

KENTUCKY PHARMACISTS ASSOCIATION BYLAWS

(As Amended October 20, 2023; Effective November 1, 2023)

PREAMBLE

- A. This Association shall be called the Kentucky Pharmacists Association.
- B. The objectives and purposes of this Association shall be:
 - To promote and support such measures as may be designed for the protection of the public health;
 - To promote and maintain standards for the profession of pharmacy in the Commonwealth of Kentucky and to advance the acceptance of modern and approved pharmaceutical practices;
 - To foster and encourage interprofessional relations among all members of the healthcare team;
 - To support a system of education and governance of pharmacists and pharmacy support personnel, which will assure the public the availability of competent personnel for the provision of quality pharmaceutical care;
 - To disseminate to its members information relating to the practice of pharmacy.

ARTICLE 1 – MEMBERSHIP

- 1.1 **Classes of Membership.** Membership in the Kentucky Pharmacists Association shall consist of:

1.11 **Active Members.** Any pharmacist is eligible for Active Membership. A pharmacist is defined as any person licensed to practice pharmacy in the Commonwealth of Kentucky or licensed to practice pharmacy in another state, but currently residing in the Commonwealth of Kentucky. Active members shall be eligible to vote and to hold any office in the Association.

1.12 **Associate Members.** Any person not eligible for Active membership who is interested in advancing the interests of pharmacy is eligible for Associate Membership. Associate members shall not be eligible to vote or to hold office in the Association, except as a delegate representing a Section of the Association as specified in Article 10.

1.13 **Student Members.** Any professional or graduate student enrolled in any College or School of Pharmacy in good standing with the Accreditation Council for Pharmacy Education or any person who returns to a College or School of Pharmacy in good standing with the Accreditation Council for Pharmacy Education and is classified as a full-time student is eligible for student membership. Student members shall not be eligible to vote or to hold office in the Association, except as provided in Article 6.52.

1.14 **Technician Members.** Any individual who is a Registered Pharmacy Technician in good standing with the Board of Pharmacy is eligible for technician membership. Technician members shall not be eligible to vote or hold office in the Association except as may be provided by Article 9.11.

1.15 **Senior Pharmacist Members.** A senior pharmacist is defined as 65 years or older and a past KPhA member. The dues for the senior pharmacists shall be 2/3 of the active members' dues.

1.16 **Honorary Life Members.** An Honorary Life member is defined as a pharmacist who has achieved exemplary distinction for exceptional accomplishments in or for pharmacy and/or the Association. This said member may be nominated by any member of the association and shall be selected by a three-fourths vote at a meeting of the Board of Directors and approved by the House of Delegates at the Annual Meeting. No dues shall be collected for an honorary life member.

- 1.2 **Election to Membership.** New membership is conditional upon acceptance by the Board of Directors.

- 1.3 **Suspension-Reinstatement.** Any member whose annual dues are in arrears for a period of more than thirty days after payment is due shall be suspended from membership. Submitting current dues within the dues cycle year may readmit any individual whose membership has been suspended for nonpayment of dues. The membership shall date from the time of original membership in the Association.

1.4 **Resignation.** The Executive Director shall report all resignations of membership to the Board of Directors.

1.5 **Expulsion.** Any member may be expelled by the Board of Directors for improper professional conduct or for conviction of a violation of any laws applying to the practice of pharmacy. No member may be expelled unless notice of the charges has been given in writing. Such members shall have an opportunity to be heard by the Board of Directors. The Board of Directors shall take such steps, as may be deemed necessary and fair to the accused to establish the accuracy of the charges.

ARTICLE 2 – DUES

2.1 Establishment of Dues.

2.11 The House of Delegates, upon recommendation of the Board of Directors, shall establish the amount of dues for all classes of membership.

2.12 The House of Delegates, upon the recommendation of a section's executive committee, shall establish the amount of dues for section membership.

2.2 Members shall pay to the Association applicable annual dues.

2.3 The Board of Directors, for sufficient reasons, may waive or reduce membership dues for any individual or classification of membership.

ARTICLE 3 – CODE OF ETHICS

The Association shall adopt and maintain a Code of Ethics, the purpose of which is to elevate the professional standards and serve as a guide for the professional conduct of the membership. All members shall adhere to the Code of Ethics.

ARTICLE 4 – MEETINGS

4.1 The Association shall hold a meeting of the membership annually, the Board of Directors shall determine the place and date of which.

4.2 The rules contained in the most current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with

these Bylaws and any special rules of order the Association may adopt.

4.3 The Board of Directors shall appoint a parliamentarian to advise on all matters of parliamentary procedure at the Annual Meeting, including all meetings of the House of Delegates.

4.31 The parliamentarian shall be responsible for reporting to the Board of Directors the most current edition of "Robert's Rules of Order Newly Revised" that shall govern those meetings of the Association to which the rules are applicable. The report shall be made not less than sixty days prior to the annual meeting of the membership or within sixty days of release of any new edition, whichever shall first occur.

ARTICLE 5 – ELECTION AND INSTALLATION OF OFFICERS AND DIRECTORS

5.1 **Officers.**

5.11 The officers of the Association shall be: a President; a President-Elect; a Secretary; a Treasurer; and the Chair of the Board of Directors. All officers shall be current, active members of the Association.

5.12 The term of office of the President, the President-Elect, and the Chair of the Board of Directors shall be one year, or until the installation of their successors. The term of office of the Secretary and the Treasurer shall be two years, or until the installation of their successors, each being elected in alternate years.

5.2 **Directors.**

5.21 In addition to a President, President-Elect, Secretary, Treasurer and Chair of the Board of Directors, the Board of Directors shall have nine Directors.

5.22 The term of office of the Directors shall be three years, or until the installation of their successors, with three directors elected annually. In the event that an insufficient number of nominations are received to fill all available Director seats for an election cycle, the membership will be re-petitioned and individuals who were previously

ineligible to serve based upon the above stipulations would now be considered eligible to serve based upon KPhA Organizational Affairs Committee approval.

5.23 No individual shall serve more than three (3) successive full terms as an Elected Director. Nothing in this Article shall prevent a director who has served three (3) full successive terms from being elected as President, President Elect, Treasurer, Secretary, Speaker or Vice Speaker of the House of Delegates nor does it prohibit any member from serving on a KPhA committee or participating in a KPhA volunteer activity. Once a director has served three (3) successive terms, they are eligible to run for a director seat again after sitting out for at least one year.

5.3 No member of the Board of Directors may simultaneously hold two or more elected positions on the Board.

5.4 **Nomination.** Not less than 60 days prior to the Annual Meeting the Organizational Affairs Committee shall nominate a slate of candidates for President-Elect, Secretary (in even numbered years); and Treasurer (in odd numbered years); and three Director positions.

5.5 **Election.**

5.51 A ballot shall be sent electronically unless specified otherwise by the member to every active and honorary member of the KPhA no more than 90, but no less than 45 days, prior to the Annual Meeting. Election ballots must be received at KPhA Headquarters no less than 15 days prior to the Annual Meeting to be valid.

5.511 In the event that a regularly scheduled annual meeting is cancelled or postponed due to a pandemic, natural disaster, or state of emergency, the Board of Directors shall have the authority to send ballots to every active and honorary member of KPhA. The ballots shall be sent electronically unless specified otherwise by the member. The Board of Directors shall allow no less than 15 days and up to 30 days for membership to submit election ballots back to

KPhA headquarters. Nothing herein requires the Board of Directors to act if the annual meeting is postponed or cancelled; rather it only authorizes them to do so if deemed appropriate.

5.52 The KPhA staff and accountant shall validate, tabulate, and certify the results of the election. The Executive Director shall notify all candidates of the results of the election.

5.53 A majority vote shall be necessary for the election of the President-Elect, the Secretary, and the Treasurer. A plurality vote shall suffice for the election of the Directors. In case of a tie vote to any Association office, the election shall be settled by secret ballot of the House of Delegates at the first meeting during the Annual Meeting following the election.

5.6 **Installation.** The officers elected shall be installed at the Annual Meeting following their election. The outgoing President of the Association shall be installed as Chair of the Board of Directors. The outgoing President-Elect shall be installed as the President.

5.61 In the event that a regularly scheduled annual meeting is cancelled or postponed due to a pandemic, natural disaster, or state of emergency and the Board of Directors decides to submit ballots for elections of directors and officers in accordance to 5.511, the directors and officers elected by such vote shall be installed at the next regularly scheduled Board of Directors meeting.

ARTICLE 6 – OFFICERS AND BOARD OF DIRECTORS

6.1 President.

6.11 The President shall serve as Chair of the Board of Directors upon completion of the term of office.

6.12 The President shall recommend to the Board of Directors members of the Association for appointment to committees as provided for in these Bylaws at the first meeting of the Board of Directors following the President's installation.

6.13 The President shall, with the approval of the Board of Directors, fill all committee and officer vacancies.

6.14 The President shall be an ex-officio, voting member of all committees.

6.15 The President shall, at the outgoing Annual Meeting, present a report of the activities of the Association during the previous year.

6.16 If the President shall become unable to perform the duties of the office, the order of succession shall be the President-Elect, the Secretary, and then the Treasurer.

6.17 The President may appoint Ad Hoc committees as necessary.

6.2 President-Elect.

6.21 The President-Elect shall serve as President at the completion of the term of office.

6.22 In the absence of the President, all powers and duties shall be assumed by the President-Elect.

6.23 The President-Elect shall oversee the nomination process with the assistance of the Organizational Affairs Committee and encourage members of the Association to serve as officers of the Association.

6.3 Secretary.

6.31 The Secretary shall be responsible for records of all proceedings of the Board of Directors and House of Delegates.

6.32 The Secretary shall serve as Chair of the Credentials Committee of the House of Delegates.

6.33 In the absence of the Speaker and Vice-Speaker of the House, the Secretary shall call meetings of the House to order and serve until the election of a pro-tem presiding officer. In the absence of the Chair of the Board of Directors, the Secretary shall call meetings of the Board of Directors to order and serve until election of a pro-tem presiding officer.

6.4 Treasurer.

6.41 The Treasurer shall Chair the budget committee.

6.42 The Treasurer shall be responsible for all funds and disbursements of the Association.

6.43 The Treasurer shall be bonded at the expense of the Association for an amount to be determined by the Board of Directors.

6.44 The Treasurer shall present a full financial report of the Association's finances at each Annual Meeting. The Treasurer shall present a full year-to-date financial report at each meeting of the Board of Directors.

6.5 Board of Directors.

6.51 The Board of Directors shall be composed of nineteen voting members including: The immediate past president, who shall serve as Chair; the President; the President-Elect; the Secretary; the Treasurer; the Speaker of the House of Delegates; the Vice-Speaker of the House of Delegates; nine Directors; the President of the Kentucky Chapter and the Sullivan University College of Pharmacy Chapter of APhA-ASP, and a Past President of the Association. The Past President serving on the Board of Directors shall be selected by the sitting President.

6.52 The President of the Kentucky Chapter and the Sullivan University College of Pharmacy Chapter of APhA-ASP shall each serve as a voting member of the Board of Directors.

6.53 Meetings of the Board of Directors shall be held upon the call of the Chair. Upon the request of at least three members of the Board of Directors, the Chair shall call a meeting within seven days.

6.54 The Chair shall preside at meetings of the Board of Directors. In the Chair's absence or inability to serve, the Board of Directors shall elect one of its voting members, other than the President, as Chair Pro-Tem.

6.55 Any member of the Board of Directors who fails to attend two-thirds of the meetings of the Board annually, without adequate excuse for absence, may be dropped from Board membership by action of the Board of Directors.

6.56 Any member of the Board of Directors who is selected by the Governor of Kentucky to serve on the Kentucky Board of Pharmacy shall resign from the Board of Directors prior to starting their term on the Kentucky Board of Pharmacy.

6.57 Participation by teleconference and/or video conference is allowable with full voting privileges of any Director.

6.6 Duties of the Board of Directors.

6.61 Consistent with these Bylaws and the adopted policies of the House of Delegates, the Board of Directors shall have full power to act for and be in charge of the affairs of the Association in the interval between sessions of the House of Delegates.

6.62 The Board of Directors shall have sole and exclusive authority to approve and amend the annual budget and shall review the year-to-date financial records of the Association at each meeting of the Board. The Board shall engage an independent CPA to audit the accounts and financial records of the Association no less than every three years. Additionally, in non-audit years, the Board shall assure an accounting review, compilation or other financial engagement designed to fully evaluate the financial transactions of the Association from an independent CPA.

6.63 The Board of Directors shall employ an Executive Director who shall be under the direction of and subject to an annual performance review by the Board. Terms of employment shall be specified by written contract.

6.64 In accordance with Article 1 of these Bylaws, the Board of Directors shall act upon applications for membership.

6.65 The Board of Directors shall have control over the official publications of the Association.

6.66 The Board of Directors shall establish the fiscal year and membership cycles of the Association.

6.67 The Board of Directors may receive charges of improper professional conduct or violations of the Code of Ethics or Bylaws of the Association.

6.68 With the exception of committees of the House of Delegates, all Committee appointments shall be subject to approval by the Board of Directors. The Board shall fill all vacancies in the list of candidates, which may occur prior to the issuance of mail ballots for election to Association office.

6.69 The Board of Directors may approve petitions from pharmacy organizations seeking to be represented in the House of Delegates in accordance with Article 9.2 of these Bylaws.

6.7 The Executive Committee shall consist of the following members: Chair of the Board, President, President-Elect, Treasurer, Secretary and an at large member to be selected from and by the remaining members of the Board of Directors.

6.71 The Board of Directors shall annually set parameters for duties of the Executive Committee at the first meeting following installation of new officers. The Board shall not assign duties or responsibilities or otherwise authorize the Executive Committee to take actions that are required of the full Board, in the absence of emergency circumstances.

ARTICLE 7 – COMMITTEES

7.1 The Association shall have the following Standing Committees: Professional Affairs, Public Affairs, and Organizational Affairs.

7.2 Standing Committees.

7.21 Standing Committees shall consist of a minimum of eight active members, one student member, and one technician member. The term of office shall be for one year. All committee members are eligible for reappointment on an annual basis.

7.22 Each Standing Committee shall meet at least annually and shall submit, not later

than thirty days prior to the Annual Meeting, a written report of its activities and recommendations to members of the House of Delegates. The Standing Committees shall review Association policy and recommend changes or additions to policies in their respective areas of responsibility.

7.23 The Chair and Vice-Chair of each Standing Committee shall be appointed annually.

7.24 The President, with the advice and consent of the Chair and Vice-Chair of each Standing Committee, shall determine the activities to be assigned to each Standing Committee at the first meeting following installation of new officers.

7.25 The Standing Committees may on their own initiative or at the direction of the House of Delegates consider other issues and conduct other activities in their respective areas of responsibility.

7.3 Duties. The duties of the Standing Committees shall be:

7.31 Professional Affairs Committee shall include matters related, but not limited, to the practice of pharmacy.

7.32 Public Affairs Committee shall include matters related, but not limited, to the practice of pharmacy and its relationship to the general public.

7.33 Organizational Affairs Committee shall consider matters related, but not limited, to the internal affairs of the Association.

7.4 Special Committees.

7.41 Special Committees of the Association shall include, but not be limited to the Finance Committee, the Government Affairs Committee, the Past Presidents Advisory Committee, and the Technical Advisory Committee.

7.42 The Finance Committee shall consist of the President, President-Elect, Chair of the Board, Treasurer, Secretary, and one or more at-large member(s) of the Association.

7.43 The Government Affairs Committee shall consist of a minimum of eight active members, one student member and one technician member and serve in an advisory capacity to the Board of Directors. The Government Affairs Committee shall assist the Association with developing and maintaining a grassroots program to support the Association's government affairs initiatives and raising awareness of and contributions to the Government Affairs Fund.

7.44 The Past Presidents Advisory Committee shall consist of fifteen past Chairs of the Board and shall serve in an advisory capacity to the current President of the Association. The President shall annually appoint a member of the Committee to serve as a voting member of the Board of Directors. This individual shall serve as Chair of the Committee during the organization year.

7.45 The Technical Advisory Committee shall serve as the advisory committee to the Cabinet for Human Resources as specified in Kentucky Revised Statutes.

ARTICLE 8 – STAFF

The Executive Director shall be an employee of the Association and shall employ necessary assistants. The Executive Director shall hold no elective or appointive office in the Association.

ARTICLE 9 – HOUSE OF DELEGATES

9.1 Composition.

9.11 The House of Delegates shall be composed of active pharmacist members of the Association, five pharmacy technician delegates selected by their Academy, and student delegates as outlined in Section 9.12. Each of these delegates shall have one vote.

9.12 Each student chapter of an accredited school/college of pharmacy in Kentucky, shall be entitled to representation in the House by one delegate for the first five members of the Kentucky Pharmacists Association and one additional delegate for each additional twenty members or major fraction thereof.

9.2 Recognition

9.21 Any organization of pharmacists desiring to be represented in the House may petition in writing for recognition by the Board.

9.22 Recognition of any group shall continue until revoked by the Board and approved by a majority vote of the members present at a meeting of the House.

9.3 Officers.

9.31 The officers of the House of Delegates shall be a Speaker, a Vice-Speaker, and a Secretary. The Secretary of the Association shall serve as Secretary of the House. The Vice-Speaker shall be elected by the delegates at the Annual Meeting to serve for one year, and the term of office shall begin at the close of the meeting at which the officer is elected. Upon completion of the term as Vice-Speaker, that officer shall automatically become Speaker for the following year. The Speaker and Vice-Speaker of the House shall serve as ex-officio, voting members of the Board of Directors. The Speaker and Vice-Speaker shall be installed with the other officers of the Association as provided for in Article 5.4 of these Bylaws.

9.311 In the event that a regularly scheduled annual meeting is cancelled or postponed due to a pandemic, natural disaster, or state of emergency the Board of Directors shall have the authority to seek nominations for and send ballots for the position of vice speaker in conjunction with director and officer elections. Nothing herein requires the Board of Directors to act if the annual meeting is postponed or cancelled; rather it only authorizes them to do so if deemed appropriate.

9.32 If the Speaker and the Vice-Speaker are absent or unable to serve at any meeting of the House, delegates present shall elect a temporary speaker.

9.33 The Speaker shall appoint Reference Committee(s) for the purpose of hearing and

reviewing discussion on reports or recommendations before the House. The Committee(s) shall hold open meetings prior to the closing meeting of the House. Any member of the Association shall be permitted to address the issues before the Committee(s). At the closing meeting of the House, each Reference Committee shall present its recommendations for action by the House on the policy statements.

9.34 The Speaker shall appoint a Credentials Committee for the purpose of certifying delegates. The Secretary of the House shall serve as Chair of the Credentials Committee.

9.4 Meetings.

9.41 The House shall meet at least annually in conjunction with the Annual Meeting of the Association. Additional meetings may be called by the Speaker, Board of Directors, or upon written request of one-third of the delegates who were certified at the time of the last meeting of the House.

9.42 Meetings of the House shall be open to all members of the Association; however, three-fourths of the delegates present may vote to exclude any individual(s).

9.43 Delegates shall be given at least thirty days' notice of the Annual Meeting. Special meetings may be called upon ten days' notice.

9.44 Three-fourths consent of the certified delegates shall be required for the introduction of new business on the last day of the scheduled meeting of the House, except when presented by the Board of Directors.

9.45 One-half of the certified delegates shall constitute a quorum.

9.5 Powers and Duties.

9.51 It shall be the function of the House to interpret the objectives of the Association.

9.52 The House shall have authority to establish policy, establish its own rules and procedures, and to act upon recommendation or reports placed before it.

9.53 The House shall approve a list of names of individuals to be submitted to the Governor of the Commonwealth for appointments to the Kentucky Board of Pharmacy.

ARTICLE 10 – SECTIONS

10.1 Upon petition by at least twenty-five members of the Association, the Board of Directors may establish Academies within the Association, which meet the requirements of this Article.

10.2 The Academies of the Association shall represent identifiable and distinct fields of pharmacy practice or professional interests. Academies shall be developed so as to serve those individuals who devote a portion of their time of practice to the identified area or interest. The Section for Consultant Pharmacists will be amended to Academy of Consultant Pharmacists.

10.3 Membership in any Academy shall be open to all Association members, provided that they adhere to rules adopted by the Academy and approved by the Board of Directors.

10.4 Academies shall meet at least annually.

10.5 Academy officers shall consist of a Chair, a Vice-Chair, and three directors who shall be elected by the membership of the Academy. Annually the Academy membership shall elect a Chair, Vice-Chair who shall assume the office of Chair the following year and 3 Directors who shall serve a term of three years and be elected such that one Director is elected each of the 3 succeeding years. Elected officers shall constitute the Executive Committee of the Academy.

10.6 Academies shall report annually to the House of Delegates and may recommend policies and positions to the House for its consideration.

10.7 Activities, functions, and financing of Academies shall conform to guidelines approved by the Board of Directors.

10.8 Academies shall be represented in the House of Delegates in accordance with Article 9.11.

ARTICLE 11 – OFFICIAL EXPENSES & INDEMNIFICATION

11.1 With the exception of the President, all other officers, members of the Board of Directors, members of all committees, and Section officers shall

serve without compensation. The Board of Directors may reimburse such individuals for part or all of the expenses incurred by them in connection with official business. The Board shall establish an annual stipend for the President of the Association.

11.2 The Association shall provide the Association's Officers, Board of Directors and Association's Employees with reasonable and adequate insurance, with a reputable insurance underwriting company, so as to provide indemnification for allegations associated with the performance and duties of the Association's Board of Directors and Association's staff. Such coverage is commonly referred to as "Director and Officer" Insurance.

ARTICLE 12 – AMENDMENTS

12.1 Any member of the Association may submit a proposal in writing to amend these Bylaws. Such proposals must be submitted at least sixty days prior to the Annual Meeting.

12.2 Every proposal to amend these Bylaws, except those proposed by the Board of Directors shall be submitted to one of three Standing Committees for review and recommendation for action by the House of Delegates.

12.3 Upon approval by two-thirds vote of the members of the House of Delegates present, the proposal shall become part of these Bylaws.