serve as Chairman of the committee.

2) Resolutions Committee - The Board of Directors shall constitute the Resolutions Committee. All resolutions must be signed by three active members and must be submitted in writing to the Resolutions Committee prior to its meeting at the annual convention. The proposed resolutions shall be presented to the convention by this committee with a written recommendation.

3) Membership Committee - The membership committee shall be composed of the region presidents, the Chairman of each of the practice academies, and ten at-large members. The ten at-large members of the Membership Committee shall be appointed by the Executive Committee and shall serve terms of three years each. The original ten members appointed by the Executive Committee shall be appointed as follows: three members for one year; three members for two years; and four members for three years. A member of the Executive Committee shall serve as chairman. This committee shall seek the membership of every qualified pharmacist and pharmacy technician.

4) Budget Committee - The chairman shall annually appoint from the board of directors, a Budget Committee whose duties it shall be to prepare a tentative budget for the Association which shall be presented to the Board of Directors prior to the beginning of the fiscal year.

5) Council of Presidents - The President of the Association and all past presidents of the association shall comprise the Council of Presidents. The Council shall be chaired by the immediate past chairman of the Board of Directors. The Council shall serve as an advisory resource to the association. The Council of Presidents shall also propose programs that will be consistent with the mission statement in the Constitution. The Council shall endeavor to ensure continuing and well coordinated long range program activity for the Association regardless of annual changes in the administration. The Council shall also interpret this Constitution and Bylaws, as necessary, in order to ensure the orderly operation of the Association. The Council shall also serve as the awards selection committee of the association for any award which may be presented by the association at its annual meeting or at other times when appropriate.

6) Member Benefits Committee - The Chairman of the GPhA Board of Directors, the President, the President-Elect, the First Vice President, the Second Vice President, the Chairman and Vice Chairman of the Insurance Trust, the Chairman of the Georgia Pharmacy Foundation, Inc., the Chairman of each Academy with a seat on the GPhA Board of Directors and three (3) at-large members who are insured by a GPhA-sponsored insurance product and who shall be appointed by the GPhA President for a term of one year shall comprise the Member Benefits Committee. The Chairman of the GPhA Board of Directors shall serve as Chairman of the Member Benefits Committee. The Committee shall recommend various member benefits including but not limited to goods, products and/or services which may be offered to GPhA members by the Association or other entities. The Member Benefits Committee shall submit a written report at least annually to the GPhA Board of Directors. The Chairman of the Member Benefits Committee shall appoint an Insurance Subcommittee of the Member Benefits Committee. The members of the subcommittee shall be the GPhA President, the GPhA President-Elect, the Chairman and Vice Chairman of the Insurance Trust, and three (3) at-large members from the Membership Benefits Committee who are insured by GPhA-sponsored commercial insurance. The at-large members shall be appointed by the GPhA President for a term of one year. The subcommittee shall review the operation and management of all commercial insurance benefits and the subcommittee shall report to the Member Benefits Committee.

7) Other Special committees shall be created when necessary as follows: 1) upon the direction of the Board of Directors, and subsequently appointed by the chairman, or; 2) by resolution approved at an annual convention and subsequently appointed by the president unless otherwise prescribed by said resolution. The activity of Special Committees shall be limited as specified by the creating motion or resolution. All members of other Special Committees shall be appointed by the President.

ARTICLE X - DELEGATES

Section 1. American Pharmaceutical Association (APhA)

The President and the President-Elect or their appointees shall serve as delegates to the annual convention of the American Pharmaceutical Association.

Section 2. National Community Pharmacists Association (NCPA)

The President and the immediate Past President or their appointees shall serve as delegates to the annual convention of National Community Pharmacists Association.

Section 3. United States Pharmacopeial (USP) Convention

A delegate to the Quinquennial Meeting of the USP Convention shall be selected at the annual meeting of this association which occurs prior to the scheduled Quinquennial Meeting.

Section 4. Expenses

The Board of Directors shall set the method and amount of compensation to members who serve as delegates for the aforementioned organizations.

ARTICLE XI - MEETINGS

Section 1. Convention

The Association shall conduct an annual meeting at such time and place as fixed by the Board of Directors. In event that a state or national emergency prevents holding a meeting as scheduled, it shall be the duty of the President with the advice and consent of the Board of Directors to call the next annual meeting as soon as practicable after the emergency. At least three general sessions of the annual convention shall be provided for and shall be held on different days.

Section 2. Special Meetings

Special meetings shall be called by the President upon written request of ten percent of the active members. Notice shall be provided by first class mail to all active members at least thirty days prior to the date set by the president for the special meeting and shall state the objectives of the meeting. No other business shall be transacted at the meeting.

ARTICLE XII - ACADEMIES

Section 1. Recognition

An Academy is a subdivision within the Association created by resolution adopted at an annual meeting with its members having a specialized interest. Such resolutions shall allow for the creation of Bylaws which shall include officers, dues structure, and purpose of the academy. Only active or associate members of the Association shall be eligible for membership within an academy. The purpose of the academy shall be consistent with the mission statement of the Constitution of the Association.

Section 2. Established Academies

The Association has seven academies: 1) Academy of Consultant Pharmacists, 2) Academy of Employee Pharmacists, 3) Academy of Independent Pharmacy, 4) Academy of Pharmacy School Students and Academicians, 5) Academy of Pharmacy Technicians 6) Academy of Pharmacy Industry and Management, and (7) Academy of Health-Systems Pharmacists.

ARTICLE XIII - REGION OPERATIONS

Section 1. Division

There shall be twelve regional pharmacy associations within the State of Georgia with the name and territory of each determined by the Board of Directors.

Section 2. Purpose

The purpose of region pharmacy associations shall be to create interest in, and to carry out, the mission and policies of the Georgia Pharmacy Association by activities at the local or regional level.

Section 3. Membership

All members of the Georgia Pharmacy Association residing within the territory of a region pharmacy association shall also be members of said region pharmacy association with each member having equal rights and privileges. There shall be no region dues but this shall not prevent voluntary contributions for the purpose of carrying out any project or activity approved by the Region Executive Committee.

Section 4. Officers

The officers of each region shall be a President, a Vice President, a Secretary, and a Treasurer, whose term of office shall be for two years. The offices of Secretary and Treasurer may be held by the same person. Odd numbered regions shall elect officers in odd numbered years and even numbered regions shall elect officers in even numbered years. Only active members shall be eligible for holding office. Officers shall be elected at regional meetings, or as hereinafter provided, and in all elections where more than one person is voted on for the same office, the voting shall be by a written ballot. New officers shall assume office at the end of the next annual convention. In the event of a vacancy in the office of President, the Vice President shall elevate to President and serve the balance of the unexpired term. In the event of a vacancy in any other office, the Region President shall appoint a member to serve the unexpired term.

Section 5. Region Executive Committee

The officers of each region pharmacy association shall constitute the Region Executive Committee which shall have the responsibility to promote activities to increase membership, create interest in the mission of the Georgia Pharmacy Association and implement association policy. They shall also consider and act upon matters of local interest and shall assist the Georgia Pharmacy Association as required.

Section 6. Nominating Committee

The Region President shall name a nominating committee who shall report at the Spring meeting or to the Region President not later than March 1, if no Spring meeting is held in that region's pharmacy association. If no Spring meeting is held elections shall be held or appointments shall be made as prescribed by the Board of Directors. The nominating committee shall name at least one candidate for each region office. Any member may nominate candidates from the floor for any region office. Balloting shall be conducted at the Spring meeting and a majority vote of those present shall elect the new officers.

Section 7. Meetings

There shall be at least one meeting of each region pharmacy association annually. Other meetings may be held on call of the Region President. Any funds allocated by the Board of Directors of the Georgia Pharmacy Association to be used in the regions shall be under the supervision of the region's executive committee.

Section 8. Reports

The President of the each region shall submit an annual report to the President of the Association at a time set by the President. The report shall include all activities held within the region and shall include a description of the region president's participation in membership solicitation.

ARTICLE XIV - FISCAL YEAR

The Association fiscal year shall be from September 1 through August 31 of each year.

ARTICLE XV - AFFILIATION

The Board of Directors may extend formal affiliation to any local or National professional pharmacy association requesting such affiliation in accordance with these Bylaws and procedures adopted by the Board.

ARTICLE XVI - RULES OF ORDER

All meetings of the Association shall be governed by the bylaws and then by latest edition of Robert's Rules of Order. The ordinary rules of parliamentary procedure shall be enforced by the presiding officer. A majority vote of the members present shall decide the question.

ARTICLE XVII - SUSPENSION, AMENDMENT, AND ADOPTION OF BYLAWS

Section 1. Suspension

The Bylaws shall be suspended only with the unanimous consent of the members present.

Section 2. Amendment

Every proposition to alter or amend these bylaws shall be mailed to the active membership at least 30 days prior to the annual convention, and shall be presented at the first General Session of the annual convention, referred to the Resolutions Committee for report, and shall be voted upon at the Final General Session of the same convention. Upon receiving a two-thirds majority vote of the active members present and voting, the amendment shall become a part of these bylaws.

Section 3. Adoption

This Association may establish for its future government and regulation, such Bylaws as do not conflict with the Constitution and as may be deemed proper and desirable.