

Illinois Pharmacists Association

Bylaws

Revised: June 19, 2015

ARTICLE I NAME

Section 1. Name. The name of this organization shall be the Illinois Pharmacists Association.

ARTICLE II MISSION AND GOALS

Section 1. Mission and Goals.

A) **MISSION STATEMENT:** The Illinois Pharmacists Association is dedicated to enhancing the professional competency of pharmacists, advancing the standards of practice, improving pharmacists' effectiveness in assuring rational drug use in society, and leading the resolution of public policy issues affecting pharmacists.

B) ORGANIZATIONAL GOALS:

1. *Professional Development* -- To enhance the professional competency and qualifications of members through the development of innovative continuing education and career development processes.

2. *Government Relations* -- To monitor and influence state and federal governmental policies which affect the membership.

3. *Societal Relations* -- To encourage members to recognize and participate in the resolution of public policy issues that affect contemporary society.

4. *Research and Information* -- To collect, interpret, and effectively disseminate information on changing social, economic, governmental, and technological conditions affecting the membership.

5. *Networking and Forums* -- To encourage interaction and understanding of issues and trends affecting the members and the competency of all pharmacists.

6. *Professional Ethics and Standards* -- To foster high standards of ethical conduct throughout the profession and encourage superior standards of performance.

7. *Organizational Relationships* -- To maintain cooperative relationships and activities with allied societies and other organizations in pursuit of the Association's mission.

8. *Public Awareness* -- To enhance the recognition of pharmacy as a profession and the Association, and the public's understanding of the contribution that pharmacists make to the health of our society in general.

9. *Organizational Competency* -- To maintain an organizational structure which is responsive to all members.

ARTICLE III MEMBERSHIP

Section 1. Membership Principle. Every pharmacist in Illinois is considered a citizen of the profession and a candidate for professional standing as an active member of the Illinois Pharmacists Association. A pharmacist who is an active member of the Association shall be entitled to be recognized in good professional standing, eligible for all membership rights, privileges and services. Persons other than pharmacists may be eligible for other classifications of membership.

Section 2. Membership Classification. Membership classifications of the Association shall include:

A) *Active Membership* - An individual who has completed the educational requirements to be a pharmacist is eligible for active membership. An active member shall be entitled to all rights and privileges which shall include the right to vote, hold office and serve on committees and shall be eligible for the services of the Association.

B) *Associate Membership* - An individual, not eligible for active membership, who is interested in advancing the profession of pharmacy is eligible for Associate Membership. An Associate Member shall be eligible for the services of the Association but shall not be entitled to vote or hold office in the Association.

C) *Student Membership* - An individual regularly enrolled in an accredited first professional degree program at a school or college of pharmacy shall be eligible for student membership. A student member shall be eligible to vote for the Student Advisory Board member and hold only the office of Student Director as described in Article V, Section 2. A student member is eligible to serve on committees and is eligible for the services of the Association.

D) *Honorary Membership* - An individual who has achieved exemplary distinction for accomplishments in or for the profession of pharmacy may be granted honorary membership. An honorary member shall be eligible for the services of the Association. An honorary member, unless otherwise eligible for active membership, may not vote or hold office in the Association.

E.) *Technician Membership* - An individual who is registered with the Illinois Department of Professional Regulation as a Pharmacy Technician and is not currently enrolled in an accredited first professional degree program at a school or college of pharmacy. A Technician member shall be eligible to vote for and hold only the offices within any section, Board of Directors, and House of Delegates, created expressly for them by the Board of Directors or the House of Delegates pursuant to Article III, Section 4. A Technician member is eligible to serve on committees and is eligible for the services of the Association.

F.) *Retired Membership* – An individual who has been but is no longer actively engaged in the practice of pharmacy, who is at least sixty-five years of age or disabled, and who has previously been an active member in good standing. Such membership shall have all rights and privileges of active membership. This provision shall not negatively impact the status, rights or privileges of any member who may be currently designated as a retired member.

G.) *Corporate Membership* – A corporation may join the Association as a non-voting member. Pharmacist(s) employed by or associated with a corporation are ineligible for this membership category.

H.) *New Practitioner* – An individual is eligible if applying within two (2) years of completing the requirements to be a pharmacist. The member shall be entitled to all rights and privileges of Active membership. The eligible time and dues structure of a New Practitioner is determined by the Board of Directors.

Section 3. Admission to Membership. An individual shall be admitted to membership in the appropriate class of membership upon completion of administrative processing of any required application accompanied by required dues, if any. Admission of honorary membership requires only a vote by the Board of Directors.

Section 4. Sections.

A) Upon determination of sufficient interest on the part of the individual members of this Association, the Board of Directors or the House of Delegates may establish and/or dissolve Sections within the membership of the Association.

B) The Sections of the Association shall represent identifiable and distinct fields of pharmaceutical practice. Sections shall be developed so as to serve a reasonable number of individuals who devote a portion of their time or practice to the specialized area.

C) Membership in any Section of the Association shall be open to all Association members; except the Student Section which shall be open only to students and the Technician Section, which shall be open only to Technicians.

D) Sections of the Association shall meet annually.

E) The membership of the sections shall elect a Chair every two years. Section Chair terms shall expire in even years.

F) Sections may report annually to the House of Delegates of the Association and recommend policies and positions to the House for its consideration.

G) Activities, functions and financing of the Sections shall conform to guidelines approved by the Board of Directors of the Association.

H) Providing that a duly recognized Section of the Association has membership of at least fifty Association members in good standing, or 2.5 per cent of the total Association membership in good standing, whichever is greater, the duly elected Section Chair shall be an ex-officio member of the Association Board of Directors for a term of two years.

Section 5. Dues. Each member shall pay such dues as may be required from time to time by the Board of Directors for each membership classification. All such dues shall be determined by the Board of Directors and shall be paid in accordance with policies established by the Board of Directors. A member shall not be considered to be in good standing unless applicable dues are fully paid.

Section 6. Resignation. Resignations of membership shall be made in writing to the Executive Director, but no resignation shall be accepted from anyone in arrears to the Association.

Section 7. Forfeiture of Membership. Membership in the Association shall be forfeited by those members who fail to comply with the schedule of dues payment established by the Board of Directors.

Section 8. Reinstatement. A former member who seeks to be reinstated in the Association shall apply as a new member and meet the requirements then in force.

ARTICLE IV REGIONS OF THE ASSOCIATION

Section 1. Regions. The state is divided into eight geographic regions, as delineated by county borders and/or postal zip codes, that maintain, as far as is practical, equal active member strength. In the event of the addition of new zip codes, the Board of Directors shall add such zip codes to the proper geographic region. A formal amendment to these Bylaws shall not be necessary when modifications are needed due to geographic or administrative adjustments. Regions shall be reviewed and possibly realigned a minimum of every 10 years beginning in 2014.

Region 1. County of Cook-city of Chicago.

Region 2. County of Cook (except city of Chicago).

Region 3. Counties of Boone, Jo Daviess, Lake, McHenry, Stephenson, and Winnebago.

Region 4. Counties of Bureau, Carroll, DeKalb, DuPage, Henry, Kane, Lee, Ogle, Rock Island, and Whiteside.

Region 5. Counties of Champaign, DeWitt, Ford, Grundy, Iroquois, Kankakee, Kendall, La Salle, Livingston, McLean, Tazewell, Vermilion, Will, and Woodford.

Region 6. Counties of Adams, Brown, Cass, Fulton, Hancock, Henderson, Knox, Logan, Marshall, Mason, McDonough, Menard, Mercer, Morgan, Peoria, Pike, Putnam, Sangamon, Schuyler, Scott, Stark, and Warren.

Region 7. Counties of Bond, Calhoun, Christian, Clark, Clay, Coles, Crawford, Cumberland, Douglas, Edgar, Effingham, Fayette, Greene, Jasper, Jersey, Lawrence, Macon, Macoupin, Madison, Montgomery, Piatt, and Richland.

Region 8. Counties of Alexander, Clinton, Edwards, Franklin, Gallatin, Hamilton, Hardin, Jackson, Jefferson, Johnson, Marion, Massac, Monroe, Moultrie, Perry, Pope, Pulaski, Randolph, St Clair, Saline, Shelby, Union, Wabash, Washington, Wayne, White, and Williamson.

Section 2. Address of Record. Each active member shall be assigned to a region on the basis of the active member's address of record with the Association. The assignment to region shall be used to determine voting privileges and eligibility to hold office as a regional director on the Board of Directors or regional delegate to the House of Delegates. An active member whose address of record is outside the state but is in an area within fifty miles of any Illinois border shall be assigned to the region for the geographic area nearest the address of record. An active member whose address of record is outside the state, beyond an area of 50 miles, shall be assigned to the region in which the headquarters of the Association is located. An active member may change the

address of record with the Association, provided such change shall become effective thirty days after notice of such change is given the Association.

ARTICLE V OFFICERS AND THE BOARD OF DIRECTORS

Section 1. Officers and Executive Committee. The officers of this Association shall be a President, a President Elect, a Vice President, a Secretary, and a Treasurer. They, along with the Chair of the Board, shall comprise the Executive Committee.

Section 2. Board of Directors. The Board of Directors shall consist of the officers, eight Regional Directors, one from each region of the state, one Technician Director, and Student Directors. The immediate past President and the Speaker of the House of Delegates shall serve on the Board of Directors ex-officio with vote. The Executive Director shall serve ex officio, without vote, on the Board of Directors. The Section Chairperson shall serve ex-officio, without vote, provided that such Section fulfills the requirements set forth in Article III, Section 4.

Section 3. Qualifications. All members of the Board of Directors shall be dues paid ACTIVE, RETIRED, NEW PRACTITIONER, TECHNICIAN, OR STUDENT members in good standing with the association.

Section 4. Duties of the Officers, the Executive Committee, the Chair of the Board, and the Board of Directors. The duties of the officers, the Executive Committee, Chair of the Board, and the Board of Directors shall be:

A) *President* - The President shall present at each annual meeting of the Association a report of the affairs of the Association; appoint standing committee members subject to the approval of the Board of Directors; appoint members of any special committees subject to the approval of the Board of Directors; chair the Executive Committee; be the official representative of the Association; perform such other duties that usually pertain to the office of President.

B) *President Elect* - The President Elect shall fill the office of President should that office become vacant; assume the regular full term of President following any partial term as President acquired through a vacancy; perform such other duties assigned by the President or the Board of Directors;

C) *Vice President* – The Vice President shall be responsible for oversight of each established Membership Section of this Association; report, including Section activities, at all Board of Directors meetings; assume the powers and duties of President, when so directed by the Board of Directors, when both the President and President Elect are unable to perform the duties of that office; report to the annual meeting of the Association; and perform such other duties as assigned by the President or the Board of Directors.

D) *Secretary* - The Secretary shall serve as the legal custodian of the Association records or oversee the filing of legal, governing documents as needed if delegated to the Executive Director; maintaining effective records and administration by filing minutes, reports, and documentation of IPhA Board of Directors events; validating a quorum at each meeting; ensuring all elections are conducted as stipulated in the bylaws; and ensure meetings are effectively organized. Ensure that all minutes are reviewed at each meeting of the Board, actions of the Executive Committee are ratified at each meeting (if applicable), and provide information on any

correspondence of a legal nature to the Board of Directors as needed; provide communications and correspondence of the formal actions of the Board; report such actions at the Annual Meeting of the Membership; and provide a summary report to general membership on IPhA website. Maintain a current listing of all House of Delegates and Board of Directors approved motions that require resolution or action until the motion is resolved. The list shall be accessible and reviewed at all Board of Directors meetings and House of Delegates unresolved motions shall be reviewed at House of Delegates meetings.

E) *Treasurer* - The Treasurer shall serve as Chair of the Finance Committee; have charge of the funds of the Association for which s/he personally shall be responsible and which s/he shall cause to be deposited in an appropriate and safe bank or depository; cause to be paid all bills and vouchers of the Association by checks or drafts appropriately executed; report the state of the Treasury at each annual meeting of the Association; give reports at each meeting of the Board of Directors on the state of the Treasury; give sufficient fidelity bond with surety within 30 days after her/his election, subject to the approval of the Board of Directors and deliver such bond to the President for safe-keeping, said surety to be secured and paid by the Association.

F) *The Executive Committee* - The Executive Committee shall: be chaired by the President; be responsible for the transaction of emergency business between regular meetings of the Board of Directors; report its actions to the Board of Directors at each meeting of the Board of Directors; provide for regular discussion with the Executive Director; make recommendations to the Board of Directors; perform such duties as may be assigned by the Board of Directors. The President shall assign the duties of committee oversight to all committee members. The person will be an ex-officio member of the committee(s) assigned and report the committee(s) activities at Board of Directors meetings. Meetings of the Executive Committee shall be called by the President. If the President is incapacitated, the meeting can be called on the approval of four (4) other members of the Executive Committee. All members of the Executive Committee must have 24 hours notice of meetings.

G) *Board of Directors* - The Board of Directors shall be vested with full and complete authority to conduct, manage, contract and transact all affairs and business of, for and on behalf of the Association and manage and conduct all the activities of the Association in fulfilling the purposes thereof. It shall have full powers and authority over the official publications of the Association. It shall approve the standing and special committees appointed by the President. It shall perform such other functions as may be assigned by the bylaws or from time to time by the Association. The Board of Directors shall have the authority to adopt such standing rules as are necessary to carry out its duties.

H) *Chair of the Board* - The Chair of the Board shall conduct the meetings of the Board of Directors in an orderly fashion; and perform such other functions as may be assigned by the bylaws.

Section 5. Elections. The officers and members of the Board of Directors shall be elected as provided by the bylaws. The Chair of the Board of Directors shall be elected from among the members of such Board of Directors at the first meeting of the Board of Directors following the assumption of office of officers and directors. The immediate Past President shall serve as Chair of the Board from the time members assume elected

offices and until the election of the Chair of the Board during the first Board of Directors meeting after the annual meeting.

Section 6. Assumption of Office. The officers and the members of the Board of Directors shall assume elected offices on the first Sunday following their installation at the annual meeting. All officers and members of the Board of Directors shall hold office until their successors have assumed duties.

Section 7. Succession in Office. It shall be the duty of the officers and directors of this Association to turn over to their respective successors without unnecessary delay all papers and property of the Association committed to their care and to take proper receipt thereof.

Section 8. Terms of Office. The terms of Regional Directors from the odd numbered regions and the term of Secretary and Technician Director shall expire in the even numbered years. The terms of the Regional Directors from the even numbered regions, the terms of Treasurer and Vice President shall expire in odd numbered years. The terms of Student Directors shall be one year.

Section 9. Proxies. No member of the Board of Directors shall be represented by a proxy. However, a duly certified student alternate director shall not be considered a proxy.

Section 10. Authority. The acts of the Board of Directors may be overruled by a two-thirds vote of the House of Delegates; or by two-thirds of the active members in good standing voting in an IPhA approved balloting process provided that such ballot be called for by a petition signed by not less than seventy-five active members in good standing of the Association.

Section 11. Meetings of the Board of Directors. The Board of Directors shall meet a minimum of four (4) times a year on the call of the Chair, or of the President, upon petition in writing signed by at least one-third of the members of the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum. A Student Director shall only be counted towards a quorum when s/he participates at a meeting of the Board. A member of the Board of Directors must participate to vote. The Board of Directors shall determine participation at Board meetings.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Elections. The election of the Officers of the Association (excepting the President), Technician Director, and Regional Directors shall be by ballot and shall be conducted as provided in this article. The election of the Section Chair of a duly authorized Section shall be provided in Article III, Section 4. The Student Directors shall be elected as provided in Article VI, Section 7.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least one active member in good standing from each of the regions in which an election is due to take place, appointed by the President, with the approval of the Board of Directors, and the President Elect who shall serve as Chair of the Committee.

Section 3. Nominating Procedure. Position descriptions, shall be published and distributed to all active members in good standing no later than 45 days before the date a candidate slate is to be finalized. All members and recognized local and specialty associations shall be invited to submit names of active members in good standing for

officer and director positions. The Nominating Committee shall consider all names received and shall prepare a slate of candidates for the offices and directorships to be elected. This slate shall be published and distributed to all active members in good standing. No less than thirty days from the date of such publication shall be provided during which fifty or more active members in good standing may nominate by petition other candidates for offices. Ten or more active members in good standing in any region may, during this same thirty-day period, nominate other candidates for Regional Director in that region. Such nominations shall be made in writing, signed by the nominators and shall be filed with the Executive Director.

Section 4. Ballots. When the time has expired within which other candidates may be nominated, the Executive Director shall publish and distribute ballots which shall set forth the names of all candidates nominated as provided in these bylaws listing the candidates for each office in alphabetical order under the designations of the office. The balloting shall be conducted in a manner which shall, in the judgment of the Board of Directors, provide for reasonable assurances that votes are cast only by members entitled to vote and that the secrecy of individual votes cast is maintained. Ballots, in order to be canvassed, shall be returned by midnight of the date printed on the ballot, which shall not be less than thirty days from the date sent.

Section 5. Canvassing. The ballots shall be tabulated by or under the direction of a Canvass Committee. The Canvass Committee shall consist of five members appointed by the President with the approval of the Board of Directors. No member shall be an individual whose name appears on the ballot. One member shall be a past President who shall serve as Chair. The Canvass Committee shall certify the results of the election to the Board of Directors and cause the results to be made known to the membership.

Section 6. Limits on Eligibility to Hold Office and Directorships. No person shall hold two elective offices or directorships at the same time. No person shall be elected to more than three consecutive terms in the same elective office or directorship.

Section 7. Student Directors. Student Directors from accredited colleges of pharmacy approved by the IPhA Board of Directors, hereafter referred to as BOD, shall be determined as follows: A Student Advisory Board, hereafter referred to as SAB, shall be established, which will appoint within itself, the members who will participate as Student Directors at all IPhA BOD meetings. The IPhA student members shall be elected to the SAB per their respective college chapter bylaws. One IPhA student member from each student chapter shall be elected to serve on the SAB. The SAB will appoint two (2) members, preferably from different colleges of pharmacy, to represent the student members at IPhA BOD meetings. The SAB will set its own governance structure. IPhA will provide the SAB with the following: a liaison from the BOD to the SAB and a communications platform for use by the SAB. To assure timely access, the SAB should inform the IPhA office at least one (1) week prior to their need. The SAB will meet a minimum of eight (8) times per year, once before and once after each IPhA BOD meeting. Pre-meetings should discuss issues pertinent to SAB and information to relate to the IPhA BOD. Post-meetings should allow SAB members an information exchange related to activities of the previous IPhA BOD meeting.

Section 8. Vacancies. Vacancies which may occur in the elective offices and directorships shall be filled as follows:

- A) A vacancy in the office of President shall be filled by the President Elect. The President Elect shall continue as President until the time at which s/he would have normally completed their term as President.
- B) A vacancy in the office of President Elect created by accession to the Presidency to fill a vacancy in that office shall not be filled. Should a vacancy in the office of President Elect occur by any other means then a President shall be elected at the next balloting for officers.
- C) A vacancy in any other elected position shall be filled upon the affirmative majority vote of the Board of Directors for an individual eligible to hold the position.
- D) Vacancies in the directorship afforded the Speaker of the House or in a student directorship shall be filled by those bodies.

Section 9. Vacancy Other Than Death.

- A.) Any voting member of the Board of Directors shall be considered as resigned, and such position vacated, when there has been no attendance at three (3) consecutive Board meetings, and there has been no position-related contact between the member and the Association. This provision may be waived by a majority vote of the Board of Directors at the next scheduled Board meeting, upon presentation of extenuating circumstances.
- B.) An officer, director or section chair may be removed from office for failing to perform duties, or for unprofessional or criminal conduct that reflects negatively upon the Association. Removal from office shall only be after due deliberation by the Board of Directors.

**ARTICLE VII
HOUSE OF DELEGATES**

Section 1. Purpose. The House of Delegates shall be the legislative body of the Association and, unless otherwise herein provided, its deliberations shall be binding upon the officers and the Board of Directors. The House of Delegates shall set basic policy and philosophy of the Association unless overruled by the membership.

Section 2. Composition. The House of Delegates shall be composed of Delegates appointed by Associations recognized by the House as provided for in Article VIII, and delegates elected in each region of the House as provided in Article VIII, and delegates of Sections of the Association as provided for in Article VIII. Past Presidents of the Association, and current officers of the Association shall be Delegates, ex-officio, with vote. A Past President shall be counted towards a quorum when s/he is physically present at a meeting of the House of Delegates.

Section 3. Elections. The elected members of the House of Delegates shall be elected as provided in the bylaws and shall remain delegates until the installation of their successors.

Section 4. Authority. The acts of the House of Delegates may be overruled by two-thirds of the active members in good standing voting in a ballot provided that such ballot be called for by a petition and signed by at least seventy-five active members in good standing of the Association.

Section 5. Proxies.

- A. No member of the House of Delegates shall be represented by a proxy.

B. In the event that a duly elected Regional Delegate is unable to attend a meeting of the House of Delegates, the Speaker of the House may appoint any active member from the region to be a voting Regional Delegate for purposes of that meeting only.

Section 6. Meetings of the House of Delegates. The House of Delegates shall meet at least once a year on the call of the Speaker or by the President upon petition in writing or by the IPhA approved balloting process signed by at least twenty-five members of the House of Delegates. Notice of all meetings of the House of Delegates shall be provided to all active members in good standing not less than thirty days prior to the meeting date. Not less than 10 days prior to any meeting of the House of Delegates, the Executive Director will send to each member of the House of Delegates an agenda prepared by the Speaker. A majority of the Delegates shall constitute a quorum.

ARTICLE VIII ELECTION OF HOUSE OF DELEGATES

Section 1. Qualifications for Delegates. Each Delegate to the House of Delegates shall be an active member in good standing, except Student Delegates who shall be Student Members of the Association in good standing.

Section 2. Recognized Associations. Associations shall be recognized by the House of Delegates upon petition which demonstrates that such association is composed of pharmacists in a specified geographic area and /or type of pharmacy practice; that it meets regularly; that a majority of its voting members are pharmacists; and that its purposes as stated in its organizational documents do not conflict with those of the Association. The Speaker may request necessary documentation of compliance with these requirements at the time of initial petition for recognition and from time to time thereafter to determine continued compliance with the requirements for recognition.

Section 3. Rights of Recognized Associations. Each Association of pharmacists in Illinois recognized by the House of Delegates and the IPhA Student Chapters of Colleges of Pharmacy recognized by the House of Delegates shall be entitled to one Delegate and one vote in the House of Delegates. Each organization may have one alternate who shall be entitled to vote in absence of a recognized delegate.

Section 4. Regions of the House. Boundaries of the regions for the House of Delegates shall coincide with boundaries of the regions of the Association.

Section 5. Regional Delegates. Each region thus defined will have the following representation: A) Elected Regional Director automatically a regional delegate; B) Elect up to seven (7) regional delegates; C) Elect up to one (1) technician regional delegate. Such elections shall be by ballot and shall take place every two years and shall coincide with the term of the directors of their region. The votes of the member elected in a contested Regional Director's position are null and void for the House of Delegates regional delegate. The votes for the remaining names for regional delegate on the House of Delegates ballot will be tabulated. Nominees for regional delegates shall be solicited from Association members and from recognized associations. Care shall be taken that geographically balanced representation within each region is achieved. In the event of a vacancy of an elected Delegate, those remaining elected Delegates in that region shall elect a replacement to fill the remainder of the term. In the event of a tie, the Speaker will cast the deciding vote.

Section 6. Officers of the House. The officers of the House shall be:

A) *Speaker*: The House of Delegates shall elect a Speaker from among its pharmacist members, who shall be installed at the close of the meeting at which he or she is elected and shall serve until installation of a successor. The Speaker shall be an ex-officio member of the Board of Directors with vote.

B) *Speaker Pro Tempore*: In the event that the Speaker is unable to preside for any reason at a meeting of the House of Delegates, the members of the House shall, with the President presiding, elect from among its members a Speaker Pro Tempore to preside at that meeting.

C) *Secretary*: The Secretary of the Association shall serve as Secretary of the House of Delegates.

Section 7. Sectional Delegates. Each Section established under Article III shall be entitled to one delegate and one vote in the House of Delegates and each Section may have one alternate who shall be entitled to a vote in the absence of a recognized delegate.

Section 8. Certification of Delegates from Recognized Associations. The Secretary of each recognized Association and the Chair of each recognized Section shall certify its Delegate and Alternate to the Executive Director not less than fourteen days prior to a scheduled meeting of the House of Delegates, upon official Delegate credential forms. Delegates and alternates so certified shall serve until their successors have been certified.

Section 9. Withdrawal of Recognition. Recognition of Associations entitled to representation in the House of Delegates may be withdrawn by a two-thirds vote of the House of Delegates for failure to comply with the bylaws.

ARTICLE IX EXECUTIVE DIRECTOR

Section 1. Authorization. The Board of Directors shall retain the services of an Executive Director who shall serve as chief administrator of the Association. The Board of Directors shall not be authorized to enter into a contract of employment for a term in excess of three years.

Section 2. Job Description. The Executive Director shall conduct the affairs of the Association and shall implement the decisions and policies of the Board of Directors. Among the duties of the Executive Director are to:

- A) employ, direct, supervise and dismiss all employees of the Association. Staff members shall be appointed by the Executive Director.
- B) alert and advise the Officers and the Board of Directors about significant matters needing their attention and action.
- C) coordinate, with the Executive Committee, the activities of the committees and the projects of the Association and to advise them concerning those matters affecting their areas of responsibility.
- D) receive all monies, securities, deeds, and other valuable effects belonging to the Association and cause to be deposited such monies and effects in accord with policies determined by the Board of Directors.
- E) work with the Finance Committee in preparing a proposed annual budget of the Association.
- F) receive and disburse the Association's assets in accord with the bylaws of the Association and to keep a true account thereof.

- G) supervise the publication and distribution and serve as editor of all Association publications.
- H) send notices pertaining to all of the meetings of the Association and its House of Delegates, annual or special to all members.
- I) present to the Board of Directors at their request a report of his/her activities.
- J) cause to be kept a roll of the names of the members with their residence, date of admission, other pertinent information and all subsequent changes.
- K) give sufficient fidelity bond, subject to the approval of the Board of Directors, said surety to be secured and paid by the Association.
- L) perform such other duties as may be determined by the Board of Directors.
- M) serve ex officio, without vote, on the Board of Directors.

ARTICLE X COMMITTEES

Section 1. Organizational Committees and Purposes.

- A) The Bylaws Committee, which shall review all amendments to the bylaws and/or propose amendments as needed.
- B) The Membership Recruitment and Retention Committee shall recommend and cooperate in the development and implementation of programs intended to increase and retain membership.
- C) The Awards Committee shall consist of the immediate Past President, President, and President-Elect. These members shall review nominations and select recipients for Association Awards.
- D) The Finance Committee shall have the functions as reflected in Article XII.
- E) The Annual Conference and Education Committee shall perform the functions as noted in the committee's name.

Section 2. Policy Committees.

- A) The Professional Affairs Committee shall be responsible for professional and scientific matters, including development and research of the professional practice of pharmacy, development of standards and guidelines, and other related issues promoting the practice of pharmacy.
- B) The Legislative and Regulatory Affairs Committee shall be responsible for review and interpretation of proposed legislation, rules, regulations, and codes as well as other issues of public policy affecting the practice of pharmacy.

Section 3. Additional Committees.

The President, with the consent of the Board of Directors, may assign additional or special tasks to any committee and make appointments to additional committees when such committees are called for by the Board of Directors, the House of Delegates, or the members at an annual or special meeting.

Section 4. Committee Membership. The President, with the consent of the Board of Directors, shall make all appointments to the committees. When possible, a student member shall be appointed and serve with voting privileges on each committee. All individuals who represent IPhA on committees must be a current member in good standing of a recognized membership category defined in the Bylaws.

ARTICLE XI

MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Association shall be held at such time and place in the state of Illinois or bordering state as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the Association may be called by the President, by the Board of Directors, by the House of Delegates or upon petition of not less than seventy-five active members in good standing of the Association.

Section 3. Notice of Meeting. Notice stating the place, date and hour of any meeting of the membership shall be communicated to all members of the Association not less than thirty days before the date of the meeting by or at the direction of the President, Executive Director, or the persons calling the meeting. In the case of a special meeting, or the purpose or purposes for which the meeting is called shall also be stated in the notice.

Section 4. Quorum. Seventy-five active members in good standing shall constitute a quorum.

Section 5. Annual Meeting Agenda. The Annual Meeting of the Association, unless otherwise ordered by the President or the Board of Directors, shall include:

- A) President's address.
- B) Report of other officers, committees, and Executive Director.
- C) House of Delegates Meeting.
- D) Speaker of the House of Delegates appoints a Minutes Review Committee.

Section 6. Books and Records. All books and records of the Association are to be open to the members of the Association upon written request by not less than twenty-five active members in good standing.

Section 7. Effective Date of Annual and Special Member Meeting Minutes. The House of Delegates Minutes Review Committee will review the minutes within sixty (60) days following an annual or special member meeting. The committee will present their report to the Speaker of the House. The reviewed minutes will be distributed to all House of Delegates members present at that meeting within ninety (90) days from the meeting date. The voting period will be thirty (30) days from date distributed. Upon the affirmative vote of two-thirds of the voting members replying, the minutes shall become effective on the date certified by the Board of Directors.

ARTICLE XII FINANCES

Section 1. Finance Committee. The Finance Committee shall be responsible for the preparation of an annual budget; review all expenditures and consider for payment all expenditures not included in the annual budget; when necessary, propose amendments to the adopted budget; review the Association's internal and external financial controls and auditing systems; review and recommend to the Board of Directors long-range financial policies and objectives, and actions required to achieve those objectives. The President, with the approval of the Board of Directors, shall appoint the Finance Committee.

Section 2. Budget. The Finance Committee shall submit a proposed budget annually to the Board of Directors for approval.

Section 3. Audit. The financial records of the Association shall be audited at a minimum every three (3) years and at the discretion of the Board of Directors by an

accounting firm selected by the Board of Directors. The result of such audit shall be reported to the Board of Directors.

Section 4. Reimbursement. All officers and members of the Board of Directors and other committees shall serve without salary. The officers and members of the Board of Directors may be reimbursed by the Board of Directors for part or all of the expenses incurred by them in connection with Association business.

Section 5. Fiscal Year. The fiscal year of this Association shall begin each year on January 1st and conclude on December 31st.

ARTICLE XIII CODE OF ETHICS

The Illinois Pharmacists Association shall adopt a Code of Ethics, the purpose of which is to elevate the professional conduct of the membership. All applicants for membership and all members shall subscribe to the Code of Ethics.

ARTICLE XIV RULES OF ORDER

The Rules of Order for this Association shall be Robert's Rules of Order, current edition, when not in conflict with the bylaws or adopted standing rules.

ARTICLE XV AMENDMENTS

Section 1. Procedures. Every proposition to amend these bylaws shall be submitted in writing to the Executive Director by an active member in good standing and shall be signed by not less than twenty-five other active members in good standing, or by the Bylaws Committee. If deemed necessary, Counsel for the Association shall draft the proposition(s) into proper form and such amendments shall be distributed to the membership not less than thirty days prior to the close of the voting period as determined by the Board of Directors. Balloting and canvassing of ballots shall be conducted in a manner similar to that described in Article VI, Sections 4 & 5.

Section 2. Effective Date. Upon the affirmative vote of two-thirds of the members returning ballots, as certified by the Board of Directors, such amendments shall become effective. Where the nature of amendments warrant, the Board of Directors shall develop and implement a plan to place the amendments into effect.