

# **Tennessee Pharmacists Association**

## **Tennessee Pharmacists Association Constitution**

As adopted at the 99th Annual Convention, Nashville, Tennessee, June 10, 1986; and as amended July 15, 1990; June 16, 1991; June 21, 1992; July 19, 1996; July 14, 1997; February 9, 1999; July 17, 2000; February 12, 2002; July 18, 2005; February 27, 2007; July 30, 2007; July 16, 2012; February 25, 2014; February 28, 2017; and June 26, 2023.

### **Article I-Name**

This Association shall be called the TENNESSEE PHARMACISTS ASSOCIATION.

### **Article II-Purpose**

The aim of the Association shall be to provide a forum for all persons interested in the profession of pharmacy in Tennessee to meet for the following purposes:

- (a) To aid in promoting and safeguarding the health and welfare of patients and the public;
- (b) To support and encourage optimum standards of pharmacy education in order to attract the most qualified persons into the profession of pharmacy;
- (c) To establish and maintain relations with other allied health professions to promote the highest level of interdisciplinary collaboration related to the delivery of health care to the public;
- (d) To develop and maintain relations with governmental bodies and agencies so they recognize fully the benefits of pharmacist involvement in providing high quality patient-centered care;
- (e) To promote interprofessional development through educational programs, research, standards of practice; and legislative proposals to enhance the standard of pharmacy practice;
- (f) To work with all organizations having similar aims and purposes.

### **Article III-Membership**

**Section 1.** The membership of the Association shall consist of eight types: Active, Retired, Affiliate, Associate, Student, Honorary, Technician, and Corporate.

**Section 2.** **ACTIVE MEMBERS:** Active members shall consist of only those persons licensed to practice pharmacy, and either residing or practicing in Tennessee, who are in good professional standing

with the Board of Pharmacy granting their licensure. Active members of the Association shall be eligible to vote for or hold office in the Association.

- Section 3. **RETIRED MEMBERS:** Retired members shall consist of only those pharmacists seventy years of age or older. Retired members shall be eligible to vote for or hold office in the Association.
- Section 4. **AFFILIATE MEMBERS:** Affiliate members shall consist of those persons licensed to practice pharmacy who neither work nor live in Tennessee and choose not to be active members. Affiliate members shall not be entitled to vote for or hold office in the Association.
- Section 5. **ASSOCIATE MEMBERS:** Associate members shall consist of those persons interested in the goals of pharmacy practice in Tennessee, who are approved for membership by the Executive Committee. Associate members shall not be entitled to vote for or hold office in the Association.
- Section 6. **STUDENT MEMBERS:** Student members shall consist of those persons who are currently enrolled and in good standing in a college or school of pharmacy, which is accredited by the American Council on Pharmaceutical Education. Student members shall not be eligible to vote except in matters of the House of Delegates and shall be eligible to hold office in the Association through election as an officer of TSSP.
- Section 7. **HONORARY MEMBERS:** Persons nominated by at least two active Association members may be elected to honorary membership by a majority vote of the House of Delegates in recognition of and appreciation for outstanding effort on behalf of the pharmacy profession. Separate and apart from the Association, a recognized Society may elect an honorary member into the Society, provided that the election is conducted in accordance with provisions set forth in the Society's Constitution and By-Laws. An honorary member properly elected by a recognized Society shall be considered an honorary member of the Association. Honorary members shall not be eligible to vote for or hold office in the Association and shall be exempt from paying dues.
- Section 8. **TECHNICIAN MEMBERS:** Technician members shall consist of pharmacy technicians interested in and supportive of the goals of pharmacy practice in Tennessee. Pharmacy technician members shall only be eligible to vote for officers of the Tennessee Society of Pharmacy Technicians and only hold office in the Association through election as an officer of TSPT or as the pharmacy technician member of the Board of Directors.
- Section 9. **CORPORATE MEMBERS:** Corporate members shall consist of organizations having an interest in the profession of pharmacy and/or wishing to support the profession of pharmacy and the association through corporate membership in TPA. Corporate members shall not be eligible to vote for or hold office in the Association.

## **Article IV- Officers**

- Section 1. The officers of this Association shall consist of the President, President-Elect, , Treasurer, the Speaker of the House of Delegates, and the Chief Executive Officer. The officers, with the exception of the Chief Executive Officer, shall be installed at the Summer Meeting. No person shall be elected to any office in the Association unless such person is an Association member in good standing.
- Section 2. **REPLACEMENT OF OFFICERS:** In the event the office of President becomes vacant, the President-Elect shall serve as Acting President until the next Summer Meeting at which time he/she shall be installed as President in the prescribed manner. If both the office of President and President-Elect become vacant, the Treasurer will assume the office of Acting President to be followed by the Speaker of the House of Delegates. In the event of vacancy (for any other reason than to serve as Acting President) in the office of President-Elect, or the office of Treasurer, the office shall be filled by an election on the floor of the House of Delegates at the first session of the House after the vacancy occurs. Nominations for such office shall be received from the floor and election will be by a majority vote of the Delegates present taken by roll call.
- Section 3. **PRESIDENT:** The President shall preside at all meetings of the Association and the Executive Committee and shall perform all other duties customarily incident to that office including the appointment of members to all Association standing and special committees.
- Section 4. **PRESIDENT-ELECT:** The President-Elect shall perform all duties of the President in the absence or inability of the President to serve.
- Section 5. **TREASURER:** The Treasurer shall perform all duties customarily incident to the office of Treasurer. The Treasurer shall be bonded in an amount to be fixed by the Executive Committee and shall provide an annual report to the members on fiscal matters of the Association.
- Section 6. **SPEAKER OF THE HOUSE:** The Speaker shall preside at all meetings of the House of Delegates. The Speaker shall appoint a parliamentarian at meetings of the House of Delegates. The Speaker may appoint Committees of the House of Delegates as deemed necessary. A Vice-Speaker shall preside and perform the responsibilities in the absence of the Speaker.

Section 7. **CHIEF EXECUTIVE OFFICER:** The Chief Executive Officer shall be the executive officer of the Association and shall conduct and administer the affairs of the Association in accordance with the Constitution and By-Laws subject to the policies and directives of the Board of Directors and shall recommend and participate in the Board formulation of Association mission, goals, objectives, related policies, and budgeting. The Chief Executive Officer shall plan, organize, and coordinate the programs and activities of the Association. The Chief Executive Officer shall serve as the Secretary of the Board of Directors and the House of Delegates. The Chief Executive Officer shall submit monthly financial reports to the Treasurer and shall have all records available for the annual audit by a certified public accountant as authorized by the Board of Directors. The Chief Executive Officer shall be responsible for assuring representation for the Association at such meetings determined to be appropriate by the Chief Executive Officer or Board of Directors.

Section 8. **TERMS:** Only the Treasurer and the Chief Executive Officer may serve consecutive terms. The Treasurer shall be appointed to a three-year term and may serve no more than two consecutive terms. The Speaker and Vice-Speaker of the House shall serve two-year terms. All other officers shall hold office for one year or until their successors have been installed, except in situations where an office is vacated by an elected officer.

### **Article V - Board of Directors**

Section 1. **COMPOSITION:** There shall be a Board of Directors of the Association of which the Association President shall be the Chair. The Board of Directors shall consist of the Association President, President-Elect, Immediate Past President, Treasurer, , Speaker of the House of Delegates, three At-Large Directors, three Regional Directors representing each of the three grand regions of Tennessee, one Pharmacy Technician Director, one Student Pharmacist Director, and the Chief Executive Officer. The Chief Executive Officer is a non-voting member of the Board of Directors.

Section 2. **DUTIES:** The Board of Directors shall appoint the Chief Executive Officer, fix the salary and other terms of compensation and appointment; prescribe the duties and direct the activities where such duties and activities are not specifically provided for in this Constitution or in the By-Laws. The Board of Directors shall be responsible for implementing the decisions of the House of

Delegates, conducting the business of the Association including the setting of dues for membership and making interim policy decisions subject to review and approval of the House of Delegates. The Board of Directors shall decide when and if other subdivisions (districts or societies) should be established to best serve the needs of the Association.

Section 3. MEETINGS: The Board of Directors shall meet at least three times throughout the year, either in person, virtually, or through other prevailing technological means. The Board may cast votes in person, by email, or through other prevailing technological means. Meetings may be conducted by any means of communication by which all directors participating may simultaneously hear each other during the meeting and any director participating in a meeting by this means is deemed to be present in person. The meetings shall occur at the discretion of the Chair of the Board of Directors. Special meetings may be called at other times by the Chair or by petition of one-third of the members of the Board of Directors as the Association business may demand. A quorum of the Board of Directors (seven full voting members) must be present to conduct business. Board of Directors meetings shall be open to all members of the Association.

Section 4. PROXY VOTING: Any member of the Board of Directors eligible to vote may designate another member of the Board of Directors to cast his or her vote by proxy by certification in writing to the Chief Executive Officer prior to the beginning of the meeting.

Section 5. EXECUTIVE COMMITTEE: The Board of Directors may appoint an Executive Committee not to exceed five members from the Board of Directors, to conduct business on behalf of the Association. The Executive Committee will act on behalf of the Board of Directors in matters pertaining to Association business between scheduled meetings of the Board of Directors.

Section 6. TERMS: No elected Director of the Tennessee Pharmacists Association shall hold the same position for consecutive terms, with the exception of Treasurer, who may serve two consecutive terms. Regional, At-Large, and Technician directors shall be staggered in two-year terms. Student pharmacists elected to the Board of Directors shall serve one-year terms.

## **Article VI - Meetings**

- Section 1. MEETINGS: The Association shall conduct an Annual Meeting at least once per year, at such time and place as the Board of Directors shall direct. The said Meeting shall include programming (educational, social, and business) of interest to all members.
- Section 2. SPECIAL MEETINGS: Special meetings of the Association may be called by the Board of Directors or application of greater than 50% of the voting members of the association when the business and interests of the Association require.

## **Article VII - House of Delegates**

There shall be a House of Delegates as defined in the By-Laws of the Association.

## **Article VIII - By-Laws**

The Association may adopt By-Laws not in conflict with this Constitution to direct and control the affairs of the Association.

## **Article IX-Amendments**

This Constitution and the By-Laws may be altered or amended provided that any proposition is submitted to the Chair of the Constitution and By-Laws Committee by at least three active members of the Association at least 30 days prior to its consideration by the House of Delegates. Such amendments or alterations shall be communicated to the membership prior to the next meeting of the House of Delegates, where such amendments or alterations shall then be read, along with the written recommendation of the Committee. The amendments or alterations shall then be submitted to a vote before the House of Delegates. A two-thirds vote of Delegates present and voting is required for alteration or amendment of this Constitution or the By-Laws. Any alteration or amendment approved by the House of Delegates shall become effective immediately upon such approval.

## **Tennessee Pharmacists Association By-Laws**

### **Article I - Name and Location**

- Section 1. NAME: The name of the Association shall be the Tennessee Pharmacists Association, herein referred to as the Association.
- Section 2. LOCATION: Offices for the transaction of business of the Association shall be in or around the Nashville, Tennessee area.

### **Article II-Membership**

- Section 1. QUALIFICATIONS: Any person may be admitted to membership in the Association who qualifies pursuant to the Constitution and makes application to the Association together with payment of the annual dues appropriate for the membership category.

### **Article III- Dues**

- Section 1. DUE DATE: The annual membership fee shall be an amount established by the Board of Directors. The annual membership year shall be as determined by the Board of Directors. The fiscal year of the Association shall be the calendar year.
- Section 2. SOCIETIES: The Association shall organize in a manner which maximizes participation of pharmacists, pharmacy technicians, and persons interested in the goals of pharmacy practice in Tennessee. The Association shall be composed of societies which shall include but not be limited to: 1) Society of Student Pharmacists; 2) Society of Chain Pharmacists; 3) Society of Independent Pharmacists; 4) Society of Health-System Pharmacists; 5) Society of Pharmacists (practice site non-specific); 6) Society of Long Term Care Pharmacists; 7) Society of Pharmacy Technicians; and 8) Compounding Pharmacists Society. Eligible members must declare a Society affiliation with the payment of Association membership dues.

In the event a member elects to join more than one society, a principal society must be declared for purposes of apportionment of the House of Delegates. Members may petition the Board of Directors to form a new Society on the

signature of thirty interested members. Each Society shall develop a Constitution and By-Laws to govern its activities which is consistent in principle with the Association's Constitution and By-Laws. Societies may establish dues in addition to the Association dues to support their activities. Societies may conduct projects, meetings, programs, and other activities separate from the Association. Each Society shall annually elect from among its members the office of Chair-Elect/President-Elect. Other offices may be elected at the discretion of each Society. The Chief Executive Officer of the Association shall be the administrative and fiscal officer for each Society and shall serve under the supervision of the Society's elected officers. Appointment as Delegates and Alternate Delegates to the House of Delegates for national pharmacy and pharmacists associations shall be conducted by the appropriate society or at the discretion of the Board of Directors. The Societies shall exist for the following purposes:

- A. To identify specialized needs and develop services, programs, and activities to advance the interests of those members practicing in the respective specialized areas.
- B. To provide specialized continuing education activities.
- C. To provide a forum where the unique problems and interests of Society members can be discussed and where views of the members may be expressed as they relate to the formation of Association policy.

#### **Article IV - House of Delegates**

Section 1. COMPOSITION: The House of Delegates shall be composed of 108 Delegates who are members of the Association in good standing. Identified seats shall be occupied by the three elected officers of the Association, the immediate Past President of the Association who serves on the Board of Directors, Speaker and Vice Speaker of the House of Delegates, one Delegate from the administration of each Tennessee college of pharmacy that is recognized by the Association Board of Directors, and one Delegate from the Tennessee Board of Pharmacy. Each Society officially recognized by the Association shall be entitled to a



minimum of two seats in the House. The Tennessee Society of Student Pharmacists shall be entitled to a total of 20 seats in the House, and the Tennessee Society of Pharmacy Technicians shall be entitled to a total of 10 seats in the House. The Tennessee Society of Student Pharmacists shall have a minimum of two seats per recognized Tennessee College of Pharmacy having students enrolled. The remaining seats for the Tennessee Society of Student Pharmacists shall be apportioned in accordance with the Tennessee Society of Student Pharmacists Rules of Order. The remaining seats shall be apportioned to each Society, excluding the Tennessee Society of Pharmacy Technicians and the Tennessee Society of Student Pharmacists, by percentage of membership within the Association on May 1 of each calendar year, excluding the Tennessee Society of Pharmacy Technicians and the Tennessee Society of Student Pharmacists from the membership total used to calculate the percentage membership. Delegates for each eligible Society will be appointed by the Chair/President of the respective Society considering a geographical representation of the membership or in a manner prescribed by the Society's Constitution and By-Laws or Rules of Order.

Section 2. SEATING AND TENURE: The Chair/President of each eligible Society shall certify to the Chief Executive Officer of the Association at least thirty days prior to the meeting of the House of Delegates the names and addresses of each appointed Delegate. Each Delegate shall be appointed for a period of one year beginning with the first session of the House of Delegates following the Summer Meeting of the Association. Annually prior to the first session of the House of Delegates following the Summer Meeting of the Association, the name of each Delegate shall be made available to members of the Association.

Section 3. MEETINGS: The House of Delegates shall meet during each Summer Meeting of the Association and shall hold at least one additional meeting each year to receive reports and resolutions, discuss issues, and make recommendations to the Board of Directors. The House may be called into special session at any time on the written request of one-third of the qualified Delegates or by the officers of the House. One-third of the appointed Delegates present at any regular or special session of the House shall constitute a quorum for the transaction of business.

- Section 4. OFFICERS: The officers of the House of Delegates shall be a Speaker, Vice Speaker, and Secretary. The Chief Executive Officer of the Association shall serve as the Secretary of the House of Delegates. Candidates for Vice-Speaker shall be slated by the Nominations Committee. The Vice-Speaker shall be elected by a majority vote biannually. The Speaker of the House of Delegates shall serve as the official representative of the House of Delegates to the Board of Directors. The Vice-Speaker shall serve in the absence of the Speaker.
- Section 5. TERMS: The Speaker and the Vice Speaker shall serve two-year terms. The Vice Speaker shall assume the office of Speaker after their two-year term is complete.
- Section 6. POWERS AND DUTIES: It shall be the function of the House of Delegates to interpret the objectives of the Association as stated in the Constitution. The House shall serve as the legislative and policy-making body of the Association. The House shall give consideration to all proposals emanating from Delegates of the House, standing and special committees of the Association, and the Board of Directors. It shall adopt rules and regulations for its own governance that do not conflict with the Association's Constitution and By-Laws. In the absence of specific rules, Robert's Rules of Order shall prevail at all meetings.
- Section 7. PROCEEDINGS: The activities of the House of Delegates shall be reported to the Association members.

#### **Article V - Committees**

- Section 1. STANDING: The Association shall recognize five standing committees to study and report on the issues facing the profession. The standing committees shall be: Public Affairs, , Awards, Policy, Member Engagement, and Nominations.
- Section 2. SPECIAL COMMITTEES. The Board of Directors may appoint ad hoc committees, task force groups, and focus groups to review specific issues arising in the profession. Such ad hoc committees, task force groups, and focus groups shall serve a specified length of time.
- Section 3. COMPOSITION. Each standing or special committee shall be composed of the number of members deemed appropriate by the Board of Directors and shall

represent the broad interests of the profession.

### **Article VI - Nominations for the Board of Pharmacy**

- Section 1. NOMINATION: The Association shall nominate annually five pharmacists for appointment to the Board of Pharmacy. Each nomination shall be made through a process outlined by the association and shall be supported by at least two active members of the Association in good standing. The qualifications of each nominee shall be listed on the instrument of nomination. The signatures shall serve as the nomination and second.
- Section 2. BALLOT: In the event of more than five nominees for each position, a vote shall be taken of all Association members. The five nominees receiving the greatest number of votes shall be declared the nominees.
- Section 3. TRANSMITTAL: Following the conclusion of the election, the Chief Executive Officer shall forward the list of five nominees to the Governor of Tennessee for review.

### **Article VII - Nomination and Election of Officers**

- Section 1. COMPOSITION OF NOMINATIONS COMMITTEE: The Nominations Committee shall be composed of the three most immediate Past Presidents, the President, the Treasurer, the Speaker of the House, the Pharmacy Technician member of the Board of Directors, and two general members of the Association to be appointed by the President.. The Chair of the Nominations Committee shall be the Immediate Past President.
- Section 2. VOTING: The Chief Executive Officer of the Association shall make a ballot available to any individual who holds active membership of the Association on the day of ballot distribution. Ballots shall be distributed no later than 60 days prior to the Summer Meeting. Ballots may be made available through one or more delivery methods, including, but not limited to mail, electronically, or a combination thereof in accordance with TPA Board of Directors adopted policy.
- Section 3. RETURN OF BALLOT: Association members receiving a ballot shall vote no later than the designated deadline.
- Section 4. BALLOTING COMMITTEE: The President of the Association shall appoint a Balloting Committee, comprised of members of the TPA Nominations Committee, which shall receive and confirm the ballots from the Chief

Executive Officer prior to the Summer Meeting. A report to the Association membership shall be rendered by the Balloting Committee during the Summer Meeting. A candidate shall be declared elected to an office if he/she receives a majority of the votes cast.

Section 5. NOTIFICATION OF ELECTED OFFICERS: Candidates elected to an office shall be notified by the Chief Executive Officer as soon as possible after the Balloting Committee has counted the ballots and declared which candidates have been elected.

Section 6. INCONCLUSIVE VOTE: In the event of a tie vote, the winner shall be determined by the House of Delegates at its first session following the announcement of the results by the Balloting Committee. In the event no single candidate receives a majority of the votes cast, the two candidates receiving the most votes will be resubmitted to the membership by mail ballot within fifteen (15) days after the Summer Meeting at which the election results were announced. The ballot shall be marked, sealed, and returned within twenty (20) days of the date printed on the ballot. The Board of Directors will be responsible for the counting of the ballots. The candidates will be notified of the results which will also be published in an official media accessible to members of the Association.

Section 7. ASSUMPTION OF OFFICE: All officers elected to positions on the Board of Directors shall take the oath of office during the Summer Meeting. In the event of a run-off election, the elected candidates shall take the oath of office at the next meeting of the Executive Committee or Board of Directors, whichever is meeting first.

*(In accordance with Article VII, Amendments of the Constitution and By-Laws of the Tennessee Pharmacists Association, the new Constitution and By-Laws was presented to the general membership on Monday, June 9, 1986 and read. On Tuesday, June 10, 1986 upon proper motion by Crouch, second by Corley, the new Constitution and By-Laws were adopted.) Revised Sunday, July 15, 1990. Revised Sunday, June 16, 1991. Revised Sunday, June 21, 1992. Revised Friday, July 19, 1996. Revised Monday, July 14, 1997. Revised Tuesday, February 9, 1999. Revised Monday, July 17, 2000. Revised Tuesday, February 12, 2002. Revised Thursday, July 18, 2005. Revised Tuesday, February 27, 2007. Revised Monday, July 30, 2007. Revised Monday, July 16, 2012. Revised Tuesday, February 25, 2014. Revised Tuesday, February 28, 2017.*