



Constitution and Bylaws of the Washington DC Pharmacy Association

ARTICLE I. NAME

This Association shall be known as the Washington DC Pharmacy Association, Inc., (WDCPhA), a 501(c)(6), not-for-profit organization incorporated in Washington, District of Columbia (DC).

ARTICLE II. BOUNDARY AND LOCATION

The boundary of the Association, for elective and legislative purposes, is the District of Columbia. The principal office of the Association shall be located within the District of Columbia or elsewhere as authorized by the Board of Directors.

ARTICLE III. MISSION

The mission of the Washington DC Pharmacy Association is to:

- a. Promote the professional interests of pharmacists, pharmacy technicians, pharmacy students and other pharmacy professionals in the District of Columbia;
- b. Enhance the value of pharmacy services provided to those who live and work in the District; and
- c. Advocate for and improve the profession of pharmacy through educational, research, legislative and service activities.

ARTICLE IV. OBJECTIVES

The objectives of the Washington DC Pharmacy Association are:

- a. To provide a unified voice, resources, and leadership to advance the pharmacy profession and improve the quality of medication use in the District of Columbia.
- b. To improve communication among pharmacists, government officials, members of the health care industry, and the public.
- c. To focus on the strategic direction, mission and goals of the organization.
- d. To provide services to members that promote professional growth and development.



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ARTICLE V. RESTRICTIONS

All policies and activities of the Washington DC Pharmacy Association are consistent with:

- a. Applicable federal, state and local antitrust, trade regulation or other legal requirements; and
- b. Applicable tax exemption requirements, including the requirements that the Washington DC Pharmacy Association not be organized for profit and that no part of its net earnings may inure to the benefit of any private individual.

ARTICLE VI. MEMBERSHIP

Section 1. Categories of Membership. The Association membership categories shall consist of Active Pharmacist; Active Student Pharmacist; Certified Pharmacy Technician (CPhT); Retired; Associate; and Honorary memberships. The Board of Directors may also establish other membership categories as necessary.

- a. **Active Pharmacist membership** shall consist of any registered pharmacist in good professional standing who has a valid license to practice pharmacy in the District of Columbia, and is financially current. WDCPhA Active Pharmacist members shall have the right to vote on Association business and shall have the right to serve on committees and the Board of Directors, if eligible.
- b. **Active Student Pharmacist membership** shall consist of any student enrolled in a degree program in a college or school of pharmacy within the District of Columbia and is financially current. WDCPhA Active Student Pharmacist members shall have the right to vote on Association business and shall have the right to serve on committees and the Board of Directors, if eligible.
- c. **Active Certified Pharmacy Technician (CPhT) membership** shall consist of any certified pharmacy technician who is employed in the pharmacy profession within the membership area and is financially current. WDCPhA Active CPhT members shall have the right to vote on Association business and shall have the right to serve on committees and the Board of Directors, if eligible.



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- d. **Retired member** – Any member who had been in the Association as an Active member and considers themselves as retired from a pharmacy career, or no longer actively practices; and is financially current. A retired member shall have the right to vote on Association business and shall have the right to serve on committees and the Board of Directors, if eligible.

- e. **Associate membership** shall consist of anyone working in pharmacy or any of the allied sciences who is interested in promoting the mission and the objectives of the Association and is financially current. Anyone eligible for an active membership (pharmacist, student, or technician) shall not qualify for associate membership. Associate members shall have the right to vote, may serve on committees and actively participate in Association activities. Associate members are not eligible to serve on the Board of Directors.

- f. **Honorary membership** may be extended to any deserving person who has made exceptional contributions to the mission and objectives of the Association. Such members shall not be required to pay dues and do not have voting rights but may actively participate in Association activities. Honorary members cannot serve on committees or Board of Directors.

Section 2. Membership Rights and Privileges

Membership with voting privileges are those individuals who meet the established criteria for Active Pharmacist, Student Pharmacist, Certified Pharmacy Technician (CPhT), Retired Active and Associate members in good standing. In addition to having the right to vote, these members may serve on committees and except for the Associate membership, may hold a position on the Board, if eligible.

Good Standing. To be a member in good standing, an Active Pharmacist, Student Pharmacist, Certified Pharmacy Technician (CPhT), Retired Active and Associate member shall be financially current, having paid any financial obligations and dues for the current calendar/membership year. Members in good standing are entitled to all rights, privileges, and services of the Association, including the right to vote.

- a. Active Pharmacist, Student Pharmacist, CPhT members, Retired, and Associate Members may serve on association committees.



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- b. Active Pharmacist and Retired members shall be eligible to hold positions as officers and members of the Board of Directors. Active Certified Pharmacy Technician and Active Student Pharmacist members shall be eligible to hold the Technician Director and Student Director positions on the Board of Directors.

Section 3. Resignation. A member may resign from the Association by submitting a written resignation to the Executive Director; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 4. Expulsion/Non-Renewal of Membership: A member may be expelled from the Association or membership not be renewed. Said member shall be provided with advance written notice which shall include the reason for the proposed expulsion or non-renewal of membership. An opportunity to contest the action in writing or in person before the Board of Directors shall be included in the written notification. Said member shall receive a final written notice of the Board's decision.

ARTICLE VII. BOARD OF DIRECTORS.

Section 1. Scope. The governing body responsible for managing the affairs of the WDCPhA is the Board of Directors. The Board is subject to the obligations and restrictions set forth in the WDCPhA Constitution and Bylaws, and the established policies and procedures. In order to fully execute professional and fiduciary duties, eligible members elected to the Board of Directors shall:

- a. Exercise all powers to carry out the mission and objectives of the Association.
- b. Provide supervision, control, and direction of the affairs of the Association.
- c. Have the final discretion in the disbursement of its funds, adopting procedures necessary for conducting its business, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.



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- d. Approve all contracts entered into on behalf of the Association by the President, the Executive Director or other authorized officer.

- e. Associate members and Honorary members are not eligible to serve on the Board of Directors.

Section 2. Composition of the Board of Directors. The elected Board of Directors, as the governing body of the Association, consists of (a) five officers- President, President-elect, Secretary, Treasurer, and the Immediate Past President (ex officio, and voting); (b) three elected Directors-at-Large; (c) one elected Pharmacy Student Director; and (d) one elected Certified Pharmacy Technician Director. Members of the Association Board of Directors shall have been a member in good standing for at least two years immediately prior to serving on the Board and have a working knowledge of the Association and its operations.

Directors-at-Large. There shall be three (3) Directors-at-Large each shall serve as chairperson of one of the Association's standing committees and shall coordinate and carry out the designated duties as assigned to that committee and those additional responsibilities as determined by the Board of Directors.

The Executive Director is an ex-officio, voting member of the Board of Directors.

- a. Section 3. The Executive Committee of the Board of Directors. shall consist of the five officers, and the Executive Director. The Executive Committee shall have full power to act for and in the name of the Association on any Association matters that may arise or that are specifically referred to it for action. A majority vote shall be required on all business matters unless otherwise specified. Meetings of the Executive Committee are called by the President. Simultaneous with the preparation of the proposed yearly budget, the Executive Committee shall conduct an annual financial review and present it to the Board of Directors for approval. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.



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Section 4. Eligibility of Officers and Board Members

Association officers and board members shall be members in good standing with the Association, shall meet the criteria for elected positions, and have an active pharmacist license in the District of Columbia.

Members eligible to be elected officers and members eligible to serve on the Board of Directors of the WDCPhA shall be active, in good standing/financially current; and reside in, or attend school in, or work in, or own a pharmacy within, the District of Columbia.

Associate members and Honorary members are ineligible to serve as officers or Directors.

Section 5. Responsibilities and obligations of the Board of Directors.

All members of the Board of Directors shall be held accountable for performing the duties of their position, and for the responsibilities and obligations of the Board. Under the direction and coordination of the Executive Director, the Board shall conduct quarterly self-evaluations of its collective and individual performance of the responsibilities and obligations as outlined below.

Specific responsibilities and obligations of the Board of Directors include the following:

- manage the affairs of the Association
- determine and execute Association policies and procedures
- manage all Association funds
- must attend mandatory Orientation and trainings
- must attend officer and Board member transition meetings
- must attend regular monthly and specially-called meetings of the Board
- serve as active participating members on committees
- carry out duties of the position held as outlined in Article VII and Article VIII.

Section 6. Vacancies. Except for the positions of President-Elect and Immediate Past President, any vacancy among the Board of Directors may be filled on an interim basis by the Executive Director or an active member, upon appointment by the Executive Committee, until such time as an election may be conducted.



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Section 7. Meetings. Meetings of the Board of Directors are called by the President. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Board of Directors proxy voting is not permitted. Voting may occur by postal or other delivery or by electronic means. Meetings may be held in person, or virtually. Board members are required to attend all Board meetings.

Section 8. Removal from the Board of Directors. A member of the Board of Directors may be removed by a three-quarters vote of the Board, with the Director proposed to be removed not voting, and when that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision. Reasons for removal from the Board of Directors may include: non-performance of the duties of the position, as determined by the Board; missing three meetings of the Board of Directors; lack of participation in Association activities, lack of participation on a committee; professional misconduct or other inappropriate behavior.

Section 9. Compensation. Members of the Board of Directors and the Executive Director do not receive compensation for their services but may be reimbursed for allowable expenses, as determined by the Executive Committee.

Article VIII. Officers.

The five officers of the Association are: President, President-elect, Secretary, Treasurer, and Immediate Past President.

Officers Roles & Responsibilities. The elected officers shall perform those duties (1) listed below; 2) that are usual to their positions as outlined in the Policies and Procedures document; and (3) that are assigned to them by the Board of Directors.

- a. The President as the chief elected officer of the Association, executing responsibilities and activities included in all governance documents and the strategic plan; shall preside at meetings of the Board, the Executive Committee and the membership; and shall be a member ex-officio of all committees. This officer acts as a representative of the Association.



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- b. The Immediate-Past-President is a member of the Board of Directors and an officer on the Executive Committee. Supports the president and the president-elect and serves as a mentor for new board members. This officer may act as a representative of the Association and serves as the co-chair of the Budget and Finance Committee, and co-chair of the College of Pharmacy Committee, is a member of the Nominating Committee, and chairs an annual project.
- c. The President – Elect. An officer on the Executive Committee and a member of the Board of Directors, performs the typical duties of a Vice President and directly collaborates with the President; attends all meetings of the Board while becoming familiar with governing documents and the strategic plan. This officer will automatically succeed to the position of the President. The President-Elect shall act in place of the President when the President is not available; serves as the planning chair of the Mid-Year Meeting and Annual Meeting, including the Awards process and program; is a member of the Budget and Finance Committee; and shall assume other responsibilities as appointed by the President.
- d. The Secretary shall be the recording officer of the Association, responsible for keeping accurate minutes of each meeting, ensuring that meetings are effectively organized and recorded, maintaining effective membership and administrative records, upholding the legal requirements of governing Association documents, communications, correspondences, records and notices. Chairs the Communications and Technology Committee and shall assume any other responsibilities as appointed by the President.
- e. The Treasurer shall be the financial officer of the Association, with responsibility for oversight of revenues, expenditures, and reporting on the financial affairs of the Association to the Board, Executive Committee, and the membership. Serves as Chair of the Budget and Finance Committee and is responsible for the annual budget.



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Article IX. Elections of Officers and Board of Directors

Section 1. Nominations and Elections. Candidates for elected positions shall be nominated and vetted by a 'Nominating Committee' designated by the Board of Directors to recommend such nominations. Candidates deemed eligible to hold office shall be put forth to the membership via the established election process at a time identified by the Board of Directors. The Association Executive Director shall chair the 'Nominating Committee'. The annual election shall take place and officers shall hold office as provided in the established policy and procedures.

There shall be no proxy voting for elections.

Section 2. Term lengths for Officers and Directors.

- a. The yearly term of office shall begin Jan. 1 and end on December 31, of the calendar year, and after elections and installation. The Board of Directors may also establish an alternate term start and end date, if necessary.
- b. Prior to official start of the term, all newly elected officers must engage in officer transition activities as determined by the outgoing President and the Executive Director.
- c. The positions of President-Elect, President and Immediate Past President shall be filled by the same individual elected to serve in each position for a term of one-year, over a period of three-consecutive years. After serving the 3-year presidential cycle, that member is eligible to run for any position on the Board of Directors, including the presidential positions.
- d. The positions of Secretary and Treasurer shall each serve for a term of two years and can be re-elected for consecutive terms.
- e. Each Director-at-Large, the Pharmacy Student Director and the Pharmacy Technician Director shall each serve a one-year term and can be re-elected for consecutive terms.

Article X. Executive Director. The affairs of the Association are managed by the Executive Director. The Executive Director shall be appointed by the Board of Directors by a majority vote, and shall carry out the designated duties and responsibilities of that office as (1) stated in the Executive Director position description, (2) outlined in the



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Policies and Procedures document; and other duties as assigned by the Board of Directors. The Executive Director is an ex-officio, voting member of the Board of Directors. The Executive Director shall chair the Nominating Committee and is ex officio member on all other Association committees. The Executive Director is appointed for a period of five (5) years, and may be reappointed by the Board of Directors, after a performance review.

Article XI. Association and Fiscal Year

The Association membership and fiscal year shall be the calendar year.

Article XII. Committees

Section 1. Appointment and Dissolution of Committees. The Board of Directors may appoint and dissolve committees to carry on the affairs of the Association as the Board deems necessary or advisable. The Board shall determine the duties and authority of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the Board.

Section 2. Standing and Special Committees

The following Standing committees will be chaired by a Director-At-Large:

- a. Education and Programs Committee
- b. Professional and Government Affairs Committee
- c. Membership Committee
- d. College of Pharmacy Committee (co-chaired by the Student Pharmacist Director with the Immediate Past President)

The Association shall also have the following Standing committees:

- e. Budget and Finance Committee (co-chaired by the Treasurer and Immediate Past President)
- f. Communications and Technology Committee (chaired by the Secretary)
- g. Mid-year and Annual Meetings Committee (chaired by the President-Elect)
- h. Nominating Committee (chaired by the Executive Director)
- i. Constitution and Bylaws Committee (co-chaired by President and Secretary)



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The President may appoint special or ad hoc committees as necessary to complete the business of the Association. Members of committees are appointed by the President, with Board approval. The authority of all committees shall be limited to the authority granted by the Constitution and Bylaws and the Policies and Procedures.

Article XIII. Delegates

Delegates to serve on behalf of the Association to professional groups, other associations or lay groups shall be nominated by the President and approved by majority vote of the Board of Directors.

- a. Such delegates are expected to perform the duties and responsibilities required of that delegate position, and report back to the Board of Directors; and
- b. Shall have no authority except as may be granted by the Association or the Board. Such delegates, when attending meetings outside the membership area, may be entitled to reimbursement for travel and other expenses as deemed appropriate.

Article XIV. Meetings

Section 1. The Association shall have a general membership meeting at least two times during the year at times set by the Board of Directors.

- a. One meeting shall be known as the Annual Meeting and one shall be known as the Mid-Year Meeting.
- b. Special meetings of the general membership may be held at any time on the call of the President.

Section 2. The Board of Directors shall meet as outlined in Article VII, Section 7.

Section 3. Rules of Order and Order of Business for Meeting. The meetings of the Association (Membership, Board of Directors, Executive Committee, Association committees) shall be carried out in accordance with the ordinary rules of parliamentary bodies; and unless otherwise provided, questions of order shall be decided in accordance with the most recent edition of Roberts Rules of Order.



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Section 4. Voting by the membership may be in person or by electronic method, during a membership meeting or without a meeting. A majority of those voting carries an action, unless otherwise stipulated in these Bylaws. Voting by proxy is not permitted. A quorum for membership voting is 20 percent of the number of eligible voting members.

Article XV. Dues

The amount of the annual membership dues in this Association shall be established by the Executive Committee and shall be designated for each category of membership. Membership dues are paid annually for the calendar year.

- a. The dues for all membership shall be due and payable on January 1 of each year.
- b. Any member who has not paid their dues by March 1, shall be considered in arrears and not in good standing, and shall not have the privilege of voting until such time as dues for that year are brought current.

Article XVI. Expulsion of Members

The Executive Committee shall have the power to expel, by a two-thirds majority vote, a member, or not renew a membership of any classification, for conduct considered contrary to the Association's Code of Ethics, or for conduct considered by the Association or the Executive Committee to be unethical or injurious to the profession of pharmacy or to the public health.

Said member shall be provided with advance written notice from the Board of Directors and shall include the reason for the proposed expulsion or non-renewal of membership, an opportunity to contest the action in writing or in person before the Board of Directors. Said member shall receive a final written notice of the Board's decision.

Article XVII. Association Office

The Association shall, at its discretion, maintain and equip such office facilities as may be required to conduct the business of the Association.

- a. The Association shall, through the Executive Committee, engage sufficient administrative personnel as may be necessary to carry on its business.
- b. The office and personnel shall be under the supervision of the Executive Director.



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Article XVIII. Parliamentary Authority

The meetings of this Association shall be carried on in accordance with the ordinary rules of parliamentary bodies.

- a. Unless otherwise provided, questions of order shall be decided in accordance with of "Robert's Rules of Order".
- b. All points of order shall be decided by the President without debate.
- c. An appeal from the parliamentary decision of the President can be sustained only by a two-thirds vote of the members present.

Article XIX– Amendments

This Constitution and these Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting in which a quorum is present, provided such proposed amendment(s) has been approved by the Association's Board, and at least fifteen days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective immediately, unless otherwise noted. Every proposal to amend this Constitution and Bylaws document must be submitted in writing to the Constitution and Bylaws Committee. After prudent consideration, the committee shall present its recommended changes to the Board of Directors, prior to being given to the Association membership.

Bylaws adopted Oct2014

Bylaws amended Oct2018

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