

## **BYLAWS**

### **ARTICLE I – Name**

**Section 1.** The name of this Corporation is the South Dakota Pharmacists Association.

**Section 2.** – The principal office of the corporation shall be in the City of Pierre, State of South Dakota. The business of the Corporation may be conducted at any place convenient to the Board of Directors and officers.

**Section 3.** The object of the corporation shall be to fulfill the purposes set for the in the Articles of Incorporation.

### **ARTICLE II - Membership**

Section 1. - The Association shall consist of active members, associate members, student members, pharmacists emeritus life members, and honorary members.

Section 2. - All registered pharmacists in the State of South Dakota who have secured a current annual certificate of registration to practice pharmacy from the State Board of Pharmacy are eligible for membership in may be active members of the Association. Active members are entitled to all of the rights and privileges of the Association and may vote serve as an officer or director of the Association and participate in all of the meetings of the Association. The membership fee shall be set annually by the Board of Directors.

Section 3. - Any person not eligible for active membership who is interested in the objectives and advancement of this Association may be admitted to associate membership in the Association under such terms as may be determined by the Board of Directors. Associate members shall be eligible for all services of the Association but may not vote or hold office in the Association. The ~~annual~~ membership fee shall be set annually by the Board of Directors.

Section 4. - Previously registered pharmacists who no longer wish to meet the requirements necessary for licensure as a pharmacist in South Dakota shall be allowed associate membership with the title of Pharmacist Emeritus. Pharmacists Emeritus shall be eligible for all services of the Association but may not vote or hold office. The annual membership fee for a Pharmacist Emeritus shall be one-half the annual membership fee. ~~for licensure as a Registered Pharmacist in South Dakota.~~

Section 5. Pharmacists who have been registered for fifty years and have been members of the Association for at least twenty years and no longer wish to meet the requirements necessary for licensure as a pharmacist in South Dakota may be granted life membership by the Board of Directors. Life members shall be eligible for all services of the Association except that they shall not be liable for any membership fee nor vote or hold office.

Section 6. A person who may be thought worthy of the distinction may be granted honorary membership by the Board of Directors and shall be eligible for all services of the Association except that they shall not be liable for any membership fee nor vote or hold office.

Section 7. - Students who are registered in an accredited College of Pharmacy are eligible for student membership. Student members shall be eligible for all services of the Association but may not vote or hold office. They shall be eligible to be appointed to committees of the Association and are entitled to vote within that committee. The annual membership fee shall be set by the Board of Directors.

### **ARTICLE III - Meetings**

Section 1. - The annual meetings shall be held each year at such time and place as the Board of Directors may elect.

Section 2. - Special meetings shall be called by the President upon the written request of 25 members or by action of the Board of Directors. The notice shall state the object of that meeting and no other business shall be transacted at that meeting. The Executive Director shall give fifteen days notice of all special meetings.

Section 3. - Quorum - Twenty-five active members shall constitute a quorum for the transaction of business but a lesser number may meet and adjourn from time to time until a quorum is present. All active members shall be entitled to vote in person at meetings of the Association.

### **ARTICLE IV- Board of Directors**

Section 1. The Board of Directors shall be comprised of the Association officers, Immediate Past-President, and two At Large board members. The Executive Director shall serve as the Recording Secretary of the Board in an ex-officio capacity with no vote and is not a member of the board of directors.

Section 2. The Board of Directors shall manage the affairs of the Association in the interim between the annual meetings and transact any business that may be necessary. The Board shall render a full report of each meeting to the membership within a reasonable time.

Section 3. It shall be the duty of the Board of Directors to develop legislative policy of the Association.

Section 4. A majority of the voting members of the Board of Directors shall constitute a quorum for meetings. A majority vote of the Board is required for the transaction of business.

Section 5. The Board of Directors is empowered to appoint an Executive Director and other personnel for the Association fixing the duties and salaries of the same.

~~Section 6. The Board of Directors shall meet with the Board of Pharmacy at least once a year and as often as necessary to conduct business common to both entities.~~

Section ~~6~~7. Any action required by law to be taken at a meeting of the Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors entitled to vote with respect to the subject matter thereof.

Section ~~7~~8. The Board of Directors need not conduct a meeting at a geographic location, and may instead hold a meeting by any means of electronic communication which allows the members to read or hear the proceedings, vote on matters submitted to the members, pose questions and make comments.

## **ARTICLE V - Officers**

Section 1. The Officers of this Association shall be a President, President-Elect, Vice President, and Treasurer.

Section 2. - The President shall preside at all the meetings of the Association and the Board of Directors. The President shall have the power to call special meetings of the Association when deemed necessary by the Board of Directors or upon the written request of twenty-five active members. The President shall present a report of the operations of the Association at the annual meeting of the Association, be an ex-officio member of all committees, and perform other duties as may be required. The President shall have power to appoint standing and ad hoc committee members.

Section 3. The President-Elect shall preside at any meetings of the Association or Board of Directors when the President is absent and assist the President in performance of duties. In the event of disability or at the request of the President the President-Elect shall perform all the duties of the President.

Section 4. The Vice President shall preside at any meeting of the Association in the absence of the President and the President-Elect.

Section 5. The Treasurer shall keep a full and accurate account of all receipts and disbursements and oversee all monies and other valuable effects in the name and to the credit of the Association in depositories designated by the Board of Directors. Along with the President the Treasurer shall approve all disbursements of the funds of the Association and submit to the Board of Directors whenever they may require it an account of all transactions and of the financial condition of the Association. The Treasurer shall annually make a report of the financial condition of the Association to the members.

## **ARTICLE VI - Elections and Tenure**

Section 1. The active members shall elect a Treasurer and two At Large Members by secret ballot at the annual meeting for a one-year term. All officers shall be active members of the Association.

Section 2. A majority of all votes cast shall be necessary for election to office. In the event that no candidate receives a majority of votes cast successive ballots shall be cast between the two top candidates until a majority is attained.

Section 3. At the Annual Meeting the President-Elect shall ascend to President, the Vice President shall ascend to President-Elect and the Treasurer shall ascend to Vice President. In the event of a vacancy by reason of death, disability, resignation, or removal, all officers shall ascend one office. The Directors shall appoint a successor to fill the remaining unexpired term.

Section 4. Nominations for office shall be made by districts or individuals to the Executive Director for consideration by the Nominations Committee at least 45 days prior to the annual meeting. Nominees shall be named in sufficient time to allow for publication of their names and a descriptive paragraph prior to the annual meeting. Nominations may also be made from the floor at the annual meeting.

#### **ARTICLE VII - Removal of Officers**

Section 1. All elected officers shall be subject to removal from office for willful neglect of duty acts contrary to the interest of the Association, incompetence or any offense involving moral turpitude committed while in office.

Section 2. Removal proceedings shall be initiated upon the filing of a written petition for removal with the Executive Director. The petition shall contain the name of the person charged, a brief statement of the charges, and shall be signed by at least twenty-five active members.

Section 3. The person named in the petition shall be promptly notified of its filing and provided a copy of the petition.

Section 4. Upon receipt of a petition for removal and notification of the person charged, the President shall call a special meeting of the Association. The meeting should be held in no less than thirty days or more than fifty days from the notification of the person charged.

Section 5. The President shall preside over the removal proceedings, unless named in the petition for removal, in which case the next ranking executive officer shall preside.

Section 6. At the conclusion of the proceedings, the active members shall vote on the petition for removal. A vote of two-thirds of the members present shall be necessary for removal of the person charged.

#### **ARTICLE VIII - Executive Director**

Section 1. The Executive Director shall be appointed by the Board of Directors to serve as the Chief Executive of the Association with suitable compensation as determined by the Board of Directors.

Section 2. The Executive Director shall record all proceedings of the Association, conduct all correspondence, be custodian of all books and papers, keep a list of members, their residence, and notify the members of the time and place of meetings.

Section 3. The Executive Director shall collect all monies due the association and make disbursements upon approval of the President and Treasurer.

Section 4. The Executive Director shall serve ex-officio without vote on all committees of the Association including the Board of Directors.

Section 5. Upon termination, resignation, death, or incapacitation of the Executive Director, the President or a designee of the President shall serve as Acting Executive Director until a new Executive Director has been appointed by the Board of Directors, or until that time the Executive Director is able to resume duties.

#### **ARTICLE IX – Committees**

Section 1. The President upon assuming the duties of office shall make appointments to fill vacancies of the Nominating Committee and any other active Committee. It shall be the duty of the Nominations Committee to recommend at least ~~one~~ ~~two~~ nominees for each office to be elected at the annual meeting. The Immediate Past-President shall serve as the chair of the committee.

Section 2. It shall be within the power of the President and the Board of Directors to create any committees deemed necessary. It shall also be within the power of the members of the Association to create at any regular meeting any ad hoc committees that may be necessary for conducting the affairs of the Association, the duties of each being defined at the time of their inauguration business.

Section 3. - A majority of any committee shall constitute a quorum for the transaction of business.

#### **ARTICLE X - Affiliated Organizations**

Section 1. Any South Dakota organization whose membership is interested in advancing the profession of pharmacy may petition in writing to the Board of Directors for status as an Affiliated Organization. Any Affiliated Organization shall be open to any member of the Association who qualifies under the requirements outlined by the Affiliated Organization.

Section 2. An Affiliated Organization shall develop a Constitution and By-Laws or other written organizational structure to govern its activities, which is consistent in principle with the Association By-Laws.

Section 3. An Affiliated Organization may establish a dues structure to support its activities.

Section 4. An Affiliated Organization may conduct projects meetings programs and other activities separate from the Association.

Section 5. Services provided by the Association to any Affiliated Organization and the nature of the relationship shall be established by a written agreement between the Board of Directors and governing officials of the Affiliated Organization.

Section 6. Any Affiliated Organization agreements shall be reviewed every two years by the Board of Directors.

#### **ARTICLE XI - Commercial and Legislative Section**

Section 1. - The Commercial and Legislative Section shall have the purpose of raising money through voluntary donations, or contributions to carry on the legislative lobbying required to advance the purposes of the Association.

Section 2. - The Executive Committee of the Section shall be composed of the Association President, President-Elect, Vice President, Treasurer and the two at-large members.

Section 3. - ~~The Executive Committee shall annually set membership classifications and dues.~~ The Executive Committee may accept non-dues contributions to support the Section.

~~Section 4. - Voluntary funds paid into the Section shall be kept separate from Association funds and expended for legislative and commercial purposes under the direction of the Executive Committee.~~

Section 45. - The Executive Committee may hire legislative lobbyists and expend funds for other administrative services as needed by the Section.

#### **ARTICLE XII - District Organizations**

Section 1. - The Board of Directors may by resolution establish or reorganize a network of District Organizations to serve South Dakota pharmacists.

Section 2. - All District Organizations shall hold at least one meeting annually upon the direction of the Board of Directors.

Section 3. - All District Organizations shall have a Constitution and By-Laws to govern its activities, which is consistent in principle with the Association By-Laws. The constitution and By-Laws and any amendments made to them shall be approved by the Board of Directors.

#### **ARTICLE XIII - Publication of Proceedings**

The proceedings of the Association and other matters of sufficient interest, roll of officers committees and members shall be maintained in the Association Office.

#### **ARTICLE XIV - Parliamentary Rules**

The Association shall be governed by the latest edition of the Roberts Rules of Order.

#### **ARTICLE XV - Amendments and Suspension**

Section 1. - Amendments to these By-Laws shall be made at the Association annual meeting or any special meeting called for that purpose. Proposed Amendments shall be forwarded to the Executive Director at least thirty days prior to the annual meeting or special meeting and shall be sent to active members at least fifteen days prior to the annual meeting or special meeting. All amendments shall be presented to two sessions of the annual meeting or special meeting before balloting. An amendment to the by-laws requires a two-thirds vote of the active members present.

Section 2. - These by-laws shall not be suspended without a two-thirds vote.