

Wyoming Pharmacy Association
By Laws
Revised

Article I
Membership

Section 1. The non-profit corporation named Wyoming Pharmacy Association shall consist of active, associate, and student members.

Section 2. Active Members

Those persons eligible for active membership shall include: Any pharmacist or pharmacy technician registered in the State of Wyoming or employed by the state of Wyoming or Federal government. Active members shall be eligible to vote, hold office and shall be entitled to all the rights, privileges and benefits of the Association.

Section 3. Associate Members

Those persons eligible for associate membership shall include: any person not a registered pharmacist or pharmacy technician in the State who is interested in advancing the profession of pharmacy and subscribes to the purposes and objectives of the Association. Any pharmacist or pharmacy technician who has an inactive license may be eligible to become an associate member. Associate members shall be entitled to chair and serve on committees and shall be entitled to all the rights, privileges and benefits of the Association, except the right to vote, make motions and hold office.

Section 4. Student Members

Student Members shall include any student enrolled in a preprofessional or professional Pharmacy or Technician program. Student members shall have the right to serve on committees and shall be entitled to all the rights privileges and benefits of the Association, except the right to vote, make motions and hold office.

Article II
Dues

Section 1. Payment of dues. Each member shall pay to the Association the annual dues determined by the Board of Directors for the class of membership to which the member belongs.

Section 2. Dues shall be payable at time of membership application and be good for a rolling 12 months.

Section 3. Membership discounts are available for businesses that have a majority of their employees (pharmacists and technicians) as WPhA members. All memberships must be submitted for processing at the same time to ensure the discount. The discount will be determined by the Board of Directors.

Article III Expulsion of Members

Section 1. Revocation of a member's license to practice pharmacy shall automatically terminate membership in the Association. Default in the payment of dues shall also automatically terminate membership.

Section 2. Membership may be terminated by a majority vote of the Board of Directors for improper conduct or for violating the Articles of Incorporation or Bylaws. Before a membership may be terminated, the member shall have the right to a hearing before the Board after 30 days written notice of the charges to the member.

Article IV Officers

The officers of the Association shall consist of a President, President-elect, Immediate Past President, Secretary, and Treasurer. All officers shall be elected from within the Board of Directors by roll call or unanimous consent and hold office until their successors shall have been elected and qualified. The Secretary and Treasurer positions may be held by the same Board member. All officers shall be a voting member of the Board of Directors of the Association. No member of the Wyoming State Board of Pharmacy shall hold office in the Association. All officers except the Secretary and Treasurer shall serve a term of one year, although any officer may be elected to additional terms. The Treasurer and Secretary shall serve terms of 3 years, or until such time that a successor is appointed. If the President serves an extra term, all other members will hold their position. Vacancies may be temporarily filled for the remainder of the term by the Board.

Section 1. President. The President shall: preside at all general sessions of the annual and interim meetings for the Association and the Board of Directors; call special meetings whenever the President may deem it necessary; serve as an ex-officio member of all committees; appoint with the consent of the Board the members of the standing and special committees; present at each annual meeting a report of the operations of the Association; perform such other and further duties as are usually required of the office.

Section 2. President-Elect. The President-Elect shall: assume all of the powers and duties of the President in the absence of the President; assume any authority which the President may legally delegate to the President-Elect; and, become President of the Association at the next annual meeting following his election as President-elect.

Section 3. Immediate Past President. The Immediate Past President shall: assist the President as requested.

Section 4. Secretary. The Secretary shall: act in an advisory role to the Board and Executive Director for the Association newsletter, communications, and membership lists.

Section 5. Treasurer. The Treasurer shall: act in an advisory role to the Board and Executive Director for all Association funds; work collaboratively with the Executive Director on rendering a full treasury report at each annual meeting, and when the Board, or president requests.

Section 6. Removal of a Board Member: Any active member may charge that an officer or board member should be removed from office for improper conduct, not having a license to practice in good standing, or for violating the Articles of Incorporation or Bylaws. If the Board determines that such charge is warranted, the board member shall be provided a hearing after 30 days written notice of the charges. The removal shall require a majority vote of the Board of Directors.

Article V Executive Director

Section 1. The Board of Directors shall employ an Executive Director of the Association. If the Board determines that the Executive Director position should not be full time, it may contract with an individual or company to serve in a consultant capacity for the Association.

Section 2. The Executive Director or contractor shall:

- a. Be responsible for membership recruiting.
- b. Represent the Association before the legislature and other Government agencies: federal, state and local.
- c. Represent the Association at state and national pharmacy meetings.
- d. Manage the daily affairs of the Association.
- e. Be responsible for the logistics of the Annual Convention and any additional programs throughout the year.
- f. Be subject to direction only by the President between Board meetings.
- g. Be an ex-officio member of all committees.
- h. Represent the Association to any other groups as needed (example nursing organizations, third party payors etc.).

Section 3. The Board of Directors may delegate duties in the absence of an Executive Director or contractor.

Article VI Board of Directors

Section 1. The Board of Directors shall be composed of not less than seven (7) members and not more than ten (10) members, and shall include the President, Immediate Past President, President-elect, Secretary, Treasurer, Legislative Director,

and at least three additional active members of WPhA elected by ballot, plus any other board members as approved by the Board. At least one elected director shall be a technician. The President shall serve as chair of the board. A student pharmacist, the Dean of the School of Pharmacy at the University of Wyoming, and Wyoming Society of Health System Pharmacists liaison shall hold **non-voting** ex-officio positions. Other ex-officio members, such as non-pharmacist faculty, may be determined by the Board or active membership.

Section 2. The directors who are not officers shall serve staggered three year terms.

Section 3. The Board shall:

- a. Conduct, manage and control the affairs and business of the Association in accordance with the provision of the Articles of Incorporation and the Bylaws.
- b. Hold at least two Board meetings between the Annual Meetings of the Association.
- c. Call special meetings if necessary. The exact time and place of meetings shall be determined by the President.
- d. Make an oral report at the Annual Meeting of the Association.
- e. Have the authority to solicit funds, incur debts, borrow money, pledge the credit of the Association and have full powers to take any actions which they deem to be in the best financial interests of the Association.
- f. Have the authority to purchase, hold, sell, lease, mortgage, or exchange real estate or personal property required for the conduct of the affairs of the Association.
- g. Have the authority to expel members and remove officers and board members from office pursuant to Articles III and IV of the Bylaws.
- h. Have the authority to create ad hoc committees.

Section 4. At all meetings of the Board, a majority of the total number of voting directors shall constitute a quorum for the transaction of business. A vote of the majority of those present shall prevail, if a quorum is present.

Section 5: Any reference to in writing, ballot, meeting, or similar connotation in the bylaws may be conducted electronically.

Article VII Association Meetings

Section 1. The Association shall hold an annual meeting during each fiscal year, the location and time to be selected by the Board.

Section 2. The Association may hold other meetings during the year which it may deem necessary by the board or a majority vote of the active members.

Section 3. Special meetings may be held when requested by the President, the Board, or 15% of the active members in writing.

Section 4. All meetings shall follow parliamentary procedures with the current version of Robert's Rules of Order being the basis for the procedure.

Section 5. A majority of the active members present, together with the President and the Executive Director, present in person or by proxy, at any meeting shall constitute a quorum.

Article VIII Committees

Section 1. The President may, in consultation with the board appoint Ad Hoc Committees as the Board deems necessary.

Section 2. All committees shall be advisory to the Board.

Section 3. All committees shall give oral and/or written reports to the Association at the Annual Meeting or at a time designated by the Board.

Section 4. Standing Committees

4a. Executive Committee: Chaired by the President and is composed of the Officers of the Association. The Executive Committee may take action only when important issues must be handled immediately, a response needs to be issued rapidly, and insufficient time is available to poll the entire Board of Directors. The Executive Committee shall conduct the annual performance appraisal of the Executive Director.

4b. Legislative Committee: Chaired by the Legislative Director or designee. The committee should be comprised of at least one representative from community (independent and/or chain), health system, and academic pharmacy practice. The committee will recommend positions on current legislative issues to the WPhA Board, keep membership informed of potential legislative issues, and actively participate in the legislative process.

4c: Finance & Audit Committee: Chaired by the Treasurer and shall consist of the Treasurer, the President, and at least 3 members: the 3 members will have a 3-year term appointed by the Board; the Immediate Past Secretary-Treasurer shall be appointed for a one-year term. All members should have a general knowledge of financial affairs, such as policy, budgeting, long-range strategic financial planning, and surveillance of investments, gained through experience with an organization.

4d: Convention & Education Committee: Chaired by the President-Elect or designee and may consist of not less than four members (one of whom is a technician), who shall be responsible for planning educational programs for the Association. The committee

also advises the Executive Director concerning details related to planning the convention.

Article IX Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted at the annual membership meeting upon receiving the vote of two-thirds (2/3) of the members voting at the annual meeting or at such time as designated by the Board, provided that notice of proposed amendment shall be presented to each of the voting members of the Association not less than thirty (30) days in advance of such meeting, such notice to include a proxy form. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted without a meeting if the Association delivers a ballot to every voting member entitled to vote on the matter and the total number of votes cast by ballot equals or exceeds two-thirds (2/3) of the total membership entitled to vote. Amendments shall be initiated by resolution of the Board of Directors, or by resolution presented by not less than three (3) members in good standing to be submitted to the Board of Directors for action by filing the same with the President or Executive Director. Appropriate action on such resolution shall be taken by the Board of Directors. Such resolution shall be submitted not less than thirty (30) days prior to the annual meeting.

Article X Indemnity Clause

The Association shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he/she is or was a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding.