

# American Pharmacists Association Bylaws as amended through April 22, 2014.

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## ARTICLE I. NAME AND SEAL

1 **Section 1. Name.** This ASSOCIATION shall be called the  
2 "AMERICAN PHARMACISTS ASSOCIATION."

3 **Section 2. Seal.** This ASSOCIATION shall have an official seal.

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## ARTICLE II. PURPOSE

4 **Section 1. Purpose.** This ASSOCIATION provides  
5 information, education, and advocacy to help all pharmacists  
6 improve medication use and advance patient care.

7 **Section 2. Membership Benefits and Services.** In  
8 furtherance of its lawful purposes and within its corporate  
9 powers, this ASSOCIATION shall conduct such programs and  
10 activities and shall provide such other membership benefits  
11 and services as may be established from time to time by its  
12 members or Board of Trustees.

13 **Section 3. Code of Ethics.** This ASSOCIATION shall provide  
14 and maintain a Code of Ethics for pharmacists.

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## ARTICLE III. MEMBERSHIP

15 **Section 1. Classes of Membership.** This ASSOCIATION  
16 shall have Member, Student Pharmacist Member, Pharmacy  
17 Technician Member, and Honorary Member classes of  
18 membership and such other classes of membership as may  
19 be established from time to time by the Board of Trustees.

20 **Section 2. Member.** Any pharmacist who is licensed in the  
21 United States or a graduate of an Accreditation Council for  
22 Pharmacy Education (ACPE) accredited school/college of  
23 pharmacy, any member of a pharmacy faculty, or any other  
24 individual who shares the ASSOCIATION's mission and vision.  
25 Members of the former Life membership class shall be Members  
26 without payment of dues. A Member shall have full voting rights  
27 and may hold office in this ASSOCIATION as allowed by the  
28 individual office and in any of its membership organization  
29 groups in which membership is held as allowed by the individual  
30 office.

31 **Section 3. Student Pharmacist Member.** Any student  
32 enrolled in a school or college of pharmacy holding membership  
33 in the American Association of Colleges of Pharmacy or  
34 accredited by ACPE, or a student enrolled in a pre-pharmacy  
35 program, shall be eligible for membership as a Student  
36 Pharmacist Member. A Student Pharmacist Member shall also be  
37 a member of the ASSOCIATION's student pharmacist  
38 membership organization group. A Student Pharmacist Member  
39 shall have full voting rights in the student pharmacist  
40 membership organization group and may hold office only in the  
41 ASSOCIATION's student pharmacist membership organization  
42 group, provided, however, that a Student Pharmacist Member  
43 shall have full voting rights as a member of an  
44 ASSOCIATION committee or as a delegate in the  
45 ASSOCIATION House of Delegates. Student Pharmacist  
46 Members representing the student pharmacist membership  
47 organization group in the APhA House of Delegates shall have

48 the right to vote in that year's annual election for at-large APhA  
49 Board of Trustees members and APhA President-Elect, as well  
50 as any additional issues that may be placed on the ballot from  
51 time to time.

52 **Section 4. Pharmacy Technician Member.** Any individual  
53 who is a pharmacy technician shall be eligible for membership as  
54 a Pharmacy Technician Member. A Pharmacy Technician  
55 Member shall have full voting rights in a selected Association  
56 membership organization group and may hold office only in that  
57 selected membership organization group, provided, however,  
58 that a Pharmacy Technician Member shall have full voting rights  
59 as a member of an ASSOCIATION committee or as a delegate  
60 in the ASSOCIATION House of Delegates.

61 **Section 5. Honorary Membership.** Any individual may be  
62 granted Honorary membership by the Board of Trustees. An  
63 Honorary Member shall have no voting rights and may not hold  
64 office in this ASSOCIATION or any of its membership  
65 organization groups unless entitled to do so under another class  
66 of membership.

67 **Section 6. Admission to Membership.** Any individual shall  
68 be admitted to membership in the appropriate class of  
69 membership upon completion of administrative processing of  
70 any required application accompanied by required dues,  
71 provided, however, that the Board of Trustees may deny any  
72 individual membership for cause, meaning conduct tending to  
73 damage the public reputation of this ASSOCIATION.

74 **Section 7. Membership Benefits and Services.**  
75 Membership benefits and services for each class of membership  
76 shall be those established from time to time by the Board of  
77 Trustees. The Board of Trustees may add, delete, or adjust  
78 membership benefits and services as it deems necessary or  
79 desirable in furtherance of ASSOCIATION purposes. No  
80 addition, deletion, or adjustment of membership benefits or  
81 services shall require any adjustment of dues for the  
82 membership period during which the addition, deletion, or  
83 adjustment of membership benefits or services occurs.

84 **Section 8. Termination of Membership.** Any member may  
85 voluntarily terminate membership by notice to this  
86 ASSOCIATION. Termination of membership shall be effective  
87 upon completion of administrative processing of such notice.  
88 No such voluntary termination of membership shall be effective  
89 to avoid any debt to this ASSOCIATION. This ASSOCIATION  
90 may terminate the membership of any member for failure to pay  
91 required dues. Such termination of membership shall be  
92 effective at the convenience of this ASSOCIATION.  
93 Termination of membership shall terminate the right of any  
94 member to all membership benefits and services.

95 **Section 9. Dues.** Each member shall pay such dues as may be  
96 required from time to time by the Board of Trustees for each  
97 class of membership. The Board of Trustees may establish from  
98 time to time such administrative policies and procedures as it  
99 deems necessary or desirable to facilitate the payment and  
100 receipt of required dues. The Board of Trustees may also  
101 establish from time to time special dues within established  
102 classes of membership.

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## ARTICLE IV. OFFICERS

103 **Section 1. Officers.** The officers of the ASSOCIATION shall  
104 be the President, the President-elect, the Immediate Past  
105 President, the Treasurer, and the Executive Vice President.

106 **Section 2. President, President-elect and Immediate**  
107 **Past President.** The President shall be a pharmacist from the  
108 ASSOCIATION's Member category and the principal elected  
109 officer of the ASSOCIATION and shall serve as a Trustee of  
110 this ASSOCIATION.

111 The President shall first be elected as President-elect, and  
112 the year thereafter shall serve as President with the third year  
113 of service as Immediate Past President. The President shall  
114 preside at meetings of this ASSOCIATION and shall appoint,  
115 with the approval of the Board of Trustees, all ASSOCIATION  
116 committees other than the ASSOCIATION House of Delegates  
117 Committees.

118 The President shall perform such other duties as may be  
119 assigned from time to time by the Board of Trustees, but shall  
120 have no individual duties or responsibility for administrative  
121 decisions or actions with regard to the continuing management  
122 of ASSOCIATION affairs.

123 No individual shall serve as President-elect immediately  
124 following a term as President or Immediate Past President. A  
125 vacancy in the office of President shall be filled by the President-  
126 elect. A vacancy in the office of President-elect or Immediate  
127 Past President may be filled by a pharmacist from the  
128 ASSOCIATION's Member category appointed by the Board of  
129 Trustees, except that any appointment of a President-elect will  
130 be effective only until the next regular election at which time  
131 the membership shall elect both a President-elect and a  
132 President.

133 **Section 3. Executive Vice President.** The Executive Vice  
134 President shall be a pharmacist from the ASSOCIATION's  
135 Member category appointed by the Board of Trustees and  
136 employed by the ASSOCIATION as chief executive officer on  
137 such terms and conditions as are approved by the Board of  
138 Trustees. The Executive Vice President shall be responsible to  
139 the Board of Trustees in the exercise of assigned duties and  
140 authorities for executive and administrative decisions or actions  
141 with regard to the continuing management of the  
142 ASSOCIATION's affairs. The Executive Vice President shall  
143 serve as Secretary of the ASSOCIATION and as Secretary of  
144 the House of Delegates. A vacancy in the office of Executive  
145 Vice President shall be filled by a pharmacist from the  
146 ASSOCIATION's Member category appointed by the Board of  
147 Trustees.

148 **Section 4. Treasurer.** The Treasurer shall be a Member  
149 appointed by the Board of Trustees and shall serve for a term of  
150 three (3) years from the effective date of the appointment. No  
151 individual shall serve more than two (2) consecutive full three-  
152 year terms as Treasurer. A vacancy in the office of Treasurer  
153 shall be filled for the unexpired term by a Member appointed by  
154 the Board of Trustees.

155 **Section 5. Removal.** An Officer of the ASSOCIATION  
156 (except for the Executive Vice President) may be removed  
157 from office for any reason by a two-thirds (2/3) vote in favor  
158 of removal by the whole Board of Trustees, excluding the vote  
159 of the affected Officer. Trustees may only vote in person at an  
160 assembled meeting, face-to-face. No proxies, mail, telephone or  
161 other indirect means of voting shall be permitted. The vote shall  
162 be taken by secret written ballot. Counsel to the  
163 ASSOCIATION shall tally the ballots and shall announce only  
164 the result.

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## ARTICLE V. BOARD OF TRUSTEES

165 **Section 1. Composition.** Six (6) Elected Trustees, the  
166 Officers, the Speaker of the House of Delegates, and the  
167 Presidents of the membership organization groups of this  
168 ASSOCIATION shall constitute the Board of Trustees.

169 **Section 2. Duties and Authority.** The Board of Trustees  
170 shall be responsible for the general supervision and management  
171 of ASSOCIATION affairs, including, but not limited to, the  
172 specific duties and authority stated in these Bylaws. It shall have,  
173 in addition to the specific duties and authority stated in these  
174 Bylaws, such duties and authority which from time to time are  
175 imposed on or recognized by law as being applicable to  
176 nonprofit corporations. It shall adopt Bylaws and rules or  
177 procedures for the conduct of its business.

178 It shall act with regard to matters of ASSOCIATION policy for  
179 the House of Delegates in the interim between House of  
180 Delegates meetings and shall make an annual report to the  
181 membership regarding the programs and activities of this  
182 ASSOCIATION.

183 **Section 3. Election of Trustees.** Elected Trustees shall be  
184 elected as provided for in the Article on elections in these  
185 Bylaws.

186 **Section 4. Term of Office.** Elected Trustees shall be elected  
187 for a term of three (3) years and shall serve until their  
188 successors have been duly elected and installed. No individual  
189 shall serve more than two (2) successive full terms as an Elected  
190 Trustee. However, nothing in this Article shall prevent a  
191 Trustee who has served two full successive terms from being  
192 elected as President-elect or President.

193 **Section 5. Vacancies.** A vacancy among Elected Trustees shall  
194 be filled by a pharmacist from the ASSOCIATION's Member  
195 category selected by the Board of Trustees to serve the  
196 remainder of the unexpired term. A vacancy among Officer  
197 Trustees shall be filled as provided for in the Article on Officers  
198 in these Bylaws. A vacancy in the Office of Speaker or the  
199 Office of Speaker-elect of the House of Delegates shall be filled  
200 as provided for in the Article on the House of Delegates in  
201 these Bylaws.

202 **Section 6. Meetings.** The Board of Trustees shall meet at the  
203 call of the President or on the call of a quorum of the Board of  
204 Trustees. The time and place of Board of Trustees meetings  
205 shall be established by the President.

206 **Section 7. Quorum.** A majority of Trustees plus one shall  
207 constitute a quorum for the transaction of business.

208 **Section 8. Removal.** A Trustee of the ASSOCIATION may  
209 be removed from office for any reason by a two-thirds (2/3)  
210 vote in favor of removal by the whole Board of Trustees,  
211 excluding the vote of the affected Trustee. Trustees may only  
212 vote in person at an assembled meeting, face-to-face. No  
213 proxies, mail, telephone or other indirect means of voting shall  
214 be permitted. The vote shall be taken by secret written ballot.  
215 Counsel to the ASSOCIATION shall tally the ballots and shall  
216 announce only the result.

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## ARTICLE VI. HOUSE OF DELEGATES

217 **Section 1. Composition.** The House of Delegates shall  
218 consist of delegates from states, ASSOCIATION membership  
219 organization groups, Recognized National Organizations,  
220 Delegates Ex Officio, and Speaker-appointed delegates. Each  
221 delegate and Delegate Ex Officio must be a member of this  
222 ASSOCIATION.

223 **Section 2. Apportionment of Delegates.**

224 **A.** States: each shall have two (2) delegates plus one (1) delegate  
225 for each two hundred (200) Members of this ASSOCIATION,  
226 or major fraction thereof, who are members of this  
227 ASSOCIATION residing in the state. Delegates and alternate  
228 delegates from each state should reflect the demographic  
229 diversity represented by the ASSOCIATION membership  
230 residing in that state.

231 **B.** ASSOCIATION membership organization groups: each shall  
232 have twenty-eight (28) delegates.

233 **C.** Recognized National Organizations: each shall have two (2)  
234 delegates, delegates who are members of the recognized  
235 organization.

236 **D.** Delegates Ex Officio: shall be each Trustee, ASSOCIATION  
237 Former Presidents, and Former Speakers of the House of  
238 Delegates.

239 **E.** The Speaker shall appoint up to 10 delegates from House  
240 committee members not appointed as delegates from other  
241 delegations.

242 **F.** Each appointing organization shall have the right to appoint  
243 one (1) alternate delegate for up to five (5) delegates that it  
244 appoints, plus one (1) alternate delegate for each additional  
245 five (5) delegates, or major fraction there-of, that it appoints.

246 **G.** Delegations that have one or more seats unfilled during both  
247 House sessions for 3 consecutive years shall have those seats  
248 removed from their delegate allocation. Delegations shall be  
249 notified 60 days prior to the removal of delegate seats and  
250 may petition the Secretary of the House for reappointment of  
251 those seats.

252 **Section 3. Duties and Authority.** The House of Delegates  
253 shall serve as a legislative body in the development of  
254 ASSOCIATION policy. It shall act on such policy  
255 recommendations as shall come before it and shall adopt  
256 rules or procedures for the conduct of its business.

257 **Section 4. Appointment of Delegates.** Affiliated State  
258 Organizations, Recognized National Organizations, and  
259 ASSOCIATION membership organization groups will appoint  
260 the delegates and alternate delegates to which they are entitled.  
261 Delegates and alternate delegates are appointed to serve from  
262 June 1 through May 31 of each year. Delegates representing the  
263 student pharmacist membership organization group shall be  
264 appointed in accordance with procedures and length of terms  
265 established by the student pharmacist membership organization  
266 group. Those delegates unable to attend the regular meeting of  
267 the House of Delegates will be replaced with 30 days' notice  
268 prior to the meeting. Appointing organizations shall notify the  
269 Secretary of the House of Delegates at least thirty (30) days  
270 before the June 1 appointment date of the name and address of  
271 each of its delegates and alternate delegates. The Speaker shall  
272 appoint up to 10 delegates from House committee members  
273 not appointed as delegates from other delegations. All delegates  
274 and alternate delegates other than Delegates Ex Officio shall  
275 serve until their successors have been appointed. Delegates Ex  
276 Officio shall serve for life or, in the case of Trustees serving  
277 as Delegates Ex Officio, until their successors have been duly  
278 appointed or elected and installed.

279 **Section 5. Officers.** The Officers of the House of Delegates  
280 shall be a Speaker, a Speaker-elect, and a Secretary. The  
281 Speaker shall appoint delegates and Committees as provided in  
282 these Bylaws, shall preside at meetings of the House of  
283 Delegates, and shall be responsible for a report of the actions of  
284 the House of Delegates to the members of this ASSOCIATION.  
285 The Speaker-elect shall assist the Speaker in the performance of  
286 the Speaker's duties and/or perform such duties as specified by  
287 the House of Delegates. In the event of a vacancy in the Office  
288 of Speaker, or in the event the Speaker is unable to perform the

289 duties of the office during a meeting of the House of Delegates,  
290 the Speaker-elect shall assume the duties of the Speaker. In the  
291 event of a vacancy in both the Office of Speaker and the Office  
292 of Speaker-elect, or in the event both the Speaker and the  
293 Speaker-elect are unable to perform the duties of the offices  
294 during a meeting of the House of Delegates, the House of  
295 Delegates shall elect a Speaker pro tem, at which time a  
296 Speaker and a Speaker-elect shall be elected. The Secretary of  
297 the House of Delegates shall be responsible for the  
298 administrative functions of the House of Delegates.

299 **Section 6. Elections.** The Speaker-elect shall be elected  
300 during the Annual Meeting of the ASSOCIATION by the House  
301 of Delegates from among a slate of delegates nominated by the  
302 House of Delegates Committee on Nominations and as  
303 otherwise may be provided for in rules or procedures adopted  
304 by the House of Delegates. Speaker-elect elections will be held  
305 every other year. The Speaker-elect shall serve until the end of  
306 the next Annual Meeting of the ASSOCIATION following  
307 election at which time the Speaker-elect shall be installed in the  
308 Office of Speaker. The Speaker shall serve for two years. The  
309 Speaker shall serve until a successor is duly elected and/or  
310 installed. The Executive Vice President of the ASSOCIATION  
311 shall serve as Secretary of the House of Delegates.

312 **Section 7. Meetings.** The House of Delegates shall hold a  
313 regular meeting during the Annual Meeting of this  
314 ASSOCIATION, this regular meeting to consist of such sessions  
315 and to have an order of business as specified in the official  
316 program of the Annual Meeting. The House of Delegates may  
317 hold special meetings at the call of the Speaker with the  
318 approval of the Board of Trustees, or upon written petition of a  
319 majority of authorized delegates. The time and place of special  
320 meetings of the House of Delegates shall be established by the  
321 Speaker with the approval of the Board of Trustees.

322 **Section 8. Quorum.** A majority of the delegates registered at  
323 any regular or special meeting of the House of Delegates shall  
324 constitute a quorum for the transaction of business.

325 **Section 9. Committees.** The House of Delegates shall have  
326 committees as established by the Speaker and the Board of  
327 Trustees. Such Committees shall be appointed by the Speaker  
328 of the House of Delegates. The House of Delegates shall have  
329 the following standing committees:

- 330 Committee on Nominations
- 331 Canvassers Committee
- 332 Policy Committees.

333 Committees shall have such number of members as the Board  
334 of Trustees may establish and shall consider subjects only on  
335 agendas approved by the Board of Trustees. The House of  
336 Delegates Committee on Nominations shall nominate  
337 candidates for Speaker of the House of Delegates in accordance  
338 with such Bylaws, rules, or procedures as the House of  
339 Delegates deems necessary or desirable to facilitate its business.  
340 The House of Delegates Canvassers Committee shall certify the  
341 results of the House of Delegates elections.

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## ARTICLE VII. RECOGNIZED AND AFFILIATED ORGANIZATIONS

342 **Section 1. Recognized National Organizations.** Any  
343 national organization representing pharmacy, the purposes of  
344 which are consistent with the purposes of this ASSOCIATION,  
345 may be designated a Recognized National Organization by the  
346 Board of Trustees. The status of such an organization as a  
347 Recognized National Organization may be terminated by the

348 Board of Trustees.  
349 **Section 2. Affiliated State Organizations.** A State  
350 Organization may be designated as an Affiliated State  
351 Organization by the Board of Trustees in its discretion.

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## ARTICLE VIII. ORGANIZATION OF MEMBERS

352 **Section 1. Organization.** The Association shall have a  
353 membership organization group representing at least the  
354 following segments of members: pharmacy practitioners,  
355 student pharmacists, and pharmaceutical scientists. Each group  
356 shall have an Executive Committee consisting of a President, a  
357 President-elect, and such additional members as the Board of  
358 Trustees may establish from time to time. Each Executive  
359 Committee shall be elected by the members of the group  
360 pursuant to procedures established by the Board of Trustees.

361 **Section 2. Additional membership organization groups.** The  
362 Board may, from time to time, establish additional membership  
363 organization groups reflecting the diverse professional needs of  
364 the membership.

365 **Section 3. Programming.** Each membership organization  
366 group shall conduct such programs as may be established from  
367 time to time for the benefit of its members, the profession, or  
368 the public. Programs are subject to the approval of the Board of  
369 Trustees. The student pharmacist organization group may  
370 recognize an affiliated student pharmacist chapter at any  
371 ACPE-accredited or American Association of Colleges of  
372 Pharmacy recognized school or college of pharmacy.

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## ARTICLE IX. MEETINGS

373 **Section 1. Annual Meeting.** This ASSOCIATION shall hold  
374 an Annual Meeting each calendar year at a time and place  
375 established by the Board of Trustees. The Annual Meeting shall  
376 consist of such sessions and shall have an order of business  
377 as specified in the official program for the Annual Meeting.

378 **Section 2. Special Meetings.** The ASSOCIATION may hold  
379 special meetings at the call of the President with the approval of  
380 the Board of Trustees. The time and place of special meetings  
381 shall be established by the President. The order of business for a  
382 special meeting shall be as specified in the call, notice or agenda  
383 of the special meeting.

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## ARTICLE X. ELECTIONS

384 **Section 1. Nominations.** Candidates for election as  
385 ASSOCIATION President-elect and Elected Trustees shall be  
386 from among pharmacists in the Member category. A slate of  
387 two (2) candidates shall be nominated for each Elected Trustee  
388 slot and President-Elect.

389 **Section 2. Nominating Committee.** The Committee on  
390 Nominations shall nominate all candidates for President-elect  
391 and Elected Trustees as provided for in this Article. The  
392 Committee on Nominations shall consist of the most recent  
393 nonincumbent Former President, the immediate former Speaker  
394 of the House of Delegates, and three (3) other members  
395 appointed by the President. No individual shall serve on the  
396 Committee on Nominations in more than three (3) consecutive  
397 calendar years.

398 **Section 3. Election Procedure.** Except as may otherwise be  
399 provided in these Bylaws, the names of candidates for election  
400 and a mail ballot shall be provided all members entitled to vote.  
401 Executed ballots must be received by the date published on the  
402 ballot.

403 The Committee of Canvassers shall certify the results of all  
404 ASSOCIATION elections, except for elections in the House of  
405 Delegates. The Committee of Canvassers shall meet following a  
406 tally of timely, valid ballots and shall review the election  
407 procedure for compliance with these Bylaws. It shall certify to  
408 the Board of Trustees the results of the election for each  
409 position. The names of candidates elected shall be made public  
410 following certification of the election by the Committee of  
411 Canvassers. Once certified, the results of any election shall not  
412 be subject to challenge.

413 **Section 4. Time of Election.** Except as may otherwise be  
414 provided in these Bylaws, the ASSOCIATION nomination and  
415 election process shall be conducted pursuant to a schedule  
416 established by the Executive Vice President with the approval of  
417 the Board of Trustees, which will permit candidates elected to  
418 assume office as provided in these Bylaws.

419 **Section 5. Installation.** Except as may otherwise be provided  
420 in these Bylaws, Officers and Elected Trustees of the  
421 ASSOCIATION and the elected officers of the membership  
422 organization groups shall assume office at the conclusion of  
423 business on the last day of the Annual Meeting of the  
424 ASSOCIATION following the year in which they are elected.

425 **Section 6. Honorary President.** When nominated by the  
426 Board of Trustees, an Honorary President of the  
427 ASSOCIATION shall be elected pursuant to the election  
428 procedures established in these Bylaws. The Honorary  
429 President shall be a member of the ASSOCIATION, shall have  
430 made significant contributions to the ASSOCIATION, and shall  
431 serve for a one-year term commencing on the first day of the  
432 Annual Meeting following the year in which elected.

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## ARTICLE XI. FINANCES

433 **Section 1. Financial and Investment Policy.** The financial  
434 and investment policy of this ASSOCIATION shall be as  
435 established from time to time by the Board of Trustees with the  
436 advice of the Treasurer, Executive Vice President, and such  
437 other financial advisors as the Board of Trustees may deem  
438 necessary or desirable. Investments shall not be restricted to  
439 those approved by law by the District of Columbia or any other  
440 jurisdiction.

441 **Section 2. Financial Administration.** The Executive Vice  
442 President, with the approval of the Treasurer, shall be  
443 responsible for the continuing management of the financial  
444 affairs of this ASSOCIATION. The Board of Trustees shall  
445 approve any bank intended to serve as a repository of  
446 ASSOCIATION assets and a public accounting firm that shall be  
447 retained to conduct an annual audit of ASSOCIATION  
448 accounts. All disbursements of ASSOCIATION funds shall be  
449 pursuant to such policies and procedures as may be  
450 established from time to time by the Board of Trustees and  
451 are to be monitored and reviewed on a regular basis by the  
452 Treasurer and the Executive Vice President or by the Executive  
453 Vice President alone.

454 **Section 3. Bonds.** The Treasurer, the Executive Vice  
455 President, and such other members, employees, or agents of  
456 this ASSOCIATION as the Board of Trustees may direct  
457 shall be bonded for proper care and disposition of

458 ASSOCIATION property in their possession or custody. Such  
459 bonds shall be in amounts and subject to such conditions as  
460 the Board of Trustees shall direct. The expense of such bonds  
461 shall be borne by the ASSOCIATION.  
462 **Section 4. Financial Report.** The Treasurer shall make an  
463 annual financial report to the membership that includes an  
464 audited financial statement for the preceding fiscal year.

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## ARTICLE XII. BOARD OF PHARMACY SPECIALTIES

465 **Section 1. Purposes.** The Board of Pharmacy Specialties shall  
466 exist for the following purposes:

467 A. To grant recognition of appropriate pharmacy practice  
468 specialties based on criteria established by the Board of  
469 Pharmacy Specialties.

470 B. To establish standards for certification and  
471 recertification  
472 in recognized pharmacy practice specialties.

473 C. To grant qualified pharmacists certification and  
474 recertification in recognized pharmacy practice  
475 specialties.

476 D. To serve as a coordinating agency and informational  
477 clearinghouse for organizations and pharmacists in  
478 recognized pharmacy practice specialties.

479 **Section 2. Bylaws and Composition.** The Board of  
480 Pharmacy Specialties shall operate under Bylaws (and  
481 subsequent amendments) approved by the ASSOCIATION's  
482 Board of Trustees. The composition of the Board of Pharmacy  
483 Specialties shall be outlined in the approved Bylaws.

484 **Section 3. Finances.** The ASSOCIATION shall act as fiscal  
485 agent for the Board of Pharmacy Specialties in accordance with  
486 procedures established by the ASSOCIATION's Board of  
487 Trustees. The ASSOCIATION shall prepare an annual audited  
488 financial report of Board of Pharmacy Specialties activities.

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## ARTICLE XIII. PARLIAMENTARY AUTHORITY AND PRECEDENCE

489 **Section 1. Parliamentary Authority.** The rules contained in  
490 the current edition of Robert's Rules of Order shall govern this  
491 ASSOCIATION in all cases to which they are applicable. The  
492 Executive Vice President may retain the services of a qualified  
493 parliamentarian for any meeting when such services are deemed  
494 necessary or desirable and shall do so for all deliberative  
495 meetings of the House of Delegates.

496 **Section 2. Precedence.** In any case of conflict between these  
497 Bylaws and any other bylaws, parliamentary authority, or rules  
498 or procedures of any membership organization group, these  
499 Bylaws shall prevail. All such apparent conflicts shall be resolved  
500 by the Board of Trustees whose decision shall be binding on all  
501 interested parties.

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## ARTICLE XIV. AMENDMENTS

502 **Section 1. Bylaws.** Every proposed amendment of these  
503 Bylaws, following the approval of counsel and the Board of  
504 Trustees, shall be submitted with a mail ballot to all members  
505 entitled to vote. Executed ballots must be received by this  
506 ASSOCIATION by the date published on the ballot. A proposed

507 amendment of these Bylaws shall become effective upon  
508 receiving a two-thirds (2/3) affirmative vote certified by the  
509 Committee of Canvassers to the Board of Trustees. Once  
510 certified, the results of any vote on a proposed Bylaw  
511 amendment shall not be subject to challenge.

512 **Section 2. Code of Ethics.** Every proposed amendment of the  
513 Code of Ethics, with the approval of counsel and the Board of  
514 Trustees, shall be submitted with a mail ballot to all members  
515 entitled to vote. Executed ballots must be received by this  
516 ASSOCIATION by the date published on the ballot. A proposed  
517 amendment of the Code of Ethics shall become effective upon  
518 receiving a two-thirds (2/3) affirmative vote certified by the  
519 Committee of Canvassers to the Board of Trustees.

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## ARTICLE XV. NOTICE

520 **Section 1. Previous Notice.** Any previous notice required to  
521 be provided any member of this ASSOCIATION may be given  
522 by printing the notice in a publication regularly provided the  
523 member entitled to notice or by mailing the notice to each  
524 member entitled to notice at the member's mailing address then  
525 indicated in the membership records of this ASSOCIATION.