

**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, OCTOBER 9, 2009, JULY 15, 2012, and
SEPTEMBER 25, 2018.**

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, and Honorary.

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 an 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.

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 (GOVERNING BODY)

Section 1. The Governing Body of the Spokane Pharmacy Association shall consist of its President, President-elect, Immediate Past-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 unless he/she has a valid excuse authorized by the President.

Section 2. Officers of the Association shall be a President, President-elect, Secretary, and Treasurer. With approval of the Governing Body, the President may appoint an Executive Vice-

President to manage day-to-day operations of the Association, and confer executive authority needed to carry out such functions.

Section 3. With the exception of the Secretary and Treasurer, who shall be selected with the approval of 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.

Section 4. The Board of Managers shall consist of ten (10) members, as follows: six (6) pharmacists, three (3) of whom shall be elected each year; two (2) technician representative(s); two (2) student pharmacists.-Pharmacist and technician board members are elected for one (1) two-year term and no Board member may serve more than two (2) consecutive two-year terms. The immediate past President shall be an ex officio member of the Governing Body, with vote. In the event the immediate past President is unable to serve, the Governing Body may appoint another past President to fulfill the remainder of the term. Student pharmacist Board members shall be appointed by the Governing Body as specified in the By-Laws.

Section 5. The President and President-elect may serve no more than one (1) consecutive one (1) year term. The President-elect shall succeed to the office of President following his or her term of office. Should the President resign or otherwise vacate his or her office, the President-elect shall immediately become President for the remainder of the President's term, and the President-elect shall remain President during the following year. The Governing Body shall fill any vacancy in the office of President-elect by appointment of a member of the Association to serve as President-elect for the remainder of the term. Such an appointee may run for election to President-elect for the following year.

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 at the start of the academic year at Washington State University. One 2nd and one 3rd year student will be appointed and approved by the Governing Body.

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

Article V (DUTIES OF OFFICERS)

Section 1. The President:

- a) shall preside at all meetings of the general membership and Governing Body.
- b) shall together with the Governing Body conduct the affairs of the Association in accordance with its Constitution, By-Laws, and the policies as laid down by the Governing Body.
- c) has the power to enter into contracts on behalf of the Association.
- d) shall appoint an Executive Vice-President, and to appoint a Corporate Agent as required by State of Washington non-profit corporation rules, shall be vested in the President; but all such contracts and appointments shall be subject to ratification by the Governing Body.
- e) shall notify members of the committees of their appointments and the names and addresses of other committee members.
- f) shall ensure that the annual corporation report is submitted to the State of Washington and non-profit tax report is submitted to the IRS.
- g) with approval of the Board of Managers, shall petition reports from Washington State Pharmacy Association (WSPA), Washington State University College of Pharmacy

(WSU), and the Washington State Pharmacy Quality Assurance Commission (PQAC).

Section 2. The President-elect:

- a) shall assume the duties of the President in his/her absence.
- b) shall, in coordination with the student representatives or other officers, maintain records of the membership status of Association members..
- c) shall, in coordination with the student representatives keep minutes of all proceedings of the Association and the Governing Body.
- d) shall turn over within ten (10) days of the qualification of the appointed successor, all records and documents.

Section 3. The Secretary:

- a) shall, in coordination with the President-elect, maintain records of the membership status of the Association members.
- b) shall keep minutes of all the proceedings of the Association and the Governing Body..
- c) shall turn over within ten (10) days of the qualification of the appointed successor, all records and documents..

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 and maintain active credit card users as the Treasurer. Other officers or personnel of the Association may also be authorized by the Governing Body to sign checks.
- g) shall, in coordination with the President and/or other officers, ensure that the Association has filed such tax returns or financial reports with state, local, or federal agencies as are required by law.
- h) 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 Governing Body.
- e) six (6) members of the Governing Body shall constitute a quorum.
- f) The Governing Body may appoint an active member to fill a vacancy on the Board of Managers.

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 notified to the membership via 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.

ARTICLE VIII (DISSOLUTION)

Section 1. Procedure. The Corporation shall be dissolved according to the procedures outlined in the Washington State Nonprofit Corporation Act.

Section 2. Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more qualifying organizations within Washington State described in Section 509(c)(3) of the 1986 Internal Revenue Code which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the dissolving corporation. It shall require a two-thirds majority vote of the Board of Mangers voting to dispose remaining assets to the identified organization(s). In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at the least generally, includes a purpose similar to the Association, then the court shall direct the distribution to the Treasurer of the State of Washington to be added to the general fund.

**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; OCTOBER 14, 2008; JULY 15, 2012; AND SEPTEMBER 25, 2018.**

ARTICLE I – MEETINGS

Section 1. Membership business meeting(s) 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, President-elect, 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, Board Member Nominations, Continuing Education, Annual Meeting, 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, social media, 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.

Section 4. Subject to authorization by the Governing Body, the President shall have authority to retain services of staff to carry out the operations of the Association and to appoint a Corporate Agent to oversee filings with the Washington Secretary of State.

ARTICLE IV – MONEYS AND ACCOUNTS

Section 1. The President or designee will present a budget for approval to the Governing Body at the first meeting of the fiscal year. No moneys shall be disbursed except as approved by the Governing Body in accordance with a budget adopted by 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 annually 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. Additional audits may be conducted, pending President direction.

ARTICLE VI – ELECTIONS AND VOTING

Section 1. Voting for officers and Board members may be conducted by mail, or e-mail ballot, and it shall be done at such time as to enable ballots to be collected, validated, and tabulated no later than 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 President-elect

Section 3. The Nominating Committee must have selected nominees for the positions to be filled by 45 days prior to the November Board Meeting.-The results will be announced at the Board Meeting.

Section 4. The Association shall mail, 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 30 days prior to the November Board Meeting. 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.

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. The new officers will be approved by the Board of Managers at the November Board Meeting and will take office on January 1.

Section 6. Selection of the Treasurer, WSPA, WSU, and PQAC representatives shall be completed by the Governing Body at the November Board Meeting

Section 7. Selection of the student pharmacist Board member(s) shall be completed by the Governing Body by the March Board Meeting from among nominees from the current 1st professional year class at WSU Spokane. Student pharmacist Board members are appointed for a 2-year term.

Section 8. The President shall appoint one of the student pharmacist Board members to serve as the Secretary 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, 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 with a ballot via mail or email, and unless one-third (1/3) of the membership shall return a ballot indicating objection within 30 days, the adopted Amendments shall become effective.