

RHODE ISLAND PHARMACISTS ASSOCIATION

**CONSTITUTION
&
BY-LAWS**

With Amendments Approved:

June 13, 1992

October 13, 1999

June 20, 2001

April 24, 2003
May 30, 2007
February 4, 2015
May 31, 2019
March, 17, 2023

CONSTITUTION

ARTICLE I

Name

Name The Association shall be called the Rhode Island Pharmacists Association.

ARTICLE II

Objectives

Objectives The purpose of the Association shall be to unite all pharmacists of the State for professional development and advancement; to elevate practice standards and to advocate for pharmacy; to disseminate relevant scientific and professional information; to encourage collaboration between allied health professions toward the improvement of public health.

ARTICLE III

Membership

Sec. 1. The membership of the Association shall consist of the following:

A) Active Pharmacist Member Any registered pharmacist is eligible for Active Member status all complying with the mission defined in Article II of the Constitution. Active Pharmacist Members, in good standing, shall have the right to the floor as well as the right to vote and hold office in the Association. Whenever an Active Member ceases to be a registered pharmacist, his or her Active Pharmacist Membership shall be terminated automatically.

B) Associate Member Any reputable person who is not eligible for Active Membership, but who is desirous of advancing the interests of pharmacy, and who is informed concerning the aims of the Association and is willing to accept the obligations imposed by the membership, is eligible for Associate Member status on complying with the mission defined in Article II of the Constitution. Associate Members shall be entitled to the privilege of the floor but shall not be eligible to vote or hold office in the Association.

C) Student Member Any person duly enrolled in an entry level pharmacy degree or full-time graduate program at a college accredited by the American Council on Pharmaceutical Education is eligible for Student Member status on complying with the mission defined in Article II of the Constitution. Student Members shall be entitled to the privilege of the floor but shall not be eligible to vote or hold office in the Association, except as provided Article I, Section 5, of the By-Laws, in which a student is granted the rights and responsibilities of a member of the Council of Administration.

(D) Pharmacist Emeritus Member Upon professional retirement and a minimum of five

years membership, any Active or Associate Member of the Association shall be eligible for Pharmacist Emeritus Member status on complying with the mission defined in Article II of the Constitution. Retired Members shall pay dues at a reduced rate of the existing Active or Associate Member dues as determined by the Council of Administration. Retired members shall be entitled to the privilege of the floor, as well as be eligible to vote or hold office in the Association.

E) Honorary Member Any person whose contribution to pharmacy, or whose knowledge of pharmacy, and the allied sciences, may by the unanimous vote of the members present, be elected by the Council of Administration to merit the distinction of Honorary Member status. The distinction of Honorary Member shall not be a membership category open to the process of application as described in Article II of the Constitution, but shall require the motion and second of members of the Council and be accepted by unanimous vote. Honorary Members shall be exempt from payment of dues and be entitled to the privilege of the floor but shall not be eligible to vote or hold office in the Association.

F. Newly Licensed/Pharmacy Resident Members: Any registered pharmacist (in any state), who has been first licensed within the 12 months previous to membership application, or is currently enrolled in a Pharmacy Residency is eligible for Newly Licensed/Pharmacy Resident status on complying with the requirements of Article II of the Constitution. New Practitioners shall pay dues at a reduced rate as determined by the Council of Administration. New Practitioner members have the right to the floor as well as the right to vote and hold office in the Association. If a New Practitioner ceases to be a registered pharmacist, his or her membership shall terminate automatically.

H. Technician Member: Any registered pharmacy technician, who is registered under the pharmacy laws of the State of Rhode Island, is eligible for Technician Member status on complying with the requirements of Article II of the Constitution. Technician Members shall pay a dues at a reduced rate as determined by the Council of Administration. Technician members have the right to the floor as well as the right to vote and hold office in the Association. If a Technician Member ceases to be a registered technician, his or her membership shall terminate automatically.

Sec. 2 Expulsion Any member may be expelled for improper conduct by a vote of two-thirds (2/3) of the members of the Council of Administration, provided that a copy of the charge has been served upon the accused member and the accused member has been given thirty (30) days notice in writing (with verified receipt) of the date of a Council hearing on the charge. A copy of the charge shall be included in notice. If the accused member fails to appear at the hearing or to be represented thereat, the Council shall nevertheless proceed with the hearing.

2.b. Procedure for a complaint against a member shall include:

- i. The President of the Association receives the complaint.
- ii. The President appoints an ad hoc committee on expulsion, that is made up of members of the Association who do not currently serve on the Council of Administration.
- iii. The President forwards the complaint to the expulsion committee, without prejudice, who may review any information available, including formal statements from all concerned.

iv. If a majority of the committee votes in favor of expulsion, they will notify the President, who will call a meeting of the Council of Administration no sooner than 14 days from the notification.

v. The Council of Administration will discuss the results of the expulsion committee report, and any evidence presented by the member.

vi. Two-thirds of the full Council of Administration membership vote in the affirmative is required to remove a member from the Association.

ARTICLE IV

Officers and Election

Sec. 1. Officers The officers of the Association shall be a President, a President-Elect, Immediate Past President, a Treasurer, a Secretary, and (10) Councilors; one (1) of which shall be a student member who shall be a current member of RIPA appointed by the President, one (1) of which shall be a representative elected from the Rhode Island Pharmacy Foundation Board of Directors, and must be an Active Member of RIPA, one (1) of which shall be elected as an Independent Pharmacy Representative, and must be an Active Member of RIPA, one (1) of which shall be a representative elected from technician membership and six (6) of which shall be elected from the Active Members to serve two (2) year terms. The three (3) open Council of Administration seats shall be elected by plurality vote.

Sec. 2. Election All officers and Councilors elected by the membership shall be voted upon in accordance with Article IV, Sec. 1.

The individual elected to President-Elect shall serve a term of one year immediately preceding a one-year term as President followed by a one-year term as Immediate Past President. The Treasurer and Secretary each shall serve a one-year term. The six (6) elected Councilors shall serve two (2) year terms in a manner such that three (3) positions become vacant each year. The representative from the Rhode Island Pharmacy Foundation shall serve a one (1) year terms and be elected by their respective Board of Directors. The Independent Pharmacy Representative shall serve a two (2) year term and be elected by the membership. The Technician Representative shall serve a two (2) year term and be elected by the membership. The Technician Representative and the Independent Pharmacy Representative will be elected in alternating years.

Sec. 3. Official Term The terms of all officers shall begin on the first day of July and they shall continue to hold office until their successors are elected and qualified. No member shall occupy more than one of the offices named in this article at the same time.

ARTICLE V

Meetings

Sec. 1. One regular general membership meeting each year shall be designated the Annual Session of the Association.

Sec. 2. Special meetings of the Association may be called by the President when deemed necessary, and shall be called upon the written request to the President by at least five (5) Active Members. No other business shall be transacted at such meeting other than that

specified in the notice for the call of said meeting, and no such meeting shall be held unless at least five (5) days written notice of the time and place of holding shall be given to the members of the Association via current communications standards.

ARTICLE VI

Amendments

Any Proposition to alter or amend this Constitution shall be submitted in writing to the Council of Administration. If 2/3 members of the Council of Administration, or 25 general members of the Association approve the proposed language, the amendment will be sent electronically for approval of all membership. At least 50%+1 of the membership must vote in the electronic ballot. If 2/3 of all ballots cast are in the positive, it shall become a part of the Constitution.

ARTICLE VII

Dissolution

In the event of dissolution or termination of the Association, title to and possession of all of the property of the Association shall pass forthwith to the American Pharmacists Association and qualified for exemption under the Internal Revenue Code of 1954 as amended, and otherwise to such organization so qualified deemed by the Council of Administration best qualified to carry on the functions of the Association.

BY-LAWS

ARTICLE I

Duties of Officers

Sec. 1. President The President shall preside at all meetings of the Association and of the Council of Administration; enforce a due observance of the provisions of the Constitution and By-Laws and parliamentary proceedings. The President shall appoint, with the approval of the Council of Administration, all Committees. The President shall be an ex-officio non-voting member of all committees. The President shall present annually a report upon the operations of the Association during his or her term of office, and an address upon such subjects as he or she may select and shall make such suggestions as he or she may deem suitable to promote the object and welfare of the Association.

Sec. 2. President-Elect In the absence of the President, the President-Elect shall perform duties of that office.

Sec. 3. Secretary The Secretary shall keep all records of all general membership and Council of Administration activities, and shall have such other Secretarial duties as may be delegated to him or her from time to time by the Council of Administration or by the Association and shall be responsible for the preservation of Association records.

Sec. 4. Treasurer The Treasurer shall keep, or cause to be kept, an accurate account of all monies received by and expended for the use of the Association; he or she shall have the custody of all the funds of the Association and shall promptly deposit the same in the name of the Association in such banks as are selected by the Council of Administration; he or she shall make disbursements of the funds of the Association in accordance with procedures approved by the Council of Administration. The treasurer shall at each Annual Session make a full report of the state of the treasury and whenever requested for such information by the President or Council of Administration; in addition, he or she shall make written quarterly reports of Association assets and liabilities available for review by the membership; he or she shall be bonded by an indemnity bonding company for a sum not less than ten thousand dollars (\$10,000) and the bond filed with the Association. The fiscal year of the Association shall begin on July first of each year and end on June 30 of the following year.

Sec. 5. Council of Administration It shall be the duty of the Council of Administration to consider and act upon all matters of business between meetings of the Association and to decide upon all matters which concern the interest and welfare of the Association. The Council shall be responsible for maintaining the financial viability of the organization, and shall monitor all financial activities of the Association. The Council shall have the power and responsibility to determine and levy the membership dues and activity fees required to maintain a viable treasury. The Council may hire an Executive Director who shall serve at the pleasure of the Council of Administration, and shall determine his or her salary, and the terms of employment and salaries of all Association support staff. In the event of three (3) unexcused absences from the Council of

Administration meetings by an elected member, the Council of Administration may declare the position vacant, upon a $\frac{3}{4}$ vote of the Council. In the event of a vacancy on the Council due to absence or resignation, the Council of Administration shall elect an interim appointee as soon as practical, to serve the unexpired portion of that term. Meetings of the Council shall be called by the President or designee whenever so requested in writing by eight members of the Council of Administration. Eight (8) members of the Council of Administration shall constitute a quorum. Remote attendance is allowed and shall be considered towards quorum. All members of the Council of Administration shall have the right to vote; council members are expected to disqualify themselves from voting on any matters which may be potentially considered in conflict with their personal interests.

ARTICLE II

Executive Director

The Council of Administration may hire an Executive Director, who shall serve at the pleasure of the Council. The Executive Director shall perform such duties and shall be vested with such power, authority, and responsibility as shall be imposed upon him/her by the Council and/or the Association. Without limiting the generality of the foregoing, he or she shall keep or cause to be kept, a list of names, addresses, and dates of admission of each member he or she shall collect all annual dues, and other accounts receivable and forward the same forthwith to the Treasurer; he or she shall keep regular books showing all his receipts and disbursements. His or her books shall be open at all times to the inspection of the President or any member of the Council of Administration. He or she shall receive for his or her services such compensation payable monthly or weekly as the Council shall from time to time determine. He or she shall be a member of the Council of Administration and all committees with the privilege of the floor, but he or she shall not have the right to vote. He or she shall prepare a written annual report to the Council in the form of a list of paid up members, on the first of April. No officer or member of the Council of Administration shall be eligible to serve as Executive Director during his or her term of office as such officer or member of the Council.

ARTICLE III

Committees and Duties

Sec. 1. Committees: The President shall appoint the Committee Chairs, as needed to fulfill the needs of the Association.

Sec. 2. Nominations The Committee on Nominations shall consist of five (5) members and shall be appointed by the President with approval of the Council of Administration at least ninety days before the date of the annual session, provided that not more than three members of the nominating committee shall be members of the Council. It shall be the duty of the Committee on Nominations to report at least thirty days prior to the Annual Session a list of nominees for the offices of the Association as provided for in the Constitution and for members of the Council on Administration, provided that any member of the Association may be nominated from the

floor at the time for any office in the Association and, after such nomination is seconded, he shall be considered as a candidate for such office.

Sec. 3. Legislative The Legislative Committee shall be appointed by the President with the approval of the Council of Administration. It shall be the duty of the Committee on Legislation to consider all legislation affecting the practice of pharmacy in this state, whether presented in the Rhode Island General Assembly or in the Congress of the United States, and to make recommendations to the-Council of Administration of appropriate positions and actions regarding such legislation. The Committee shall submit an annual report of activities to the Association and coordinate the presentation of Association positions approved by the Council to appropriate bodies. The committee on Legislation shall recommend one its members to the Council of Administration for election as the Association's legislative agent/lobbyist. This latter individual, once approved by the Council, shall assure that Association Legislative activities are presented to the Rhode Island Legislature in compliance with the laws of this state.

Sec. 3. Resolutions The Committee on Resolutions shall be appointed by the President with the approval of the Council of Administration. It shall be the duty of the Committee on Resolutions to give due consideration to all resolutions submitted to the Association; to check against duplication or contradiction with past resolutions adopted by the Association; and to put all resolutions in proper phraseology and form before submitting them to the Association. The Committee chairman shall be responsible for assuring that appropriate records of Association resolutions are maintained and transferred each year by working closely with the Association Secretary.

Sec. 4. Finance The Committee on Finance shall consist of at least three (3) members who are not members of the Executive Team, appointed by the President with the approval of the Council of Administration. It shall be the duty of the Committee on Finance to audit the books and records of the Executive Director and the Treasurer as of June thirty (30) of each year, and at any other times they deem it advisable and to submit the latter for audit by a Certified Public Accountant in this state; and to report to the Council of Administration.

It also shall be the duty of the Committee on Finance to seek out and investigate all investments which appear to be appropriate for investment of Association funds. Written reports on all investments will be made each year, and be submitted to the President. All investments suggested by the Committee will be made subject the approval of the President.

Sec. 5. Constitution and By-Laws The Committee on Constitution and By-Laws shall be appointed by the President with the approval of the Council of Administration. It shall be the duty of the Committee to conduct an annual review of the Association's Constitution and By-Laws and, where appropriate, submit proposed changes for membership consideration. The Committee shall prepare a written report of any proposed changes for consideration by the Council of Administration prior to presentation to the general membership.

Sec. 6. Membership The Committee on Membership shall be appointed by the President with the approval of the Council of Administration. It shall be the duty of the Committee on

Membership to solicit the membership of potential candidates for Association membership. The Committee shall be responsible for receipt of written applications for membership and any changes in membership status, and shall make recommendations to the Council of Administration on said applications as specified in the Constitution and By-Laws. The Membership Committee shall be responsible for assuring that the roles of members are continually in compliance with the specifications of the Constitution and By-Laws, and shall keep, or cause to be kept, accurate records of application, acceptance admission, and status of all members.

Sec. 7. OTHER COMMITTEES Other committees may be appointed by the President with the approval of the Council of Administration and/or President upon action of the Council or the Association, to perform such duties not specifically assigned to any officer or committee under the By-Laws.

ARTICLE IV

Order of Business

Sec. 1. Quorum Twenty-five (25) pharmacist members shall constitute a quorum for the transaction of business for a general membership meeting.

Sec. 2. Order of Business The following order of business shall be observed at the annual session:

- 1) Call to order
- 2) Reading of Minutes
- 3) Reports of Officers
- 4) Communications
- 5) Reports of Committees
- 6) Miscellaneous Business
- 7) New Business
- 8) Report of the Committee on
Nominations
- 9) Adjournment

This order of business may be suspended or amended at any time by majority vote.

ARTICLE V

Rules of Order

Sec. 1. The meetings of the Association shall be carried on in accordance with the ordinary rules of parliamentary bodies, and, unless otherwise provided, questions of order shall be decided in accordance with Roberts Rules of Order. Newly Revised.

Sec. 2. No member shall speak more than twice on the same subject, except by consent of the meeting.

Sec. 3. All points of order shall be decided by the President without debate. An appeal from the decision of the chair can be sustained only by a vote of two-thirds (2/3) of the members present

Sec. 5. Remote Attendance

Sec. 6. All voting of the Association may be conducted electronically.

ARTICLE VI

Amendments

Sec. 1. These By-Laws shall be amended only in the same manner provided for amending the Constitution in Article VI thereof, except that only a majority vote of the members present shall be required for final passage.

Sec. 2. Except as to the order of business, no one or more of these By-Laws shall be suspended.

