ARTICLE I. NAME

The Association shall be known as:

ORANGE COUNTY PHARMACISTS ASSOCIATION, INC.

A non-profit corporation organized under the laws of the State of California.

ARTICLE II. PURPOSE

The Association is organized for the following purposes:

A. To improve and promote public health.

B. To foster and encourage inter-professional relations.

C. To improve and advance the art and science of pharmacy.

D. To promote the aims and objectives of pharmacy in Orange County.

E. To support a system of education, professional training and licensure which will assure the public of the availability of competent pharmacists and ancillary personnel.

F. To promote a high standard of moral and professional conduct for member pharmacists in professional relations with the public, allied professions and fellow pharmacists.

G. To gain enactment of legislation favorable to the advancement of the public health and the profession of pharmacy.

ARTICLE III. ORGANIZATION

Section I. Fiscal Year:

The fiscal year of the Association shall be January 1 through December 31.

Section II. Funds, Property and Finance:

All Association monies shall be deposited in a financial institution incorporated under the State Law of California. All *real* property shall be held under the direction and specification of the Secretary or treasurer.

Section III. Order of Business:

The order of business for the Association not provided for in the By-laws shall be the current edition of Roberts' Rules of Order.

ARTICLE IV. MEMBERSHIP

Section I. Classes

Membership in the Association will consist of:

A. **Active Member**: Any pharmacist in good professional standing is eligible for Active Membership. A pharmacist is defined as anyone licensed to practice pharmacy or an individual who holds an earned degree in pharmacy from an accredited college of pharmacy in the United States.

The Active Membership class will include the following membership categories as defined by the California Pharmacists Association:

1. Recent Graduates
2. Retired Pharmacists
3. Life Members
4. Husband-Wife Joint Membership
5. Disabled Members
6. Post-Graduate Members
7. Pharmacy Resident Members
8. Inactive Status Members

B. **Associate Member**: Individuals who are not pharmacists, but who are interested in the advancement of pharmacy.

C. **Technician**: Pharmacy Technicians in all practice settings.

D. **Student Member**: Individuals who are students and members of the student APhA/CPhA.

Section II. Privileges

Only Active Members in good standing shall have the right to vote or hold office in this Association.

Section III. Dues

The Board of Directors shall determine the annual dues for each class of membership. Any dues increase must be ratified by a majority vote of the Board of Directors.

Section IV. Default

Any member who fails to pay his dues within two (2) months following the due date shall be in default and not eligible for membership privileges.

Section V. Discipline

Membership in this Association may be terminated or suspended for any member who has been found guilty of violating the pharmacy laws of this State or the United States.

Section VII. Dues Refunds

A. **Resignation**: Should a member request resignation from membership, there shall be no refund of dues.

B. **Death**: In the event of a member’s death, dues may be refunded upon

written request. The amount of the refund shall be determined on the

basis of the number of months remaining in the fiscal year after the member’s death.

ARTICLE V. OFFICERS

The officers of this Association shall be President, President-Elect, Immediate Past-President,

Secretary and Treasurer.

Section I. Term of Office

A. The President-Elect shall be elected to a one (1) year term and shall serve from March 1 to last day of February of the following year.

The President-Elect, upon completion of the one-year term, shall succeed to the office of President for a one (1*)* year term and shall serve from March 1 to last day of February of the following year.

The President, upon completion of the one (1) year term, shall succeed to the office of Immediate Past-President for a one (1) year term and shall serve from March 1 to the last day of February of the following year.

B. The Treasurer shall be elected to a two (2) year term in each odd year and shall serve from March 1 to the last day of February two years hence.

C. The Secretary shall be elected to a two (2) year term in each even year and shall serve from March 1 to the last day of February two years hence.

D*.*  The Recording Secretary shall be shall be appointed by the President, with the approval of the Board of Directors, for a term not to surpass the last day of the following February.

Section II. Duties

A. **President.** It shall be the duty of the President to supervise and direct the business of the Association.

B. **Immediate Past-President**. The Immediate Past-President shall assist the President as required and shall act in the absence of the President and shall succeed to the office of President in the event of removal, resignation or other incapacity of the President.

C**. President-Elect**. The President-Elect shall assist the President as required and shall act in the absence of the President and the Immediate Past-President and shall succeed to the office of President in the event of removal, resignation or other incapacity of the President and/or the Immediate Past-President.

D. **Secretary**. It shall be the duty of the Secretary to maintain all non-financial files, records of the Association.

E. **Treasurer**. It shall be the duty of the Treasurer to maintain all financial records and equipment of the Association.

F. **Recording Secretary**. It shall be the duty of the Recording Secretary to maintain the minutes of board meetings.

ARTICLE VI. BOARD OF DIRECTORS

The Board of Directors shall minimally consist of the officers of the Association and six(6) board members.

At the discretion of the President and the approval of the Board of Directors, additional board members may be appointed up to a maximum of twenty members. Appointed board members shall serve to the last day of the following February and may be re-appointed.

Section I. Duties

The Board of Directors shall exercise the legislative and policy making powers on behalf of the membership when the Association is not in a business session. It may select persons for Lifetime, Disabled and Transferred Membership, shall have final authority regarding the disciplining of members and shall maintain active liaison with the California Pharmacists Association.

Section II. Term of office

Each year three of the Directors, other than officers, shall be elected for a two year term to run from March 1 to the last day of February two years hence.

Section III. Voting and quorum

Each member of the Board of Directors shall be entitled to one vote. A quorum of members of the Board of Directors is required for Board action on the transaction of business. Six (6) members ofthe Board shall constitute a quorum.

Section IV. Attendance at Board Meetings

At the discretion of the Board of Directors, any member of the Board of Directors who, does not perform his obligation with the best interests of this Association in mind, ma*y* be removed from the Board.

ARTICLE VII. ELECTIONS AND VACANCIES

Section I. Nominations:

The President, with the approval of the Board of Directors shall appoint a Nominating Committee with a minimum of 3 (three) Active Members.

Section II. Voting:

Voting shall be by written ballot. The President shall appoint three (3) canvassers who shall tabulate the ballots and certify the election. The election of Officers and Directors shall occur during January of each year.

Section III. Installation:

Officers and Directors elected by the Membership shall be installed in February of each year.

Section IV. Vacancies:

In the event of a vacancy of an office or board position the President, with the approval of the Board of Directors, shall fill the vacancy for the remainder of the term through appointment.

ARTICLE VIII. DELEGATES TO THE CALIFORNIA PHARMACISTS ASSOCIATION

Delegates to the California Pharmacists Association House of Delegates shall be appointed annually by the President with the approval of the Board of Directors. This shall be in conformance with the procedure established in the California Pharmacists Association Local Association Affiliation Agreement and Constitution and Bylaws of California Pharmacists Association. Delegates shall serve for the term to which they were appointed and may be re-appointed.

In the event that a delegate is absent or unable to serve at a California Pharmacists Association House of Delegates Session, the President may appoint an active member to serve as a delegate. At the next Board of Directors meeting, the board shall be advised of such action.

ARTICLE IX. MEETINGS

Section I. Membership Meetings:

There shall be at least six (6) meetings of the membership of the Association each year.

The President, with the approval of the Board of Directors, may call special meetings at any time. The membership must be notified of special meetings and the purpose thereof at least seven (7) days prior to the meeting.

Section II. Board of Directors Meeting:

The Board of Directors shall meet not less than quarterly and at the call of the President. Special meetings may be called upon the written request of five (5) Board members.

Business of the Association may be conducted via electronic media

ARTICLE X. COMMITTEES

Section I. Standing Committees

The President, with the approval of the Board of Directors, shall appoint a chair to an audit committee, nominating committee and any current functioning committee.

Section II. Duties

A*.* **Nominating Committee**. It shall be the duty of the Nominating Committee to present a list of qualified candidates for officers and Board of Directors~~.~~ Candidates for Pharmacist of the Year and the Dutch Hofstetler Community Pharmacist of the Year shall be submitted when appropriate. This committee shall hold its first meeting no later than July 1 of each year and present a list of candidates, to the membership, for each office and board of director position available in November of each year.

*B*. **Audit Committee**. It shall be the duty of this committee to audit the Orange County Pharmacists Association financial records and equipment the first quarter of each year and report their findings to the membership.

Section III. Task Forces/Committees

The President with the approval of the Board of Directors may appoint task forces and committees as needed for the benefit of the Association. These task forces and committees shall be limited in scope to the area of responsibility conferred on them by the Board of Directors.

Such task forces shall serve for the term of their appointment.

Section IV. Authority

Each committee and task force is responsible to the President and Board of Directors. No committee action shall become final unless approved by the Board of Directors.

Section V. Report

Each committee shall report not less than annually to the membership or as directed by the President.

ARTICLE XI. CODE OF ETHICS

This Association shall adopt as its Code of Ethics the model of the California Pharmacists Association.

ARTICLE XII. AMENDMENTS

Every proposition to alter or amend these By-laws shall be submitted in writing to all Active members of the Association. It shall then be balloted upon, and upon the affirmative approval of two-thirds (2/3) of the active members voting, it shall become a part of these By-laws. However, no provision shall be valid if it is inconsistent with the Constitution or the By-laws of the California Pharmacists Association.

ARTICLE XIII. DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Purposes of this corporation as set forth in Article II hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the non-profit provisions of the California Corporations Code then in effect.