

Bylaws of the Kansas Pharmacists Association

September 30, 2017

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The Association shall be called the Kansas Pharmacists Association.

ARTICLE II: OFFICES AND REGISTERED AGENT

2.1 PRINCIPAL OFFICE

The principal office of the Kansas Pharmacists Association (the Association) shall be in Topeka, Kansas.

2.2 OTHER OFFICES

The Association may have such other office or offices, within the State of Kansas, as may be designated from time to time by the Board of Directors of the Association.

2.3 REGISTERED AGENT

The Association will have and continuously maintain in the State of Kansas a registered agent which shall be the Association itself.

ARTICLE III: PURPOSES

3.1 SECTION 501(c)(6) ORGANIZATION

The Kansas Pharmacists Association (the Association) is organized and operated on a non-stock basis exclusively for charitable and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code") and is organized, and shall at all times be operated, exclusively as a supporting organization within the meaning of Section 509(a)(3) of the Code.

3.2 SPECIFIC PURPOSE AND MISSION

The Association is a state professional organization of pharmacists, united for, and dedicated to the advancement and promotion of quality and rational public health, with particular reference to assuring optimal pharmacotherapy for the citizens of Kansas. The Association is founded upon its commitment to preserve, protect, and advance the interests of, and to serve the economic, educational, ethical, and social needs of the pharmacy profession.

ARTICLE IV: MEMBERS

4.1 ASSOCIATION MEMBERSHIP

4.1.1 Voting Membership shall allow the member to vote for all positions of the Executive Committee and the Board of Directors and shall be open to those pharmacists licensed to practice pharmacy.

4.1.2 Mission Membership shall be open to individuals supporting the goals and objectives of the Association. Mission Memberships are Student, Pharmacy Technician, Professional, Corporate Affiliate, Honorary, Retired and Associate. Member-at-Large positions for the Board of Directors are voted on by all current association members. Members in Mission Membership categories may vote in Association elections as enumerated below.

4.2 MEMBERSHIP CATEGORIES

Membership categories include Licensed Pharmacist, Student, Pharmacy Technician, Professional, Corporate Affiliate, Honorary, Retired, Faculty, and Associate. Each Membership Category may include sub-categories as deemed appropriate by the Board.

4.2.1 Licensed Pharmacist Members must be licensed to practice pharmacy and in good standing with their state board of pharmacy. Licensed Pharmacist Members shall have the right to vote for all positions of the Executive Committee and the Board of Directors.

4.2.2 Student Members must be enrolled and in good standing with an accredited school of pharmacy. Student Members shall only have the right to vote in President-Elect, Secretary/Treasurer and Member-at-Large Director elections.

4.2.3 Pharmacy Technician Members must be registered and in good standing with their respective state board of pharmacy. Pharmacy Technician Members shall ~~not~~ only have the right to vote in President-Elect, Secretary/Treasurer, Member-at-Large Director, and their academy leadership elections .

4.2.4. Professional and Corporate Members are classified as businesses/companies that support, advance, and help KPhA members and the Kansas pharmacy profession as a whole by providing valuable resources. Pharmacists deciding to join as Professional or Corporate members shall have the right to vote. All other individuals in these categories shall only have the right to vote in Member-at-Large Director elections.

4.2.5 Honorary Members are pharmacists no longer in active practice whether they have a license or not. This status may be granted to any individual judged to have rendered outstanding service to the Association upon unanimous vote of the Board of Directors,

provided the person has possessed a pharmacy license for fifty years (but not necessarily in Kansas the whole time); and that he or she has been a Licensed Pharmacist Member for at least ten years. Honorary members shall have the right to vote.

4.2.6 Retired Members are pharmacists no longer in active practice whether they have a license or not. Retired members shall have the right to vote.

4.2.7 Associate Members are individuals who are not pharmacists, residents, student pharmacists, pharmacy technicians, professional or corporate affiliate members but are interested in advancing the profession of pharmacy. Associate Members shall only have the right to vote in Member-at-Large Director elections.

4.3 MEMBERSHIP APPLICATION

All individuals or corporations desiring to become members of the Association shall complete, submit, and sign the application form created by the Association. Any willful misstatements in the application shall be grounds for automatic rejection of the application or subsequent expulsion if the applicant has previously been granted membership. The application shall be accompanied by the prescribed dues as specified by the Board of Directors.

4.4 DUES

Association dues shall be proposed by the Board of Directors and approved by the Membership. The Board shall develop a membership dues structure within the Membership Categories and sub-categories sufficient to fund the events, activities, and mission of the Association.

4.5 REFUNDS

No dues shall be refunded to any member whose membership terminates for any reason.

4.6 IDENTIFICATION OF MEMBERSHIP

All members in good standing shall have the right to represent themselves as members of the Association and to wear such insignia as shall be designated by the Association for the use and identification of members.

4.7 ANNUAL MEMBERSHIP MEETING

There shall be an annual meeting of the Association Membership. The Annual Meeting shall be held in the second half of each calendar year. The Board shall determine the location of the Annual Meeting. Duly elected officers shall take the oath of office; the Secretary/Treasurer shall give the annual financial report and Annual Meeting minutes shall be presented for approval; and all Academies, and Councils shall provide a report of their activities during the preceding year.

4.8 QUORUM

There shall be a quorum when 50 voting members are present at the meeting.

ARTICLE V: OFFICERS

5.1 ASSOCIATION BOARD OFFICERS

The Officers of the Association's Board of Directors shall consist of a President, President-elect, Secretary/Treasurer and Immediate Past President.

5.2 QUALIFICATIONS OF PRESIDENT-ELECT

In order to be nominated to the office of President-elect of the Association's Board of Directors, an individual must:

- a) Have served at least one year as a Director on the Board, as a representative of the Academy from which he or she was elected chairperson or as a Member-at-Large;
- b) Be able to attend and actively participate in the Board's regular and special meetings, as well as Board-affiliated training workshops;
- c) Be able to provide leadership for the Association and the Board; and
- d) Be a licensed pharmacist in the State of Kansas.

5.3 QUALIFICATIONS OF SECRETARY/TREASURER

In order to be nominated to the office of Secretary/Treasurer of the Association's Board of Directors, an individual must be:

- a) Knowledgeable about budget and finance;

- b) Able to attend and actively participate in the Board's regular and special meetings, as well as Board-affiliated training workshops;
- c) Able to provide leadership for the Association and the Board; and
- d) Be a licensed pharmacist in the State of Kansas.

5.4 TERMS OF OFFICE

The term of office for the President and President-elect shall be one (1) year or until a successor is elected or appointed. The term of office for the Secretary/Treasurer shall be three (3) years or until a successor is elected or appointed.

5.5 OFFICER ELECTIONS

Upon the general election, the President of the Board shall become Immediate Past President, the President-elect of the Board shall become the President, the elected President-elect and Secretary/Treasurer shall hold their respective offices.

5.6 OFFICER POWERS

- a) President: Shall preside at all organizational, regular, annual, and special Board meetings. The President shall have the authority to delegate this privilege to the President elect. The President shall be responsible for supervising and evaluating the work performance of the Association's Executive Director. The Board President shall have authority to execute contracts and other legal documents on behalf of the Association. The President shall also determine the dates and times of special Board meetings.
- b) President-elect: The President-elect shall perform all duties incumbent upon the President during the absence or disability of the President, shall prepare for his or her succeeding term as President, shall coordinate the general election of Officers to the Board of Directors, and shall perform such other duties as the Board of Directors or the President may, from time to time, designate.
- c) Immediate Past President: Shall serve as a member of the Board of Directors, and shall perform such other duties as the Board of Directors or President may, from time to time, designate.
- d) Secretary/ Treasurer: Shall be the recording Officer of the Association. Shall ensure that all meeting minutes are properly maintained. Shall ensure that all notices are given in

accordance with these bylaws. Shall have the overall responsibility for the Association's finances including, but not necessarily limited to:

- i. Directing the preparation and review of monthly and annual financial reports and provide a financial report on a monthly and annual basis; and
- ii. Ensuring that an audit of the Association's financial statements occurs at least every three years and, if requested by the Board, more frequently.

5.7 OFFICER RESIGNATION

An Officer may resign his/her office by giving ten (10) days advance written notice to the Board President. The President may resign by giving the same notice to the President-elect. Should the office of President be vacant, notice of resignation shall be provided to the President-elect.

5.8 OFFICER REMOVAL

An Officer may be removed from office at a regular or special Board meeting by a two-thirds vote of the Board of Directors if the Board determines in its discretion that such action is in the best interests of the Association. Any Officer so removed shall be notified of the Board's decision in writing at the earliest possible date. An Officer who is removed shall return all Association documents, equipment, materials, supplies, and other items to the Association office within ten (10) days following the receipt of such removal notice.

5.9 OFFICER VACANCIES

Any vacancy may be filled for the balance of the unexpired term by the Board at a regular or special Board meeting. In the event that the President-elect assumes the office of President thereby creating a vacancy in the President-elect's office, the Board, before filling the vacancy, shall call a special advisory election of the full Membership. Such special advisory election shall be called and the vacancy filled within 60 days after the vacancy in the office of President-elect.

5.10 OFFICER COMPENSATION

Association Board Officers shall receive no monetary or other compensation for the performance of their duties. They may, however, receive reimbursement for reasonable expenses related to performing Association business as authorized by the Board.

ARTICLE VI: ELECTION PROCEDURES

6.1 AUTHORITY

The President-elect is responsible for coordinating the election of Officers to the Board of Directors. The President-elect shall oversee all election procedures and certify the ballots cast in all Association elections. The President may establish an ad hoc committee for the purposes of verifying the eligibility of nominees. This committee may also contact nominees to verify that they are interested and available to serve in the position for which they have been nominated.

6.2 NOMINATION PROCEDURES

A "Call for Nominations" letter will be published in the Association newsletter and on the Association website at least 60 days before the Annual Meeting. The letter will contain a description of the duties for each Officer position, as well as a general description of the authority of Association Board Directors as outlined in these Bylaws. Nominations will be accepted for at least 30 calendar days after the publication of the "Call for Nominations."

6.3 ELECTION PROCEDURES

A ballot of nominees will be posted on the Association website. Association members in good standing are eligible to vote and will have at least 15 calendar days in which to cast a ballot. Members may vote electronically or submit a paper ballot post-marked no later than 15 calendar days before the Annual Meeting. At the end of the election period, the President-elect shall count the number of votes for each nominee. He or she may enlist the assistance of an ad hoc committee appointed by the President to perform this task. The President-elect shall notify the nominees of the election results. Newly elected Officers will assume their respective offices on January 1 of the year following the Annual Meeting.

ARTICLE VII: BOARD OF DIRECTORS

7.1 NUMBER AND APPOINTMENT OF DIRECTORS

The Association's Board of Directors (referred to in these bylaws as the "Board") shall include the following voting positions:

- a) The elected chairperson (or designee) from each Academy;
- b) The president (or designee) of the Kansas Pharmacy Foundation (KPF),
- c) Two Member-at-Large Directors.

The Board of Directors shall also include each of the following Officer (voting) positions:

- d) President,
- e) President-elect,
- f) Secretary/ Treasurer, and
- g) Immediate Past President.

For the purpose of ensuring Board representation for all member categories, the Board shall also include the following ex officio, non-voting members:

- a) School of Pharmacy Representative (Dean of the University of Kansas School of Pharmacy or designee),
- b) Technician Council Chairperson (or designee),
- c) Kansas New Practitioners' Council Chairperson (or designee), and
- d) Student Representative.

7.2 QUALIFICATIONS

In order to serve on the Association's Board of Directors (except for the Pharmacy Foundation President) an individual must meet all of the following qualifications:

- a) Elected as the chairperson of his or her Academy; or as one (1) of the two (2) Member-at-Large Directors
- b) Interested in the needs, priorities, and services of the Association;
- c) Able to assist the Association in accomplishing its purposes;
- d) Able to assist the Association with securing cash and non-cash resources; and

- e) Possessed of such other or additional qualifications as the Board may from time to time establish.

7.3 TERMS OF SERVICE

With the exception of the Board members elected in 2018, each Director elected by his or her Academy or as a Member-at-Large Director shall serve for two years, unless he or she resigns or is removed pursuant to these bylaws. Newly elected Officers will assume their respective offices on January 1 of the year following the Annual Meeting.

7.4 RESIGNATION

A Director may resign from the Board by giving ten (10) days advance written notice to the President of the Board. Any Director shall resign from the Board upon becoming disqualified to serve. Acceptance of the resignation is not required for the resignation to be effective.

7.5 REMOVAL

The Board may remove a Director by a two-thirds vote of the Board members present at any regular or special Board meeting upon a determination that such action is in the best interests of the Association. Any Director shall be removed from the Board upon becoming disqualified to serve. Any Director so removed shall be promptly notified in writing of the Board's decision.

7.6 VACANCIES

Any Director vacancy shall be filled by appointment by the Board President.

7.7 POWERS

The Board shall have full power and authority over the affairs of the Association, except as otherwise provided by these Bylaws. The Board shall be responsible for planning, financing, implementing, and evaluating the activities of the Association. All of the actions and decisions of the Board shall be solely for the fulfillment of the purposes of the Association. The powers of the board shall include, but not be limited to the following:

- a) Confirm Directors elected by Academies, general electorate, or Councils;
- b) Approve the establishment of new Academies;

- c) Fill Officer vacancies;
- d) Determine dates and times of regular, special, and annual Board meetings;
- e) Select the legal counsel, and auditors for the Association;
- f) Adopt long range, annual, and project plans for the Association;
- g) Adopt an annual budget;
- h) Establish such committees as are required to conduct the business of the Association;
- i) Conduct special events related to Association purposes;
- j) Seek, accept, award, exchange, lease, or sell Association resources;
- k) Authorize investment policies and expenditures for the Association;
- l) Authorize legal agreements and contracts on behalf of the Association;
- m) Adopt special rules of order and standing rules to govern its proceedings and affairs of the Association over which it has power and authority;
- n) Fulfill the rights, duties, and powers of Directors according to applicable Kansas statutes and regulations; and
- o) Perform any and all other Association business as necessary.

7.8 DUTIES

Directors and Officers shall exercise their powers in good faith and while fulfilling their fiduciary duties and duties of loyalty and good faith. The Board shall adopt policies regarding confidentiality and conflicts of interest.

7.9 CONFIDENTIALITY AND CONFLICTS OF INTEREST POLICIES

Board members shall read and sign Confidentiality and Conflict of Interest Statements upon accepting a position on the Board and on an annual basis thereafter.

7.10 COMPENSATION

Directors shall receive no monetary or other compensation for the performance of their duties as Directors. Directors may receive reimbursement for reasonable expenses related to performing Association business as authorized by the Board.

7.11 LIABILITY OF DIRECTORS

A Director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred upon such Director by the Association if such Director acted in accordance with his or her good faith judgment in the best interests of the Association or, unless such Director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such Director relied upon information, opinions, reports, or statements prepared or presented by (a) one or more Officers or employees of the Association whom the Director believes, in good faith, to be reliable and competent in the matters presented, or (b) legal counsel, public accountants, or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence.

ARTICLE VIII: BOARD MEETINGS

8.1 REGULAR BOARD MEETINGS

Regular meetings of the Association Board of Directors shall be held on a quarterly basis. The Board shall determine the specific date and time for the regular quarterly meetings which shall be held at the Association office unless another location is selected by the Board. Directors may participate in a meeting by means of telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person and waiver of notice.

8.2 SPECIAL MEETINGS

The President of the Board may call a Special Meeting upon 24 hours notice. Other Board Directors may request a Special Meeting by notifying the Board President upon 24 hours notice and such a request shall not be unreasonably denied. Special Meetings shall be held at the office of the Association, or at any other location selected by the Board. Directors may participate in a Special Meeting by means of telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person and waiver of notice.

8.3 NOTICE

Advance notice of all Regular and Annual meetings shall be provided to the Directors and Officers at least seven (7) days before such meeting is to be held. Notices shall indicate the date, time, and location of the meetings, as well as the general Association business item(s) to be transacted. Notices may be personally delivered, sent by electronic means, or US mail to each of the above individuals at his/her preferred address as listed in the Association's records. If mailed, the meeting notices shall be deemed to be delivered when deposited in the United States mail in properly addressed sealed envelopes with adequate prepaid postage. If the notices are provided electronically, such meeting notices shall be deemed to be delivered when sent by the Association to the last known email address provided by the recipient.

8.4 WAIVER OF NOTICE

Any member of the Board of Directors may waive meeting notice before, during, or after the Board meeting. Attendance at a meeting shall be deemed a waiver of notice unless the Director states otherwise at the beginning of the meeting, or objects to the transaction of business because of failure to receive adequate notice.

8.5 QUORUM

A majority of the Directors present at a meeting constitutes a quorum for the official transaction of Association business. When such a quorum is present, the Directors may call a Board meeting to order and may continue to conduct Association business until adjournment. Should a quorum not be present prior to a Board meeting, the meeting shall not be called to order until a quorum is present.

8.6 VOTING

Each director present at a Board meeting shall be entitled to cast one vote on each matter requiring an official vote. The affirmative vote of a majority of directors present and entitled to vote on the subject shall be the act of the board of directors unless the vote of a greater number is required by the law, the articles of incorporation, these bylaws, or the parliamentary authority. Voting may be by electronic means. If confronted with a situation in which a super-majority of the Board has determined, by the making of an appropriate motion and subsequent positive vote by two-thirds of the Board Directors present and voting, that a Board member with a conflict of interest should recuse themselves from a Board vote, the Board member determined to have a conflict of interest will not be allowed to vote on the contested action.

8.7 ACTION WITHOUT A MEETING

Any action required to be taken at a meeting of the Board of Directors (including any action required by law or otherwise to be taken by resolution of the Board), may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all the Directors and filed with the minutes of the meetings of the Board. All Directors need not sign the same document. Such consent may be obtained by electronic communication such as e-mail or fax.

ARTICLE IX: ACADEMIES

9.1 CHARTER ACADEMIES

The following professional practice areas and member groups are recognized as Academies approved and authorized by the Association.

- a) Kansas Society of Health-System Pharmacists;
- b) Community Pharmacists Academy;
- c) Managed Care and Specialty Pharmacy Academy; and
- d) Pharmacy Owners Academy

9.2 ESTABLISHING NEW ACADEMIES

Academies other than those delineated herein may be formed by any group of Association members wishing to submit a proposal to the Board of Directors. In order to establish a new Academy, at least 25 Members who share similar professional needs, interests, and professional concerns must support its formation. The proposal shall include the goals, activities, proposed budget, and a proposed Academy Membership fee sufficient to fund the Academy's activities. The Association's Board of Directors will consider the proposal and approve the establishment of a new academy so long as its goals and objectives are consistent with the Association's Purpose and Mission and it is able to ensure fiscal support for its activities and events.

When a new Academy is approved by the Board of Directors, they will be initiated to the Board in Provisional Status, with their Academy Director not having a Board Vote until the Bylaws of the Association can be updated and approved by the membership formalizing the Academy as a Charter Academy of the Association.

9.3 APPLICATION FOR MEMBERSHIP

Association Members desiring to become members of an established Academy or Academies shall complete, submit, and sign the application form created by the Association.

The application shall be accompanied by any prescribed dues as determined by each Academy and approved by the Board.

9.4 ACADEMY OFFICERS

The members of each Academy shall elect a chairperson and such other officers as the Academy membership deems appropriate in order to conduct the business of the Academy. Academies are encouraged, but not required, to elect a Vice-Chairperson and have a geographic representation structure for Academy officers. The chairpersons to serve as Directors on the Board of Directors shall be elected before January 2019. Thereafter, elections for Academies (a) and (b) shall be held in odd-numbered years beginning in 2019, and elections for Academies (c) and (d) shall be held in even-numbered years beginning in 2020. Officers elected in 2020, 2021, and thereafter shall serve two-year terms. Newly elected Officers will assume their respective offices on January 1 of the year following the Annual Meeting. All Academy Chairpersons must be a licensed pharmacist in the State of Kansas.

9.5 ACADEMY MEMBERSHIP MEETINGS AND DUES

Each Academy may organize itself for the advancement of the profession and hold meetings in locations and at times mutually agreeable to the members. The Academies are not separate legal entities and have no authority to legally bind the Association. Each Academy may determine the amount of dues required for membership to the Academy and which will adequately fund that Academy's budget, according to the goals, events, and activities each Academy has set for itself.

9.6 ASSOCIATION BOARD REPRESENTATION

The chair shall serve as a Director on the Association's Board of Directors as the Academy's representative. If an Academy fails to fill its position on the Board for a two (2) year period, the Academy shall be deemed to have forfeited Board representation and shall be deemed dissolved upon resolution of the Association Board.

9.7 ACADEMY POWERS

In its representation of the special interests of the practice setting, Academies may comment on issues of special interest; provided, however, that any such comments are those of the Academy and not the Association. Academies may establish programs,

professional policies, and priorities related to pharmacy practice in their particular setting. Academies may act in an advisory capacity and make recommendations to the Board of Directors. Academies do not have the authority to bind the Association or speak for the Association, unless the Board, by resolution, authorizes the Academy to do so.

ARTICLE X: MEMBER-AT-LARGE DIRECTORS

10.1 Selection of Member-at-Large Directors

Any member in good standing may be nominated for one (1) of two (2) Member-at-Large Director positions. These Directors are members of the Board of Directors and are full voting members of the Board. All members in good standing may vote in the Member-at-Large Director Elections. The Member-at-Large Directors to serve on the Board of Directors shall be elected before January 2019. Thereafter, elections for Member-at-Large Director 1 shall be held in odd-numbered years beginning in 2019, and elections for Member-at-Large Director 2 shall be held in even-numbered years beginning in 2020. Member-at-Large Directors elected in 2019, 2020, and thereafter shall serve two-year terms. Newly elected Member-at-Large Directors will assume their respective offices on January 1 of the year following the Annual Meeting. Any member of the association of any category may serve as a Member-at-Large Director should they receive the majority of votes during an Association election.

10.2 Purpose of Member-at-Large Directors

Member-at-Large Directors serve to represent the general membership in the operation of the Board.

ARTICLE XI: KANSAS NEW PRACTITIONERS' COUNCIL

11.1 OBJECTIVE

The Kansas New Practitioners' Council, hereby known as the Kansas New Practitioners Network, promotes the professional activity of new practitioners within the Association by providing a network to foster dialogue with other new practitioners and Association members. The new practitioner is defined as a licensed pharmacist five years or less after graduation from an accredited college or university of pharmacy.

11.2 MEMBERSHIP

Upon the adoption of these Bylaws, members of the Kansas New Practitioners Network shall be deemed members of the Council.

11.3 OFFICERS AND BOARD REPRESENTATION

The Kansas New Practitioners Network officer shall become the officers of the Council upon the adoption of these Bylaws. The Council President shall serve as the Council's ex officio representative to the Association's Board.

11.4 COUNCIL MEMBERSHIP MEETINGS AND DUES

The Council may hold meetings in locations and at times mutually agreeable to the members. The Council is not a separate legal entity and has no authority to legally bind the Association. The Council may determine the amount of dues required for membership to the Council and which will adequately fund the Council's budget, according to its goals, events, and activities.

11.5 COUNCIL POWERS

In its representation of the special interests of new practitioners, the Council may comment on issues of special interest; provided, however, that any such comments are those of the Council and not the Association. The Council may establish programs, professional policies, and priorities related to pharmacy practice of new practitioners. The Council may act in an advisory capacity and make recommendations to the Board of Directors. The Council does not have the authority to bind the Association or speak for the Association, unless the Board, by resolution authorizes the Council to do so.

ARTICLE XII: KANSAS PHARMACY TECHNICIANS' COUNCIL

12.1 OBJECTIVE

The Kansas Pharmacy Technicians' Council, promotes the professional activity of pharmacy technicians within the Association by providing a network to foster dialogue with other pharmacy technicians and Association members.

12.2 MEMBERSHIP

Upon the adoption of these Bylaws, all Association members that hold a membership level of Pharmacy Technician shall be deemed members of the Council.

12.3 OFFICERS AND BOARD REPRESENTATION

The Council President shall serve as the Council's ex officio representative to the Association's Board.

12.4 COUNCIL MEMBERSHIP MEETINGS AND DUES

The Council may hold meetings in locations and at times mutually agreeable to the members. The Council is not a separate legal entity and has no authority to legally bind the Association. The Council may determine the amount of dues required for membership to the Council and which will adequately fund the Council's budget, according to its goals, events, and activities.

12.5 COUNCIL POWERS

In its representation of the special interests of new practitioners, the Council may comment on issues of special interest; provided, however, that any such comments are those of the Council and not the Association. The Council may establish programs, professional policies, and priorities related to pharmacy practice of new practitioners. The Council may act in an advisory capacity and make recommendations to the Board of Directors. The Council does not have the authority to bind the Association or speak for the Association, unless the Board, by resolution authorizes the Council to do so.

ARTICLE XIII: COMMITTEES

13.1 COMMITTEES

The Association shall have an Executive Committee, and other committees as needed and directed by the Board of Directors. Ad hoc committees may be appointed at the direction of the President of the Board.

13.2 EXECUTIVE COMMITTEE

The Executive Committee will be composed of the Association's officers. The Association's Executive Director shall serve on the Board's Executive Committee in an advisory capacity. The Board President shall serve as the chair.

The Executive Committee may act for the Board between meetings as required for the orderly conduct of Association business. Such actions shall be ratified by the full Board at its next regular meeting. The Executive Committee is not empowered to:

- a) Approve or recommend action that requires full Board approval;
- b) Fill Board or committee vacancies; and
- c) Adopt, amend, or repeal the Association Bylaws.

13.3 STANDING COMMITTEES

The Association's standing committees shall include a Finance Committee and Governmental Affairs Committee. Other standing committees may be established by a majority vote of the Board upon recommendation of the Executive Committee.

13.4 QUALIFICATIONS

Any qualified Board Member may serve on a committee. The Board, by simple majority vote of those present, may appoint "at-large" committee members from the Association's members in good standing so long as the individual has a record of interest in the mission and purposes of the Association and is able to actively participate in committee meetings and related activities.

13.5 FINANCE COMMITTEE COMPOSITION

The Finance Committee shall be composed of the Association's Officers and any other members appointed by the Board of Directors. The Treasurer shall serve as chair.

13.6 COMPOSITION OF ALL OTHER COMMITTEES

The composition of the Governmental Affairs Committee and all other committees established by the Board shall be determined at the discretion of the Board of Directors considering the purpose, function, and practical requirements for participation. The Board will endeavor to appoint committee members from diverse practice settings and geographic locations. The Board may solicit recommendations for committee membership from the Academies.

13.7 TERMS

Unless stipulated otherwise upon appointment, the terms of all Committee Chairpersons and Members shall be one (1) year or until successors are elected or appointed. The Committee Chair and Members shall be eligible for reappointment and may serve an unlimited number of consecutive or non-consecutive terms, regardless of whether they are partial or complete terms.

13.8 RESIGNATIONS

A Committee Chair or Member may resign by giving ten (10) days advance written notice to the Board President and Director of the Association. Should a Committee Member resign, a copy of the notice shall also be provided to the Committee Chairperson.

13.9 REMOVAL

A Committee Chair or Member may be removed from office by the Board President at any time, should it be determined in the discretion of the Board President that such action is in the best interest of the Association.

13.10 VACANCIES

Committee Chair or Member vacancies shall be filled for the balance of the unexpired term by the Board President after consideration of recommendations from the Committee Chair.

13.11 COMMITTEE POWERS

Committees act in an advisory capacity and make recommendations to the Board of Directors. Committees do not have the authority to bind the Association or speak for the Association, unless the Board, by resolution authorizes the Committee to do so.

13.12 COMMITTEE MEMBER COMPENSATION

The Committee Chair and Members shall receive no monetary or other compensation for the performance of their duties. They may, however, receive reimbursement for reasonable expenses related to performing Committee business as authorized by the Board.

ARTICLE XIV: INDEMNIFICATION

The corporation shall indemnify and defend its Members, Directors, Officers, Employees, and Agents from and against liability arising from their offices or for their acts on behalf of the Association to the extent permitted by Kansas Statutes and by the applicable provisions of the Internal Revenue Code. The Board shall be authorized to maintain an insurance policy or other appropriate mechanism to provide for such indemnification. The property of Members, Directors, Officers, employees, and agents of this Association shall not be liable for corporate debts or other obligations.

ARTICLE XV: DISSOLUTION

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute all the residual assets of the Association in such manner as the Board of Directors shall determine.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XVII: AMENDMENT

The bylaws may be amended by a two-thirds vote so long as the Membership has been given thirty calendar days to consider the proposed amendments. The bylaws may be amended by a four-fifths vote of the members present and voting in annual or special session without previous notice. These bylaws may be amended by a vote of the members present and voting in an annual meeting or by an electronic or mail ballot, which must be returned to Association Headquarters within twenty days following submission of the ballot to the members.

THESE BYLAWS ARE DULY ADOPTED ON THIS 30TH DAY OF SEPTEMBER 2017.

2017 KPhA President