

Bylaws of the VPhA Academy of Independent Pharmacists

ARTICLE I

Name

The name of this organization shall be Virginia Pharmacists Association (VPhA) Academy of Independent Pharmacists, hereinafter referred to as Academy.

ARTICLE II

Mission Statement

To increase the number and viability of independent pharmacists and independent pharmacies in the Commonwealth of Virginia, and to advance the practice of pharmacy care.

ARTICLE III

Officers

1. OFFICERS

The Officers of this Academy shall consist of the Immediate Past Chairman, Chairman, Vice-Chairman and Secretary, and Administrative Officer (VPhA Executive Director) and shall constitute the Executive Committee as specified in Article VIII of these Bylaws.

2. ORDER OF SUCCESSION

In the event that any officer is unable to perform his duties, the vacancy shall be filled through appointment by the Chairman with the consent of the Academy Board of Directors until the next annual meeting of the Academy. The individual appointment by the Chairman must be an active member of the Academy in good standing.

3. CHAIRMAN

The Chairman shall be elected by the membership of the Academy and, upon ratification by the Board of Directors of the VPhA, shall serve for one year, or until a successor has been duly qualified, elected and installed. The Chairman shall preside at all meetings of the Academy and shall perform all other duties customarily incident to that office. The Chairman shall serve as an ex-officio member of all committees and shall discharge the other duties prescribed by these bylaws. The Chairman shall appoint all standing and special committees. The Chairman shall serve as an ex-officio member of the VPhA Board of Directors.

4. VICE CHAIRMAN

The Vice-Chairman shall be elected by the membership of the Academy and, upon ratification by the Board of Directors of VPhA, shall serve for one year, or until a successor has been duly qualified, elected and installed. The Vice-Chairman shall perform all duties of the Chairman in the absence or inability of the Chairman to serve, or when requested. The Vice Chairman shall perform such other duties as may be specifically delegated to him/her or as may be required under these Bylaws.

5. SECRETARY

The Secretary shall be elected by the membership of the Academy and, upon ratification by the Board of Directors of the VPhA, shall serve for one year, or until a successor has been duly qualified, elected and installed. The Secretary shall keep a record of all proceedings.

6. ADMINISTRATIVE OFFICER

The Executive Director of the VPhA shall serve as the Administrative Officer of the Academy. The Administrative Officer shall be responsible for all business matters as related to the Academy pursuant to the direction of the Chairman.

7. QUALIFICATIONS AND TERMS OF OFFICE

Individuals holding any office in the Academy shall be an active member of the Academy and the VPhA in good standing.

8. COMPENSATION

The elected offices of the Academy shall serve without compensation. Reimbursement for expenses incurred on behalf of the Academy shall not be considered compensation.

ARTICLE IV

Board of Directors

1. DIRECTORS

The Board of Directors of the Academy shall consist of the officers of the Academy and one person from each of the VPhA regions (see below). Regional directors shall be elected by the Academy membership of that region and upon ratification by the Board of Directors of the VPhA, shall serve for two years, or until a successor has been duly qualified, elected and installed. Each director shall be an active member of the Academy and the VPhA in good standing.

VPhA Regions:

Region I — The Counties of Charles City, Dinwiddie, Isle of Wight, James City, New Kent, Prince George, Southampton, Surry, Sussex, and York; and the Cities of Chesapeake, Colonial Heights, Franklin, Hampton, Hopewell, Newport News, Petersburg, Poquoson, Suffolk, and Williamsburg;

Region II — The Counties of Accomack, and Northampton; and the Cities of Norfolk, Portsmouth, and Virginia Beach;

Region III — The County of Henrico; and the City of Richmond;

Region IV — The Counties of Amelia, Brunswick, Chesterfield, Greensville, Lunenburg, Mecklenburg, Nottoway, and Prince Edward; and the City of Emporia;

Region V — The Counties of Botetourt, Charlotte, Craig, Floyd, Franklin, Halifax, Henry, Patrick, Pittsylvania, and Roanoke; and the Cities of Danville, Martinsville, Roanoke, Salem, and South Boston;

Region VI — The Counties of Albemarle, Alleghany, Amherst, Appomattox, Bath, Bedford, Buckingham, Campbell, Cumberland, Fluvanna, Nelson, and Rockbridge; and the Cities of Bedford, Buena Vista, Charlottesville, Clifton Forge, Covington, Lexington, and Lynchburg;

Region VII — The Counties of Caroline, Culpeper, Essex, Fauquier, Gloucester, Goochland, Greene, Hanover, King and Queen, King George, King William, Lancaster, Louisa, Madison, Mathews, Middlesex, Northumberland, Orange, Powhatan, Prince William, Rappahannock, Richmond, Spotsylvania, Stafford, and Westmoreland; and the Cities of Fredericksburg, Manassas, and Manassas Park;

Region VIII — The Counties of Arlington and Fairfax; and the Cities of Alexandria, Fairfax, and Falls Church;

Region IX — The Counties of Bland, Buchanan, Carroll, Dickenson, Giles, Grayson, Lee, Montgomery, Pulaski, Russell, Scott, Smyth, Tazewell, Washington, Wise, and Wythe; and the Cities of Bristol, Galax, Norton, and Radford;

Region X — The Counties of Augusta, Clarke, Frederick, Highland, Loudoun, Page, Rockingham, Shenandoah, and Warren; and the Cities of Harrisonburg, Staunton, Waynesboro, and Winchester.

2. DUTIES

The Board of Directors of the Academy shall meet at least annually and shall be responsible for making policy decisions and implementing policies, subject to the review and ratification of the VPhA Board of Directors. In addition, the Board of Directors is responsible for actions necessary to accomplish its mission. One third of the members shall constitute a quorum. No business shall be conducted with out a quorum present. The Board of Directors of the Academy shall annually submit a report to the VPhA Board of Directors at the annual meeting of the Association regarding the activities of the Academy for the previous year. Any board member who misses three (3) consecutive board meetings shall automatically be removed form the board.

3. EMERGENCY BUSINESS

Emergency business of the Board of Directors may be conducted by conference telephone, mail, or an electronic means in which the sender can be verified and all action taken in such a manner shall be reported at the following meeting of the Board of Directors and made a part of the minutes.

4. COMPENSATION

The Board of Directors of the Academy shall serve without compensation. Reimbursement for expenses incurred on behalf of the Academy shall not be considered compensation.

ARTICLE V Membership

1. ACTIVE MEMBERS

Every active member of the VPhA having an ownership interest or working for an independent community pharmacy located in the Commonwealth of Virginia and who possess a valid license issued by the Virginia State Board of Pharmacy is eligible for membership in the Academy.

Members shall have all rights, obligations, and privileges of membership, including the right to vote and hold office.

2. ASSOCIATE MEMBERS

Any member of VPhA not eligible for active membership in the Academy is eligible for associate membership. Associate members shall have all rights, obligations, and privileges of active members, except the right to vote and hold office.

3. WHOLESALE ASSOCIATE (DESIGNEE)

Any licensed wholesale drug firm providing goods and services to pharmacies licensed by the State of Virginia may qualify as a Wholesale Associate of the Academy. Any such wholesale drug firm which enters into an agreement with the Academy and subsequently remits dues as prescribed by the Academy shall become a Wholesale Associate member. Wholesale Associate members shall have all rights, obligations, and privileges of active members except the right to vote and hold office.

Each Wholesale Associate member shall designate one company representative to act on behalf of the Wholesale Associate in matters relating to the Academy and its membership herein.

4. RESIGNATION, REINSTATEMENT, AND EXPULSION

A. A member in good standing may resign membership in this Academy by submitting a letter of resignation to the Board of Directors.

B. A former member who has either resigned or forfeited membership in this Academy may be reinstated by submitting the current dues and meeting the same criteria of that classification of membership.

C. Any member may be expelled from this Association by a unanimous vote of all the members of the Board of Directors after the member has been given an opportunity to be heard in his own defense. Grounds for expulsion shall be for conduct which the Board of Directors in its sole judgement and discretion determines improper.

ARTICLE VI Dues

1. No individual claiming membership in the Academy under any membership classification will be recognize as a member until dues have been paid. Payment of dues shall entitle a member to all privileges as set forth in Article V of these Bylaws. Dues shall be billed and collected by the VPhA on behalf of the Academy. All funds shall be separately accounted for and deposited into accounts established by VPhA.

2. Dues for the Academy membership shall be set by the Academy Board of Directors.

ARTICLE VII Meetings of the Academy

1. ANNUAL MEETING

The Academy shall meet at least annually in conjunction with the VPhA Annual meeting.

2. SPECIAL MEETINGS

Special meetings of the Academy shall be called upon the order of the Board of Directors. Written notice setting the purpose or purposes of the meeting shall be distributed to each voting member at least ten, but not more than sixty days, prior to the meeting. Attendance at such special meeting shall be evidence of receipt of proper notice.

ARTICLE VIII
Nomination And Election Of Officers

1. **NOMINATIONS COMMITTEE**

The Chairman shall appoint a nominating committee of no less than three active members of the Academy. Nominations from the active members of the Academy for the Board of Directors shall be submitted to the nominating committee at least 90 days prior to VPhA annual meeting.

2. **VOTING**

A majority vote of those active members voting shall determine the Board of Directors for the upcoming year.

3. **TELLERS COMMITTEE**

If necessary, the Chairman of the Academy shall appoint a Tellers Committee, which shall be responsible for validating, tabulating, and certifying the ballots.

4. **ASSUMPTION OF OFFICE**

The newly elected officers shall be installed at the annual meeting and shall assume their offices immediately.

ARTICLE IX
Executive Committee

1. **MEETINGS**

The Executive Committee shall meet regularly. Members of the Executive committee of the academy shall consist of the Chairman, Vice-Chairman, Secretary and the Administrative Officers. The Administrative Officers shall serve without voting privileges.

2. **DUTIES**

The Executive Committee shall manage the business of the Academy between meetings of the Board of Directors.

ARTICLE X
Committees

Committees shall be created when necessary as follows: 1) upon the direction of the chairman, and Appointed by the Academy's Chairman or, 2) by resolution approved an annual meeting and Subsequently appointed by the Chairman of the Academy unless otherwise prescribed by said resolution. The activity of committees shall be as specified by the creating motion or resolution.

ARTICLE XI
Affiliations

Only the VPhA Board of Directors shall have the authority to affiliate this Academy with any other Organization.

ARTICLE XII
Fiscal Year

The Academy fiscal year shall be from October 1 through September 31 of each year.

ARTICLE XIII
Rules Of Order

The rules contained in Robert's Rules of Order, Newly Revised (most recent edition) shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these

Bylaws and any special rules the Association may adopt. The ordinary rules of parliamentary procedure shall be enforced by the presiding officer. A majority vote of the members present shall decide the question.

ARTICLE XIV

Amendment of Bylaws

Except as provided in these Bylaws in Article XVII, these Bylaws may be amended only by the Academy voting members at its Annual meeting by a two-thirds vote provided the proposed amendment shall have been sent to the members entitled to vote at least thirty days prior to the Annual meeting during the VPhA Annual Convention at which the amendment is to be considered. Upon receiving a two-thirds majority vote of the Academy's active members present and voting, the amendment shall be submitted to the VPhA Board of Directors for ratification and adoption.

ARTICLE XV

Emergency Clause

When, because of war or other great disaster or extraordinary emergency, the holding of an Annual meeting is made impractical, all functions; powers, including amending bylaws; and duties of this Academy shall be and are vested in the Board of Directors.