

NEW JERSEY PHARMACISTS ASSOCIATION (NJPhA) CONSTITUTION & BYLAWS

CONSTITUTION

ARTICLE I – NAME

This Association shall be called THE NEW JERSEY PHARMACISTS ASSOCIATION (NJPhA).

ARTICLE II - MISSION

The mission of this Association is to advance the profession of pharmacy, enabling our members to provide optimal care to those they serve.

ARTICLE III - MEMBERSHIP

SECTION 1:

Membership status in the Association shall be defined as either in good standing or delinquent.

Members in good standing shall be defined as those with dues paid in full. Members shall be defined as delinquent if their dues have not been received within thirty days of their annual renewal date.

Terms of readmission and all other matters of membership shall be determined by the Membership Committee.

SECTION 2:

This Association shall consist of the following categories of member in good standing: For the purpose of this Association, a pharmacist is defined as anyone licensed to practice pharmacy, or an individual not licensed, but who has an earned degree in pharmacy

- (a) **Active Member:** Any pharmacist in good professional standing. An Active Member shall have the right to vote, hold office, or be chairs of committees of the Association.
- (b) **Honorary Member:** Any person who shall merit that distinction, may upon nomination by the Board of Trustees, be elected an Honorary Member. He/she shall be exempt from payment of dues, shall not have the right to vote, hold office, or be chairs of committees in the Association.
- (c) **Associate Member:** Any non-pharmacist who has a relationship with pharmacy practice or industry may join the Association. He/she shall not have the right to vote, hold office, or be chairs of committees in the Association.
- (d) **Student Member:** Any student enrolled in an accredited college/school of pharmacy, pursuing their first pharmacy degree. He/she shall not have the right to vote, be chairs of committees in the Association, or hold office except as stipulated in the Constitution, Bylaws or policies of the Association.

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(d) **Pharmacy Technician Member:** Any person who is a registered technician. He/she shall not have the right to vote, be chair of committees, or hold office in the Association except as stipulated in the Constitution, Bylaws and policies of the Association.

SECTION 3:

Dues: All rates shall be set by the Membership Committee and reviewed on an annual basis. Recommendations of the committee must be approved by the Board of Trustees hereinafter referred to as the BOT.

SECTION 4:

Membership: Applications for membership shall be submitted to the Association for processing.

ARTICLE IV: ELECTIONS

SECTION 1:

The officers of the Association shall be President, President-elect, Vice President, Treasurer, Secretary (Chief Executive Officer (CEO)), and the BOT Chairperson also referred to collectively as the Line Officers.

SECTION 2:

The Vice President shall be elected annually and the Treasurer every 2 years. The vote will be conducted **via ballot**, and completed no later than 30 days prior to the Installation of Officers. Officers shall assume office on January 1. In the event the Vice President is appointed under Article III of the Bylaws, an election for President-elect must take place as well.

All ballots will be certified by the Chair of the Permanent Organization Committee and the CEO. The Vice President and Treasurer will be determined by the simple majority of the ballots returned. In the event of a tie, the corporate secretary will cast the deciding vote.

The Board of Trustees shall be elected as outlined in the Bylaws.

ARTICLE V – MEETINGS

SECTION 1:

Regular Meetings: The Association shall hold an Annual Convention consisting of the Annual Meeting (as defined in the Bylaws Article VII), Committee Meetings, and such other activities as deemed appropriate and, on a date, and at a time as approved by the Board of Trustees. Additionally, installation of officers and other business as required in the Constitution and Bylaws and as otherwise determined by the Board of Trustees, or required by policy of the Association shall occur at these meetings. The Board of Trustees may also schedule an additional meeting for such business reports and programs as they may deem necessary, at such time and place as the Board shall select.

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SECTION 2:

Special Association Meetings: Such meetings may be called when deemed necessary by the Association President or five members of the Board of Trustees, with at least 10 days' notice given to the entire membership if conditions permit.

ARTICLE VI - FUNDS AND INVESTMENTS

SECTION 1:

All monies of this Association shall be deposited or invested in the name of the New Jersey Pharmacists Association. The Board of Trustees shall have supervision over all funds of the Association.

SECTION 2:

The Board of Trustees in consultation with the Treasurer and Finance Committee shall set policies and procedures for the deposit and disbursement of all monies accrued to the Association.

SECTION 3:

An internal audit of the financial records of the Association may be conducted annually. A review or audit shall be conducted by an independent certified public accountant as needed. The IRS Form 990 shall be available to any member of this Association upon written request at the Association office. A comprehensive report on the finances of this Association shall be rendered at the Annual Meeting as set forth in this Constitution and the Bylaws.

ARTICLE VII – BYLAWS

This Constitution shall be supplemented from time to time with Bylaws, which shall not be inconsistent with the provisions of this Constitution.

ARTICLE VIII - AMENDMENTS TO THE CONSTITUTION

Proposed amendments must be submitted to the Permanent Organization Committee for review. The Permanent Organization Committee will submit appropriate language to the BOT for consideration. The proposed amendment must be passed by a 2/3 majority vote of the BOT. The proposed amendment will then be presented to the membership for a vote via a ballot where deemed appropriate. The ballot must contain the actual verbiage of the proposed change. The amendment must be approved by a simple majority of the ballots returned.

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BYLAWS

ARTICLE I - Duties and Terms of the Officers

The officers of the Association are the Chair of the BOT, President, President-elect, Vice President, Secretary (CEO), and the Treasurer. With the exception of the Secretary position that is assigned to the CEO, there are elections for the Vice President position annually, and the Treasurer position every two years.

The officers' positions are progressive. Once a member is elected as Vice President, they ascend to the President-elect, President, and then Chair of the BOT in successive years.

SECTION 1:

THE PRESIDENT:

The President shall preside at all meetings of the Association, enforce and observe the provisions of the Constitution and Bylaws and parliamentary procedure, appoint all committees and delegates not otherwise provided for or ordered by the Association, be an ex-officio member of all committees and delegations, be a member of the Board of Trustees and present a report at the annual meeting of the Association on the operations of the Association during his/her term of office. At the conclusion of the term, the President assumes the role of Chair of the Board of Trustees.

SECTION 2:

THE PRESIDENT-ELECT:

The President-elect shall be a member of the Board of Trustees (BOT). In the absence of the President, the President-elect shall perform the duties of that office. The President-elect shall perform such duties as may be designated from time to time by the President or the Board of Trustees. At the conclusion of the term as President-elect, he/she shall assume the duties of the President on January 1 of the next year, following the installation of officers.

SECTION 3:

THE VICE-PRESIDENT:

The Vice President shall be a member of the Board of Trustees, and ascend to the President-elect position at the conclusion of his/her term as Vice President. In the absence of the President and the President-elect, the Vice President shall perform the duties of the President. In the absence of the President-elect, he/she shall perform the duties of that office. The Vice President shall perform such duties as may from time to time be designated by the President or the Board of Trustees. The Vice President shall assume the duties of the Vice President on January 1 after his/her election and installation.

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SECTION 4:

THE TREASURER:

The Treasurer shall keep records as directed by the Board of Trustees, verify receipts, deposits and disbursements of all monies, be a party to all checks drawn on the funds of the Association as designated by the Board of

Trustees, and be a member of the Board of Trustees. The Treasurer shall report on the state of the treasury whenever requested by the Board of Trustees and make a full report of the financial condition of the Association at the Annual Meeting.

All officers shall continue to hold office until their successors are elected, and have been installed. Installation shall be conducted annually. Assumption of office shall be January 1 of the next calendar year.

SECTION 5:

THE BOARD OF TRUSTEES:

The Board of Trustees shall consist of the President, President-elect, Vice President, Treasurer, and Chair. Each region shall be entitled to one Trustee and one Alternate Trustee. Each region shall be entitled to one vote on the Board of Trustees. In the absence of the trustee, the alternate trustee shall vote.

No Trustee or Alternate Trustee shall be elected for more than two successive terms of three years each.

Student members shall be entitled to one trustee with all rights and privileges, and one alternate trustee.

It shall be the duty of the Board of Trustees to consider and act upon all matters of business, to audit the accounts of the association as administered by the Treasurer and the CEO, to approve financial institutions in which the funds and securities of the Association are to be deposited, and to direct the investments of funds of the Association by the CEO and Treasurer. The Board of Trustees shall also establish policy on the signature(s) to all checks of the Association.

It shall be the duty of the Board of Trustees to ensure that all regions or components (i.e.: special interest groups [SIG], academies, divisions) remain active. To this end, the Board of Trustees shall establish a program of component visitation by the officers.

The BOT shall meet at least quarterly, as determined by the Chair of the BOT in conference with the President and CEO. Trustees shall attend all meetings.

It is the responsibility of the region to assure that it is represented at BOT meetings. If a Region is not represented at two consecutive meetings, the trustee and alternate will relinquish their positions. The region will be responsible for appointing a new trustee and alternate trustee. The Chair of the BOT will reserve the right to allow a trustee or alternate trustee to maintain their position on the board in the case of extenuating circumstances relative to their absence.

ARTICLE II - VACANCIES

- a) President: In the event that the President is unable to complete the office for any reason, the Chair of the BOT shall assume the role of President for the remainder of the term vacated.

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- b)* President-elect: In the event the President-elect is unable to complete the term of office for any reason, the Vice President shall assume the office of President-elect for the remainder of the term of office, and remain in the position of President-elect for their own term. (unexpired term plus 12-month term)

- c)* Chair of the BOT, Treasurer, Vice President: In the event these offices are vacated for any reason, the Board of Trustees, by a 2/3 majority of votes cast, shall elect a past president in good standing and a current member to serve as Chair, an active pharmacist member in good standing to fill the Vice President and /or Treasurer position for the remainder of the terms.

- d)* The member appointed to complete the unexpired term of Vice President must run for election as President-elect, and will not assume the position automatically.

- e)* Trustee: in the event a trustee position is vacated for any reason, it shall be the responsibility of the region to fill the vacancy within 30 days for the remainder of the original term. If the region does not comply, the president may appoint a member in good standing from that region to fill the position for the remainder of the term.

- f)* Committee Chairs, Committee Members: The President shall fill vacancies occurring in any of these positions.

ARTICLE III – CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (CEO) shall be retained by the Board of Trustees. The CEO will also serve as Secretary of the Association. The CEO shall serve on such terms and conditions as are approved by the Board of Trustees. The CEO shall also act as business manager of all activities in which the Association engages, including the employment and dismissal of staff, and discharge such other duties as the Board of Trustees may assign including the employment of staff. The CEO shall supervise the collection of all dues and all other monies due the Association and ensure the prompt deposit of same in such depositories as the Board of Trustees shall designate, make all disbursements only as directed or outlined by the Board of Trustees, Treasurer or Finance Committee, maintain all records pertaining thereto and be a party to all checks drawn on the funds of the Association.

ARTICLE IV - COMMITTEES AND DUTIES

SECTION 1:

Committees:

- a)* Committee chairs shall be appointed by the President unless otherwise designated in the Constitution and Bylaws.

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- b) The President may replace 1/3 of the members of each committee each year if volunteers are available.
- c) Each committee shall also include the chair appointed by the President. The President may delegate committee selection to the committee chair at their discretion.
- d) Each committee member shall have one vote.
- e) The chair takes minutes at each meeting or will delegate a member to take minutes.

- f) Each committee chair will keep the President informed of committee activities, and provide a report prior to each BOT meeting, and updates as requested
- g) One student representative may serve on select committees at the discretion of the president and the committee chair. The student will be appointed by the president.
- h) The student committee member shall cast one vote.

SECTION 2:

Required Operating Committees:

The following committees are required to operate the Association:

Finance Committee: This committee, in consultation with the Treasurer and the CEO, shall recommend the procedures for the deposit and disbursement of all monies allocated to the Association for BOT approval. The committee shall also be responsible for submitting an annual budget to the Board of Trustees for approval. At least three members of this committee shall be former officers or members of the Board of Trustees

Membership Committee: This committee is chaired by the Vice President each year. When changes to membership dues, categories of membership and/or criteria pertaining to each category of membership are recommended by the committee, the proposal is presented to the BOT for approval. The committee shall be responsible for developing membership recruitment and retention plans and activities, and carrying them out each year. The NJPhA office will provide membership list reports as needed.

Permanent Organization Committee: This committee shall consider all propositions to alter, amend, or review the Constitution and Bylaws. The committee shall be available at BOT meetings to advise the Association on questions dealing with the Constitution, Bylaws, parliamentary procedure, and/or rules of order. The committee shall meet when necessary to address matters in a timely manner. The committee shall nominate an official ballot of qualified candidates for vacant offices of the Association, as well as, monitor any election pertaining thereto. Procedures developed by the committee in regard to nominations and elections shall not be in conflict with any provision(s) of the Constitution or Bylaws. The chair may be called upon to act as parliamentarian, and will also oversee any issues relative to the Code of Conduct or Ethics as outlined in Article IX.

Continuing Education Committee: The committee is responsible for the ongoing quality and relevance of educational activities provided by the New Jersey Pharmacists Association, based on the annual needs assessments conducted in accordance with ACPE (Accreditation Council for Pharmacy Education) guidelines and standards as outlined in the New Jersey Pharmacists Association Continuing Education Program manual.

CEO Review Committee: The committee shall review and evaluate the performance of the CEO at least annually and report its findings to the BOT. Members of this committee shall be appointed by the President for the term of that President and shall include two officers of the Association, two current members of the Board of Trustees, the

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Chair of the Board of Trustees, a Past President and the Attorney of the Association. The President shall serve as chairperson of this committee.

The required operating committees shall perform such duties as may from time to time be designated by the President or Board of Trustees. These duties shall not be inconsistent with any provisions of the Constitution or Bylaws.

SECTION 3:

AD HOC COMMITTEES; WORK GROUPS; TASK FORCES

Such committees, work groups or task forces may be assembled by the President or at the request of the Association or the BOT. These groups shall perform special duties as assigned and consistent with the provision(s) of the Constitution or Bylaws.

The President may appoint members to fulfill specific tasks or projects in categories to include:

Convention: This committee is responsible to assure that all provisions of the Annual Meeting, as set forth by this Constitution and Bylaws are met. The work group is chaired by the President-elect, who together with the CEO, is responsible for organizing, managing and developing the activities of the Annual Convention, including program development, exhibitor recruitment, and assisting NJPhA staff at the meeting.

The New Jersey Journal of Pharmacy: The president may convene an Ad Hoc committee to oversee the creation of the New Jersey Journal of Pharmacy. Committee members shall consist of the Publisher (CEO), Editor and other members appointed by the editor/chair, in consultation with the President and the publisher. The Editor, in consultation with the Journal Committee and Publisher, shall have general responsibility for the Journal and its editorial policies.

NJPhA Awards: The president may convene a work group chaired by the Chair of BOT and consisting of the line officers and regional presidents to review submitted nominations, and select individuals who meet the specific award criteria for awards from NJPhA, and/or national pharmacy organizations as New Jersey representatives. If an eligible recipient is not nominated or if the nominations submitted are incomplete, or do not meet the criteria for an award, the award will not be presented in that year. NJPhA awards are created by the Board of Trustees only.

Government and Public Affairs Committee: The president may convene a group of volunteer members to monitor legislation, practice issues and/or regulations affecting the practice of pharmacy, pharmacists, pharmacy technicians, and/or patients, and provide information and/or guidance to the BOT, line officers on lobbying efforts.

Professional Affairs: The president may convene a group of volunteers to review professional issues effecting the practice of pharmacy.

Student Practitioners: The president may convene a work group to facilitate student involvement in NJPhA, and inform NJPhA members of student activities within the NJPhA chapters.

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Social Events: When warranted, the president may convene an Ad Hoc committee to develop social networking, and family activities to benefit the members of NJPhA throughout the state. In addition, the committee will assist regions in planning events, when requested.

New Practitioner Network: The president may convene a task force or work group to engage new practitioners in NJPhA.

ARTICLE V – REGIONAL COMPONENT ORGANIZATIONS

The New Jersey Pharmacists Association shall consist of such regional component organizations as defined by the Board of Trustees.

ARTICLE VI – SPECIAL INTEREST GROUPS

SECTION 1:

The Board of Trustees may establish special interest groups within the Association to address the needs of the specialists.

SECTION 2:

The mission, structure and governance of each special interest group shall be established by policy developed by the Board of Trustees and outlined in the Operations Manual. Such structure and governance shall not be in conflict with any provision(s) of the Constitution or Bylaws.

ARTICLE VII - REQUIRED BUSINESS

SECTION 1:

Annual Meeting: The following shall be required business at the Annual Meeting: Report of the President, Report of the Treasurer, Report of the Secretary/ Chief Executive Officer, Report of the Board of Trustees chair, Unfinished Business, New Business, and Committee Reports.

SECTION 2:

Installation of officers shall take place at following the Annual Meeting. Officer terms commence on January 1 and expire on December 31 each year.

ARTICLE VIII - RULES OF ORDER

SECTION 1:

Quorum – Fifteen active members in good standing shall constitute a quorum for the transaction of business at regular or special meeting of the Association.

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BOT and officer meeting require a simple majority to conduct business.

SECTION 2:

The meetings of this Association shall be carried on in accordance with the ordinary rules of parliamentary bodies, and unless otherwise provided for in the Constitution and Bylaws, questions of order shall be decided in accordance with the current edition of Roberts Rules of Order, Revised.

ARTICLE IX - CODE OF CONDUCT AND ETHICS

Should a situation arise that requires action, the President and the Chair of the BOT may convene a **Code of Conduct and Ethics Task Force** to respond to and evaluate any alleged violations of the NJPhA Code of Conduct and Ethics (additional details in NJPhA Procedure Manual) that are referred to it by the NJPhA Line Officers or Board of Trustees. The Code of Conduct and Ethics Task Force shall be comprised of the five active-past presidents of NJPhA who are willing and able to serve. The task force will select its chairperson. The task force will only review issues pertaining to items relating directly to the NJPhA Code of Conduct and Ethics. If, in the opinion of the task force, there is a need for particular action against a NJPhA Line Officer or Board of Trustee member, the matter will be forwarded to the Chair of the Permanent Organization Committee and the CEO who will convene the task force.

ARTICLE X - AMENDMENTS TO THE BYLAWS

Proposed amendments must be submitted to the Permanent Organization Committee for review. The Permanent Organization Committee will submit appropriate language to the BOT for consideration. The proposed amendment must be passed by 2/3 majority vote of the BOT. The proposed amendment will then be presented to the membership for a vote via a ballot where deemed appropriate. The ballot must contain the actual verbiage of the proposed change. The amendment must be approved by a simple majority of the ballots returned.

#END#