

BY-LAWS OF NEVADA PHARMACY ALLIANCE

ARTICLE I NAME AND PURPOSE

Section 1. Name

The organization shall be known as “Nevada Pharmacy Alliance”

Section 2. Purpose

Principle 1: Connecting

- Organizing committees and workgroups based on the needs of the members.
- Keeping members up to date through website updates, emails, and blog.
- Uniting pharmacy professionals through meetings and events.
- Acting as a liaison between state and national pharmacy organizations.

Principle 2: Educating

- Making sure that members have access to continuing education and toolkits.
- Educating outside stakeholders of the benefits of having a pharmacy team involved in patient care.
- Providing leadership opportunities to pharmacy professionals in Nevada.

Principle 3: Advocating

- Protecting and advancing the profession through legislative efforts and access to billing for services.
- Collecting data and research to move the profession forward.
- Making sure that the profession of pharmacy is represented at important meetings and events.

ARTICLE II MEMBERS

Section 1. Pharmacist Members

Pharmacist Members shall consist of any pharmacist in good professional standing, licensed and practicing in Nevada (or licensed in another state and practicing in Nevada such as individuals who are employed by the government). Pharmacist Members shall be entitled to all rights, privileges, and benefits of the Alliance.

Section 2. Retired Members

Retired Members shall consist of any pharmacist who is over 65 and who works less than 20 hours per week in the pharmacy profession. Applications for membership in the Retired Members classification will be subject to approval by the Board of Directors, or their designee. Retired Members shall be entitled to all rights, privileges, and benefits of the Alliance.

Section 3. Friends of Pharmacy Members

Friends of Pharmacy Members shall include non-pharmacist service wholesalers and manufacturers serving pharmacy in Nevada, faculty of any recognized College / School of Pharmacy, pharmacy owners, financial institutions, health care associations, and others that are not licensed pharmacists but are interested in promoting the profession of pharmacy. This will also include any licensed pharmacist that is not licensed or practicing in Nevada. Friends of pharmacy members shall be entitled to all rights, privileges, and benefits of the Alliance, except:

- A. Voting in General Elections
- B. Holding Office
- C. Committees – At the discretion of the President, Friends of Pharmacy Members may be appointed to committees which would allow them to vote on those committees.

Section 4. Pharmacy Technician/Technician in Training Members

Pharmacy Technician Members shall consist of individuals who are registered as pharmacy technicians in the State of Nevada and shall be entitled to all rights, privileges, and benefits of the Alliance, except:

- A. Voting in General Elections - Pharmacy Technician Members may only vote in general elections for the Pharmacy Technician Board Members and pharmacy technician related matters as determined by the Board of Directors.
- B. Holding Office - except for the Pharmacy Technician seats on the Board of Directors.
- C. Committees – At the discretion of the President, Pharmacy Technician Members may be appointed to committees which would allow them to vote on those committees.

Section 5. Pharmacy Intern Members

Pharmacy Intern Members shall include any student regularly enrolled at an ACPE approved college of pharmacy in the United States. Pharmacy Intern applications shall be subject to verification by the Board of Pharmacy website where they attend school. Student members shall be entitled to all rights, privileges, and benefits of the Alliance, except:

- A. Voting in General Elections
- B. Holding Office - except for Pharmacy Intern seats of the Board of Directors.
- C. Committees – At the discretion of the President, Pharmacy Intern Members may be appointed to committees which would allow them to vote on those committees.

Section 6. Pharmacy Resident/Fellowship Members

Pharmacy Resident/Fellowship Members shall include any person regularly completing at an ASHP approved residency or fellowship in the United States. Pharmacy Resident/Fellowship Member applications shall be subject to providing proof of residency/fellowship. Pharmacy Resident/Fellowship members shall be entitled to all rights, privileges, and benefits of the Alliance, except:

- A. Voting in General Elections
- B. Holding Office
- C. Committees – At the discretion of the President, Pharmacy Resident/Fellowship Members may be appointed to committees which would allow them to vote on those committees.

Once licensed, Pharmacy Residents/Fellowship Members can become Pharmacist Members and get all rights to that Membership Level.

Section 7. Exclusion of a Member

Five active members in good standing may file a written complaint with the Executive Secretary of the Alliance for the expulsion of a member. Such member against whom a complaint has been filed shall be given fifteen (15) days' notice in writing by registered mail notifying such member of such complaint and furnishing him or her with a copy thereof. Such notice shall set a date for an opportunity to appear before the Board of Directors at which time the complaint shall be discussed and resolved, and the Board of Directors shall have authority to expel such member in the event such complaints are sustained.

ARTICLE III **DUES & FEES**

Section 1. Period of Membership

The period of membership shall begin the day that payment for membership is received and will continue for 12 months thereafter. Any person who has not paid their dues by the membership expiration date shall be deemed to be delinquent and shall cease to be a member as of said date of delinquency. (First year membership shall begin on the day that the online application is submitted. No members may become a First Year Member more than once.)

Section 2. Establishment of Dues

Annual dues shall be established for each category of membership by the Board of Directors and appear in the Policies and Procedures Document. All dues shall be paid to the Alliance and shall constitute the funds for furthering the purposes of the Alliance.

Section 3. Refunds

No dues or fees shall be refunded for any reason.

ARTICLE IV **ANNUAL MEMBERSHIP MEETING**

Section 1. Date & Place

An annual meeting of the members shall be held on such date, at such place, and shall proceed in an order of business designated by the Board of Directors and shall be presided over by the President of the Board, or a member of the Board of Directors. The annual meeting may also be held by any means of communication by which all members participating may simultaneously hear each other during the meeting. The meeting will alternate between the North and South areas of the State of Nevada each year.

Section 2. Resolutions

The Board of Directors shall give respectful consideration to resolutions and recommendations presented to it at annual or special meetings. Resolutions passed by the membership shall be acted upon by the Board of Directors with due consideration to sound fiscal responsibility and the overall interests of the Alliance.

Section 5. Notice

Notice of the date, time and location of the annual meeting of the membership shall be sent or published at least 30 days prior to such meeting.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. General Powers

The Board of Directors shall manage the affairs of the Alliance.

Section 2. Number

The Board of Directors shall consist of a maximum of 14 members in good standing with the Alliance:

- A. Three (3) elected officers serving one-year terms; Immediate Past-President, President, President-Elect, and
- B. Six (6) elected Directors-At-Large serving three-year terms
- C. Two (2) Pharmacy Student Board Members who will serve two-year terms, and
- D. Two (2) elected Pharmacy Technician Board Members who will serve two-year terms, and
- E. One (1) Executive Secretary with no term limit (non-voting).

Section 3. Regular Meetings

The Board of Directors shall meet at least quarterly throughout the calendar year. These meetings can be in person or virtual.

Section 4. Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) members of the Board of Directors. No special meeting may be held without notification of all Officers and Board Members.

Section 5. Quorum

A simple majority of the voting members of the Board of Directors, in office immediately before the meeting commences, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Any ties in voting will be decided by the Executive Secretary.

Section 7. Compensation

All members of the Board of Directors shall serve without remuneration, except however, they may be reimbursed by the Board of Directors for any expense incurred while acting pursuant to any resolution duly passed by the Board of Directors.

Section 8. Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director chosen to fill the vacancy shall complete the unexpired term of his or her predecessor in office. Vacancies may occur due to the death or resignation of a director, when a director moves out of the State of Nevada, or if the director ceases to be a licensed in Nevada in the role that they are representing for the Alliance.

Section 9. Nomination and Election

It shall be the duty of the Board of Directors, prior to the last quarter of each calendar year, to select or recommend candidates for officer and/or director positions. The Board of Directors shall make all final decisions regarding candidates who shall stand for election. Those names shall be submitted to the membership during the last quarter of the calendar year for election.

Each year the following offices will be filled by nomination and election: One (1) President-Elect, Two (2) Director's-at-Large, and One (1) Pharmacy Technician.

The nominees shall be declared elected for that position of the Alliance and shall take office at the beginning of the next term according to these stipulations:

- A. The President-Elect position should be filled first based on the candidate who received the most votes.
- B. Next, Director-At-Large positions AND the Pharmacy Technician position should be filled with the individuals who received the highest number of votes. If possible, the Board of Directors should maintain a mix of representation from the north and south part of the state. Excluding the Pharmacy Intern positions AND the Executive Secretary position, each part of the state should be represented by a minimum of four members on the Board of Directors. The divide between the northern and southern part of the state should be defined as 38.0692°N 117.2306°W.

If a current Director-At-Large runs for President-Elect and is elected, the Board of Directors will choose an additional candidate to fill the remaining term of that Director-At-Large.

Section 10. Appointments

Treasurer - The treasurer will be selected by the Board of Directors. The treasurer will be chosen from one of the current Directors-At-Large and will retain duties at the beginning of the next term. The Director-At-Large does not get any extra voting rights for acting as Treasure.

Pharmacy Intern Board of Directors Member- One Pharmacy Intern Member from Roseman University shall be selected annually and shall take office at the beginning of the next term. This individual shall serve a two-year term. The actual selection process shall be the responsibility of the College / School. If a student from another College of Pharmacy is doing distance learning and is residing and doing their learning in the State of Nevada, they may contact the Executive Secretary and express interest in this appointment.

Section 11. Removal of Directors

Any director may be removed from office by the Board of Directors for proper cause, but no director shall be removed except by a two-thirds (2/3) vote of the Board of Directors; and only then after he or she has been given an opportunity to be heard and to present his or her defense to the action before the Board.

Section 12. Executive and Finance Committee

The Executive Committee of the Board of Directors shall consist of six members: the Immediate Past-President, President, President-Elect, and the two (2) Directors-At-Large that are in their third year of their term, and the Executive Secretary (non-voting). The Executive Committee may take action only when important issues must be handled immediately, a response needs to be issued rapidly, and insufficient time is available to poll the entire Board of Directors. In addition, the Executive Committee (excluding the Executive Secretary) shall conduct the annual performance appraisal of the Executive Secretary and present it to the Board of Directors.

Section 13. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of directors without a conflict of interest determine that it is in the best interest of the Alliance to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 14: Responsibilities

The responsibilities of the Board of Directors are found in the Policy and Procedures manual of the Nevada Pharmacy Alliance.

ARTICLE VI **OFFICERS**

Section 1. Officers

The officers of the Alliance shall be the Immediate Past President, President, President-Elect, Executive Secretary, and Treasurer. They shall be active members of the Alliance and licensed pharmacists who reside in the state of Nevada. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, with terms of office from January 1 through December 31. Vacant offices may be filled at any meeting of the Board of Directors.

Section 2. Removal of Officers

Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors for proper cause, but no officer shall be removed except by a two-thirds (2/3) vote of the Board of Directors; and only then after he or she has been given an opportunity to be heard and to present his or her defense to the action before the Board of Directors.

Section 3. Vacancies

With the exception of the President-Elect, a vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. To fill a vacancy for a President-Elect after the annual election, the Board of Directors shall present two nominations to the active membership for a special election.

Section 4. President

The President shall be the principle elected officer and shall preside at meetings of the Board of

Directors and the membership. They may appoint members to standing and special committees and appoint a committee chair. Other duties of the President are outlined in the Policies and Procedures document of the Alliance. The President shall be a voting member of the Board of Directors. The person serving in the President-Elect position will become President at the beginning of the next term.

Section 5. President-Elect

The President-Elect must be an active member in good standing of the Alliance. The President-Elect shall succeed to the presidency the year following his or her election by the eligible Nevada Pharmacy Alliance members. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. The President-Elect shall establish goals and objectives for the next fiscal year that will be approved by the Board of Directors. Other duties of the President-Elect are outlined in the Policies and Procedures Document of the Alliance. The President-Elect shall be a voting member of the Board of Directors.

Section 6. Immediate Past President

The Immediate Past President of the Alliance shall serve as a member of the Board of Directors for the immediate term after serving as the Alliance President. Other duties of the Immediate Past-President are outlined in the Policies and Procedures document of the Alliance. The Immediate Past President shall be a voting member of the Board of Directors.

Section 7. Treasurer

The Treasurer shall be an active member in good standing of the Alliance and also be a member of the Board of Directors. The Board of Directors will choose one Director-At-Large to serve as the Treasurer. The Treasurer shall oversee and be responsible for all funds and securities of the Alliance. Other duties are listed in the Policy and Procedures manual of the Alliance.

The Treasurer or agents appointed by the Board of Directors shall: receive and give receipts for moneys due and payable to the Alliance from any source whatsoever; deposit all such moneys in the name of the Alliance in such banks, trust companies or other depositories as shall be selected in accordance with the provisions in these bylaws; and prepare and issue financial statements and reports for review by the Board of Directors. The Treasurer shall be a voting member of the Board of Directors. The Treasurer will not get any extra votes on the Board of Directors. They will only get one vote since they are already a Director-At-Large.

Section 8. Executive Secretary

The Executive shall be appointed by the Board of Directors to serve as Executive Secretary of the Alliance. Duties of the Executive Secretary can be found in the Policy and Procedure Manual of the Alliance. Upon termination, resignation, death or incapacitation of the Executive Secretary, the Immediate Past-President, or his or her designee, shall serve as Acting Executive Secretary until the Board of Directors can appoint a replacement.

ARTICLE VII **COMMITTEES**

The Board of Directors may create committees and appoint members thereto upon approval of the majority of directors in office when the action is taken. The President shall designate the chairman of each committee. In appointing chairmen, the President, in consultation with the President-Elect, shall be guided by the general policy of rotation of appointments in order to provide the membership of the Alliance with a wide spread opportunity for committee service, but with retention from term to term of a sufficient number of experienced members to assure continuity of effort. Where committees have staggered terms, initial appointments shall be for staggered terms so that an aliquot number of committee member terms will expire each year. Unless otherwise specified, committee members and chairmen may serve for successive terms and, unless otherwise specified in the rules or bylaws, shall be appointed for one (1) year terms. Each committee should have at least one Board of Director as a liaison that will have voting rights on the committee.

Section 1. Standing Committees

The standing committees of the Alliance shall be as follows:

- A. Executive and Finance Committee
- B. Education, Events, and Membership Committee
- C. Legislative and Advocacy Committee
- D. Pharmacy Technician Committee
- E. Pharmacy Intern Committee

Section 2. Ad Hoc Committees

In addition to the committees listed in Section 1 of this article, the Board of Directors may, from time to time, appoint special committees. The existence of each special committee shall be for a term of one (1) year unless continued by the Board of Directors at any regular, annual or special meeting.

Section 3. Meetings

Meetings of any committee shall be held at such time and place as may be set by the chairman thereof upon notice to the members of the committee. One-third of the members of any committee shall constitute a quorum for the transaction of its affairs. Any official reports from such meetings will be forwarded to the Nevada Pharmacy Alliance office. Recommendations from any committee must be presented to the Board for approval.

Section 4. Tenure

Each member of a committee shall continue as such until the term, or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies

Replacements for vacancies in any committee shall be appointed by the Board of Directors.

Section 6. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Business Matters

All business matters passed by a Committee will be referred to the Board of Directors for

action. The Board of Directors shall have final authority in all such matters. Committees have no authority to expend Nevada Pharmacy Alliance funds, establish policy, or to enter into any agreements with outside parties without the express approval of the Board.

Section 8. Reporting

Each committee shall present an update at each Board of Directors meeting. The committee chair will provide the report to the Board of Directors liaison prior to the Board of Directors meeting.

ARTICLE VIII **WORK GROUPS**

The Board of Directors may create workgroups to further the goals of the Alliance. Each workgroup will determine who will chair the group and who the members will be. Any interested member of the Alliance may be part of the workgroup. A member of the Board of Directors does not have to be a part of the workgroup. The workgroup should have one chair that is determined by members of that group.

Section 1. Creating a Workgroup

Any member of the Alliance may recommend a workgroup to be formed. The Executive Secretary will communicate to the members of the Alliance to find out the interest in the workgroup. If there is enough then the workgroup will be formed.

Section 2. Meetings

Meetings of any workgroup shall be held at such time and place as may be set by the chairman thereof upon notice to the members of the workgroup. A quorum is not needed for the workgroup to have a meeting.

Section 3. Rules

Each workgroup may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 4. Reporting

Each workgroup shall present an update to the Executive Secretary after each meeting.

ARTICLE IX **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Alliance, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness

issued in the name of the Alliance shall be signed by such officer or officers, agent or agents of the Alliance and in such manner as determined by the Board of Directors.

Section 3. Deposits

All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Alliance any contribution, gift, bequest or device for the general purpose or for any specific purpose of the Alliance.

ARTICLE X **BOOKS AND RECORDS**

The Alliance shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Alliance may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI **DISSOLUTION OR FINAL LIQUIDATION**

Upon any dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Alliance, distribute all of the assets of the Alliance to one or more of the following categories of recipients as the Board of Directors shall determine.

1. A nonprofit organization or organizations which may have been created to succeed the Alliance, as long as such organization or each of such organizations qualify under Section 115(1) of the Internal Revenue Code of 1954 or as an organization exempt from federal income tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue law); and/or
2. A nonprofit organization or organizations having similar aims and objectives as the Alliance and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from federal income tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XII **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at the annual membership meeting upon receiving the vote of two-thirds (2/3) of the members voting at the annual meeting or at such time as designated by the Board, provided that notice of proposed amendment shall be presented to each of the voting members of the Alliance not less than thirty (30) days in advance of such meeting, such notice to include a proxy form. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted without a meeting if the Alliance delivers a ballot to every voting member entitled to vote on the matter and the total number of votes cast by ballot equals or exceeds two-thirds (2/3) of the total membership entitled to vote. Amendments shall be initiated by resolution of the Board of Directors, or by resolution presented by not less than three (3) members in good standing to be submitted to the Board of Directors for action by filing the same with the Executive Secretary. Appropriate action on such resolution shall be taken by the Board of Directors. Such resolution shall be submitted not less than ninety (90) days in advance of the annual meeting, or at such time as designated by the Board.

ARTICLE XIII
EMERGENCY BYLAW & POWERS

The Board of Directors may adopt, amend, or repeal bylaws to be effective only in an emergency such that a quorum of the Alliance’s directors cannot readily be assembled because of some catastrophic event. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the Alliance during the emergency, including: (1) How to call a meeting of the board; (2) Quorum requirements for the meeting; and (3) Designation of additional or substitute directors.

All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. Corporate action taken in good faith in accordance with the emergency bylaws: (1) Binds the corporation; and (2) May not be used to impose liability on a corporate director, officer, employee, or agent.

_____ President	_____ Date	_____ Executive Secretary	_____ Date
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