

**CONSTITUTION OF THE SPOKANE PHARMACY ASSOCIATION
AS ORIGINALLY ADOPTED JUNE 21, 1921
AND SUBSEQUENTLY AMENDED INCLUDING AMENDMENTS ADOPTED
DECEMBER 2, 1965, JUNE 26, 1975, MAY 26 1988, MARCH 1996,
NOVEMBER 2003, OCTOBER 14, 2008, AND OCTOBER 9, 2009**

ARTICLE I. (TITLE)

Section 1. This association shall be called the Spokane Pharmacy Association; a Washington State non-profit corporation referred to as SPA.

ARTICLE II. (PURPOSE)

Section 1. The purpose of the SPA is:

- a) to assure the viability of the profession of Pharmacy by supporting the education of pharmacists, pharmacy technicians, and students.
- b) to promote the competency of the practitioners and maximize the profession's contribution to patient care, and
- c) to increase an awareness of these contributions and capabilities and their value not only to the profession, but also to other health-care individuals and, in particular, the patient.

ARTICLE III. (MEMBERSHIP)

Section 1. The classifications of the membership in SPA shall consist of Active, Associate, Honorary, Student, and Pharmacy Technician.

Section 2. Active membership. The following are eligible to become active members of SPA: All individuals who have earned a degree in pharmacy; student pharmacists enrolled in an accredited college or school of pharmacy; pharmacy technician students enrolled in an accredited Pharmacy Technician Training Program or a WA Board of Pharmacy approved on-the-job training site; individuals, licensed as pharmacy technicians or pharmacy assistants in Washington or Idaho or employed as technicians or assistants in a federal facility. Only active members in good standing may vote and hold office. Qualified active members may vote in person at meetings or by ballot via mail, fax, or e-mail as authorized by the By-Laws.

Section 3. Associate membership. Any individual, not a pharmacist, who subscribes to the purposes and objectives of the SPA is eligible for associate membership.

Section 4. Honorary membership. Any person, pharmacist or non-pharmacist, who has advanced the profession of Pharmacy shall be eligible for honorary membership as determined by the Governing Body.

ARTICLE IV (OFFICERS)

Section 1. Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. With the exception of the Secretary and Treasurer, who shall be selected by the Governing Body, all officers shall be elected annually, by ballot as authorized in the By-Laws by vote of the members of the Association eligible to vote, with announcement of the vote made at the next meeting or by publication. The Secretary shall be selected from among the student pharmacist board members as specified in the By-Laws.

Section 3. The Board of Managers shall consist of ten (10) members, as follows: six (6) pharmacists, three (3) of whom shall be elected each year; 1 technician representative; two (2) student pharmacists; one (1) regional representative from the WSPA; and the immediate past President, who shall serve for one (1) year. Pharmacist and technician board members other than the immediate past-President are elected for one (1) two-year term and no Board member may serve more than two (2) consecutive two-year terms. Student pharmacist Board members and the WSPA regional representative are appointed by the Governing Body as specified in the By-Laws.

Section 4. Nominees for the President and Vice-President shall be elected for a one-year term. The President and/or Vice-President may serve no more than two (2) consecutive one (1) year terms. The Vice-President may seek election for the President's position after one (1) year in the office of Vice-President. If the Vice-President must assume the duties of the President for the remainder of his/her term, the Vice-President may then run for election for an additional two (2) one-year terms.

Section 5. The Governing Body of the Spokane Pharmacy Association shall consist of its President, Vice-President, Secretary, Treasurer and the Board of Managers. The Governing Body must meet a minimum of eight (8) times a year, and each member of the Governing Body must attend 75% of said meetings and 75% of Association meetings unless he/she has a valid excuse authorized by the President. The Governing Body may appoint an active member to fill a vacancy on the Board of Managers.

Section 6. With the exception of student pharmacist Board members and appointments to fill vacancies, the term of office for members of the Governing Body shall begin on January 1 of the year following their election. The term of office for student pharmacist Board members shall begin on June 1 following their appointment. Board members appointed to fill a vacancy shall complete the unexpired term of their predecessors, and may be elected to up to two (2) subsequent consecutive full terms of office.

Section 7. In the conduct of business, Robert's Rules of Parliamentary Procedure shall apply.

Article V (GOVERNING BODY)

Section 1. The duties of the President shall be to preside at all meetings of the general membership and Governing Body and together with the Treasurer conduct the affairs of the Association in accordance with its Constitution, By-Laws, and the policies as laid down by the Governing Body. Power to enter into contracts on behalf of the Association shall be vested in the President but all such contracts shall be subject to ratification by the Governing Body.

Section 2. The Vice-President shall assume the duties of the President in his/her absence.

Section 3. The Secretary:

- a) shall keep minutes of all the proceedings of the Association and the Governing Body;
- b) shall notify members of the committees of their appointments and the names and addresses of other committee members;
- c) shall turn over within ten (10) days of the qualification of the appointed successor, all records and documents;
- d) shall, in coordination with the Treasurer and/or other officers, assure timely filing of such reports and other non-financial filings with state, local, or federal agencies as shall be required by law.

Section 4. The Treasurer:

- a) shall collect all moneys for the Association and shall be bonded in such sum as the Governing Body shall direct;
- b) shall have charge of and be personally responsible for all funds of the Association and shall be in charge of the Association's office and activities under the direction of the Governing Body;
- c) shall be authorized to disperse moneys in the manner provided by the By-Laws;
- d) shall annually, and at other times upon request of the Governing Body, report the state of the treasury;
- e) shall turn over within ten (10) days of the qualification of the appointed successor, all moneys, records, and documents;
- f) shall keep Association moneys in a separate account in the name of the Spokane Pharmacy Association and sign off checks as the Treasurer. Other officers or personnel of the Association may also be authorized by the Governing Body to sign checks.
- g) shall ensure that the Association has filed such tax returns or financial reports with state, local, or federal agencies as are required by law.
- h) shall, in coordination with the Secretary or other officers, maintain records of the membership status of Association members;
- i) may, with approval of the Governing Body, be assisted by one or more volunteer members of the Association in the performance of his or her duties.

Section 5. The Governing Body:

- a) shall set the time and place of the annual meeting and such additional business or educational meetings as deemed consistent with the purposes of the Association.
- b) shall act for the Association during the interim between meetings,
- c) shall determine policies not at variance with the Constitution and By-Laws and not contrary to the will of the Association as expressed at its last meeting
- d) shall direct the activities of the Association through the President and the Treasurer.
- e) Six (6) members of the Governing Body shall constitute a quorum.

ARTICLE VI (BY-LAWS)

Section 1. This association may establish for its government and regulate such By-Laws not in conflict with the Constitution as may be found proper and desirable.

ARTICLE VII (AMENDMENTS)

Section 1. Every proposition to amend this Constitution shall be provided to each active member at least ten (10) days prior to the vote. Said proposition(s) to amend shall be read to the members

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attending and said proposition(s), changes, and amendments shall be voted upon at the annual meeting, or by mail or e-mail ballot as specified in the By-Laws. It shall require a two-thirds majority of the eligible members voting to pass the amendments and become a part of the Constitution.

**BY-LAWS OF THE SPOKANE PHARMACY ASSOCIATION AS ORIGINALLY
ADOPTED JUNE 21, 1921 AND SUBSEQUENTLY AMENDED INCLUDING
AMENDMENTS ADOPTED DECEMBER 1, 1965, JUNE 26, 1975, MARCH 1996,
NOVEMBER 2003, AND OCTOBER 14, 2008.**

ARTICLE I – MEETINGS

Section 1. Business meetings shall be held at least annually at such time and place as may be determined by the Governing Body.

Section 2. The Governing Body shall meet at such time and place as it may determine; six (6) members shall constitute a quorum. Either the President, Vice-President, or three (3) Board members may call a meeting at any time on five (5) days notice to the other officers and Board members.

Section 3. Committee meetings shall be held on call of the Chairman.

ARTICLE II – GOVERNING BODY

Section 1. The Governing Body shall have the authority to set the schedule for membership dues. They shall be set at a figure that will provide sufficient funds to maintain the Association in a fiscally sound position.

Section 2. The Governing Body shall have the authority to establish fees to be charged for attendance at educational meetings or for receipt of other services offered by the Association, and for establishing charges to third parties who wish to advertise or promote appropriate items of interest to Association members.

Section 3. The Governing Body shall have the authority to submit propositions of major importance to the entire eligible voting membership of the Association for its decision by ballot via mail, fax, or e-mail, if the Board believes such action to be in the best interests of the Association.

ARTICLE III - PRESIDENT

Section 1. The President shall appoint such committees and a chairman for each, as are proper for the conduct of Association business and considerations of matters to come before the Association. Such committees may include, but not be limited to, Audit, Nominating, Continuing Education, and Communications.

Section 2. The President shall oversee, directly or through the work of a designated committee chair, the establishment and maintenance of such communications media as authorized by the Governing Body, which may include, but not be limited to, a newsletter, broadcast fax or e-mail, and/or a website.

Section 3. The President, or a designee, shall have authority to sign such contracts with other associations or parties as authorized by the Governing Body.

ARTICLE IV – MONEYS AND ACCOUNTS

Section 1. No moneys shall be disbursed except on order of the Governing Body. The Treasurer shall keep an accurate account of all sums received, with date, amount, for what purpose, and from whom, and shall keep detailed and systematic books of accounts for all receipts and disbursements.

ARTICLE V – AUDIT COMMITTEE

Section 1. The Audit Committee shall examine the Treasurer's report on money received and sources thereof, compare same with Treasurer's report of expenses, ascertain that all disbursements are accompanied by the approval of the Governing Body, examine vouchers to see that they are in order, prove the balance reported by the Treasurer to be correct and check with the bank to see that the money is on hand.

ARTICLE VI – ELECTIONS AND VOTING

Section 1. Voting for officers and Board members may be conducted by mail, fax, or e-mail ballot, and it shall be done at such time as to enable ballots to be collected, validated, and tabulated at the November Board Meeting.

Section 2. The Nominating Committee shall submit names for each position to be filled on the Board of Managers and for the positions of President and Vice-President.

Section 3. The Nominating Committee must have selected nominees for the positions to be filled by October 1. Ballots may be mailed, faxed, or e-mailed in prior to the November meeting or turned in at the November Board Meeting. The results will be announced at the December Board Meeting. In the event that no meeting is scheduled for December, the results will be announced by mail in December. The new officers will take office on January 1.

Section 4. By October 15, the Secretary shall mail, fax, or e-mail to each active member of the Association a ballot listing the positions and nominees for office as outlined in Sections 2 and 3 of this Article. Mail ballots, to be valid, must be received in the Association post office box and must bear a postmark of at least three (3) days prior to the November Board Meeting. Ballots may be turned in at the November Board Meeting.

Section 5. The ballots will be opened and counted by the Nominating Committee prior to or at the November Board Meeting, at the discretion of the Governing Body.

Section 6. Selection of the Treasurer and WSPA regional representative Board member shall be completed by the Governing Body at the November or December meeting.

Section 7. Selection of the student pharmacist Board member(s) shall be completed by the Governing Body at the May or June meeting from among nominees from the rising 3rd professional year class at WSU Spokane. Student pharmacist Board members are appointed for a 2-year term.

Section 8. The 3rd professional year student pharmacist Board member shall be considered Secretary-elect, and shall normally succeed to the office of Secretary during his or her 4th professional year, unless otherwise determined by the Governing Body.

Section 9. Any member of the Governing Body may be removed from office for cause by a two-thirds majority of the active membership voting. Voting is by mail, fax, or e-mail ballot as authorized in the By-Laws.

ARTICLE VII – FISCAL AND OPERATING YEAR

Section 1. The fiscal and operating year of the Association shall begin annually on January 1 and end on December 31 of the same year.

ARTICLE VIII- AMENDMENTS

Section 1. Amendments to these By-Laws shall be presented to the Governing Body at a regularly-scheduled meeting; Provided, that notice of such proposed amendments shall have been distributed to the Governing Body at least ten (10) days prior to the meeting. The proposed Amendments may be adopted by a four-fifths (4/5) vote of the Governing Body at a subsequent regularly-scheduled meeting. Following adoption by the Governing Body, such Amendments shall be provided to the Active Membership, and unless one-third (1/3) of the membership shall return a ballot indicating objection within 30 days, the adopted Amendments shall become effective.