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# Michigan Pharmacists Association

## BYLAWS

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MICHIGAN PHARMACISTS ASSOCIATION

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# MICHIGAN PHARMACISTS ASSOCIATION BYLAWS

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*The Michigan Pharmacists Association is a nonprofit corporation organized in 1883; incorporated under the provisions of Act 327 of the Public Acts of 1931, as amended. The Bylaws of the Association are as follows:*

## CHAPTER I — ORGANIZATION

### ARTICLE I — NAME

Section 1. — NAME — The name of this organization shall be the Michigan Pharmacists Association, hereinafter referred to as “the Association.”

### ARTICLE II — PURPOSE & OBJECTIVES

Section 1. — PURPOSE — The Association represents pharmacy professionals in Michigan to advance public health and patient care through the practice of pharmacy.

Section 2. — OBJECTIVES — The objectives of the Association shall be described in the mission and vision statements and supported by the strategic plan.

### ARTICLE III — GOVERNMENT

Section 1. — GOVERNMENT — The Association shall be governed by the executive, legislative and judicial divisions of the Association.

- A. The Executive Board is the executive division of the Association.
- B. The House of Delegates is the legislative division of the Association.
- C. The Ethics and Practice Committee is the judicial division of the Association.

## CHAPTER II — CODE OF PROFESSIONAL ETHICS

### ARTICLE I — CODE OF PROFESSIONAL ETHICS

Section 1. — CODE OF PROFESSIONAL ETHICS — The Association shall adopt the current American Pharmacists Association’s Code of Ethics. All applicants for active membership shall subscribe to the Association’s Code of Ethics and continue to do so upon renewal of membership.

Section 2. — ETHICS & PRACTICE COMMITTEE — The Ethics & Practice Committee is the judicial division of the Association. It shall be convened by the Executive Board as needed to interpret and enforce the Association’s Code of Ethics according to the provisions of the Bylaws and procedures duly adopted by the ~~Commission~~ Committee.

Section 3. — PROCEDURES, PENALTIES & APPEAL — An active member may be reprimanded, suspended, or expelled from membership for violation of the obligations of the Code of Ethics. An active member against whom a complaint for violation of the Code of Ethics has been received shall be provided written notice of charges and an opportunity for a judicial review or hearing by the Ethics & Practice Committee according to established due process procedures. All decisions of the Ethics & Practice Committee shall be final unless appealed to the Executive Board within sixty (60) days from the date on which the member received notification of the decision by the Ethics & Practice Committee. The majority decision of the Executive Board of cases on appeal shall be final and binding.

## CHAPTER III — MEMBERSHIP

### ARTICLE I — MEMBERSHIP PRINCIPLE

Section 1. — MEMBERSHIP PRINCIPLE — Every pharmacy professional in Michigan is considered a candidate for membership in the Association.

### ARTICLE II — MEMBERSHIP CLASSIFICATIONS

Section 1. — MEMBERSHIP CLASSIFICATIONS — Membership classifications of the Association shall include:

A. ACTIVE MEMBERS

1. PHARMACIST: A person who has completed the educational requirements to be a pharmacist is eligible for active membership within the Association; an active pharmacist member shall be entitled to all rights and privileges and eligible for the services of the Association.

2. PHARMACY TECHNICIAN: A person who holds or has previously held a pharmacy technician license is eligible for active membership as a pharmacy technician member within the Association; an active pharmacy technician member shall be entitled to all rights and privileges and eligible for the services of the Association except the ability to hold the office of president-elect, president, and chair of the executive board.

3. STUDENT PHARMACIST: A student enrolled in an accredited Doctor of Pharmacy program is eligible for active membership as a student pharmacist within the Association; an active student pharmacist member shall be entitled to all rights and privileges and eligible for the services of the Association except the ability to hold the office of president-elect, president, and chair of the executive board.

B. ASSOCIATE MEMBER

A person not eligible for active membership is eligible for associate membership. An associate member shall be eligible for the services of the Association but may not vote or hold office in the Association.

C. HONORARY MEMBER

A person who has achieved exemplary distinction for accomplishments in or for pharmacy or the health

sciences may be elected an honorary member by the Executive Board. An honorary member shall be eligible for the services of the Association. An honorary member, unless otherwise eligible for active membership, may not vote or hold office in the Association. An honorary member shall be exempt from payment of annual dues.

### ARTICLE III — ELECTION TO MEMBERSHIP

Section 1. — ELECTION TO MEMBERSHIP — By completing an application and an affirmative vote of two-thirds of the Executive Board, one shall be an active member of the Association.

### ARTICLE IV — MEMBERSHIP DUES

Section 1. — PAYMENT OF DUES — A person shall remit dues as determined by the Executive Board for the membership classification to which one has applied.

Section 2. — ARREARS AND SUSPENSIONS — A member not exempt from payment of dues shall be suspended, and membership benefits, privileges, and services terminated when annual dues are in arrears.

Section 3. — REINSTATEMENT — A member suspended from a membership classification under this Article may be readmitted upon compliance with either of the following requirements:

A. Submission of an application for membership classification, as if the person was a new member, accompanied by payment of the appropriate dues. In such a case, the membership classification shall date from the time of the reinstatement.

B. Submission of all dues and assessments in arrears. In such a case, the membership classification shall date from the original date elected to the membership classification.

## CHAPTER IV — THE EXECUTIVE BOARD

### ARTICLE I — ORGANIZATION OF THE BOARD

Section 1. — COMPOSITION — The Executive Board is the executive division of the Association. The Executive Board shall consist of the officers of the Association, Board members, and the Speaker and Vice Speaker of the House of Delegates.

Section 2. — RESPONSIBILITIES OF THE BOARD — The Executive Board shall be vested with the authority and responsibility of conducting the business and administering the finances of the Association. It shall adopt an annual budget for the Association. The Executive Board shall appoint and regularly review the Chief Executive Officer (CEO). It shall approve the time and place for the Annual Convention & Exposition along with other business meetings of the Association. Further, it shall determine the fiscal year and operational year for the Association. The Executive Board shall approve the committees and commissions of the Association and the committees and task forces of the Board. It shall fill all vacancies which may occur on the Board. It shall act on applications for membership in the Association and shall perform other functions as may be designated in the Bylaws or by the House of Delegates. The Executive Board shall act on appeals from members emanating from decisions of the Ethics & Practice Commission wherein sanctions are imposed for violation of the Code of Ethics of the Association. It shall establish and maintain an organizational relationship with the American Pharmacists Association. The Executive Board, at each business meeting of the Association, shall provide a report summarizing the actions of the Board and changes in positions of the Association since its last report.

Section 3. — QUORUM OF THE BOARD — A majority of the members of the Executive Board shall constitute a quorum.

### ARTICLE II — OFFICERS & MEMBERS OF THE BOARD

Section 1. — OFFICERS — The officers of the Association shall be the Chief Executive Officer (CEO), Chair of the Board, President, President-Elect, and Treasurer.

Section 2. — RESPONSIBILITIES OF OFFICERS — The responsibilities of the respective officers shall include:

A. CHIEF EXECUTIVE OFFICER

The CEO shall be appointed by the Executive Board and will serve as secretary of the Executive Board and House of Delegates. The CEO shall have executive supervision over Association activities, operations, financial affairs, headquarters, and staff. The CEO shall give appropriate notice to the membership of all business meetings of the Association and report at the meetings of the House of Delegates. The CEO shall be under bond as established by the Executive Board. The CEO shall serve such other functions as may be directed by the Executive Board. The CEO shall be a voting member of the Executive Board.

B. CHAIR OF THE BOARD

The Chair of the Board shall preside at meetings of the Executive Board. The Chair shall assume the responsibilities of the office according to the Association’s operational year as established by the Executive Board.

C. PRESIDENT

The President shall preside at meetings of the membership. The President shall present a report of the actions of the Executive Board at meeting(s) of the House of Delegates. The President shall appoint, with the consent of the Executive Board, the committees and commissions of the Association and the committees and task forces of the Executive Board. The President shall assume the office of Chair the next operational year of the Association.

D. PRESIDENT-ELECT

The President-Elect shall assume all powers and duties of the President in the absence of the President. The President-Elect shall serve as Chair of the Budget Committee of the Executive Board. The President-Elect shall assume the office of President the next operational year of the Association following election to the office of President-Elect.

E. TREASURER

The Treasurer shall present a financial report at all meetings of the Executive Board and at meetings of the House of Delegates. The Treasurer shall be under bond as established by the Executive Board. The Treasurer shall be a member of the Budget Committee of the Executive Board.

Section 3. — MEMBERS OF THE BOARD — In addition to the officers listed above, board member positions shall include two positions assigned to members in good standing of the Consultant and Specialty Pharmacists of Michigan, two positions assigned to members in good standing of the Michigan Society of Community Pharmacists, two positions to members in good standing of the Michigan Society of Health-System Pharmacists, one position to a member in good standing of the Michigan Society of Pharmacy Technicians, one position to a representative from the Student Pharmacist Executive Council, and two at-large positions. One of the at-large positions shall be filled by a member from the Upper Peninsula. Additionally, the Speaker and Vice Speaker of the House of Delegates serve as ex officio, voting members of the Executive Board. In the event the Executive Board approves additional section(s), two Board member positions shall be added to the Executive Board for each approved section.

Section 4. — LIABILITY OF MEMBERS OF EXECUTIVE BOARD —

A. DEFINITION

The members of the Executive Board shall be construed to be “Volunteer Directors” as defined in the Michigan Nonprofit Corporation Act, as amended. They shall not receive anything of value from the corporation for serving as Board members other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred in their capacity as members of said Board.

B. LIMITATION OF LIABILITY

Members of the Executive Board shall not be personally liable to the corporation or its members for monetary damages for a breach of their fiduciary duty. However, said Board members shall be liable for

any of the following:

- (1) A breach of the duty of loyalty to the corporation or its members
- (2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law
- (3) Unauthorized dividend distributions or any other act in violation of Section 551(1) of the Michigan Nonprofit Corporation Act (MCLA 450.2551)
- (4) A transaction from which the Board member derived an improper personal benefit
- (5) An act or omission occurring before January 1, 1988
- (6) An act or omission that is grossly negligent

C. CORPORATE LIABILITY TO THIRD PARTIES

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a Board member occurring on or after January 1, 1988

D. EXTENT OF LIABILITY

The power of the corporation to eliminate or limit the personal liability of Board members shall exist to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as amended, and any other applicable law.

### ARTICLE III — NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. — NOMINATIONS COMMITTEE — The President shall appoint, with the consent of the Executive Board, a Committee on Nominations. The Nominations Committee shall consist of the number of members determined by the Executive Board. Membership of the Nominations Committee shall include at least one person from each approved section and at least one at-large member. It shall be the responsibility of the Nominations Committee to select nominees for each officer, at-large Board member position, and Board member position submitted by the sections to be voted upon, with due consideration to the area of practice and geographic distribution of the candidates and the members of the Executive Board. The Committee shall present a slate of candidates for approval by the House of Delegates.

Section 2. — NOMINATIONS — The Nominations Committee shall solicit, from the active members in good standing, nominees for the officer positions of President-Elect and Treasurer (when applicable), and nominees for Board member positions.

Section 3. — ELECTIONS — Every active member of the Association shall be provided with the opportunity to vote for the candidates for the positions of President-Elect, Treasurer and Executive Board members. The Association shall distribute ballots to every active member at least sixty days prior to the end of the Association's operational year. The ballots returned by the membership shall be tallied by a Board of Canvassers, according to procedures established by the Executive Board. The candidate receiving the largest number of votes cast for a given position shall be elected to that position.

Section 4. — TERMS OF OFFICE — The term of office for the Chair, President and President-Elect shall be one year. The officer position of Treasurer and Board member positions shall be for three-year terms. No person shall hold two elected offices during the same operational year. The number of successive terms of office for each officer, except the Treasurer, shall be limited to one full elected term and one partial appointed term. The number of successive terms for a person holding the office of Treasurer shall be limited to two full elected terms and one partial appointed term.

## CHAPTER V — STANDING COMMITTEES

### ARTICLE I — STANDING COMMITTEES

Section 1. — STANDING COMMITTEES — The President shall appoint, with the consent of the Executive Board, standing committees of the Association.

### ARTICLE II — STUDENT PHARMACIST EXECUTIVE COUNCIL

Section 1. — COMPOSITION AND RESPONSIBILITIES — The Student Michigan Pharmacists Association students of each college of pharmacy located in Michigan shall each elect no more than three representatives to serve on the Council. The Council shall serve to communicate the actions of the Association to the students at each college of pharmacy, to communicate the will of the students at each college of pharmacy to the Executive Board, to promote engagement in the Association, and to promote community service with the collaborative participation of other pharmacy professionals.

Section 2. — COUNCIL CHAIR AND COUNCIL VICE CHAIR — The Council Chair and Council Vice Chair shall be elected by the representatives on the Council. The Council Chair and Council Vice Chair may not represent the same College of Pharmacy. The Council Chair shall be a member of the Executive Board; the Council Vice Chair shall direct the business of the Council.

Section 3. — TERM OF OFFICE — The term of office for a representative shall be one year. No one may be a representative for more than four years. No one may hold the office of Council Chair for more than one term. No one may hold the office of Council Vice Chair for more than one term.

## **CHAPTER VI—GENERAL OPERATIONAL PROVISIONS**

### **ARTICLE I — OFFICIAL MEETINGS**

Section 1. — OFFICIAL MEETINGS — The Association shall convene an annual meeting each year and such interim or special meetings as necessary to conduct the business of the Association. The membership shall be notified at least sixty (60) days in advance of an Annual Meeting and at least thirty (30) days in advance of an interim or special meeting of the Association.

### **ARTICLE II — QUORUM AND VOTING**

Section 1. — QUORUM AND VOTING — Every active member of the Association in good standing is entitled to vote in special meetings of the Association. Fifty (50) active members in attendance at an official meeting of the Association shall constitute a quorum.

### **ARTICLE III — ORDER OF BUSINESS**

Section 1. — ORDER OF BUSINESS — The rules of order for the conduct of Association business at an official meeting shall be Robert’s Rules of Order, as revised. The order of business for official Association meetings shall be established by the presiding officer.

### **ARTICLE IV — ASSOCIATION FINANCES AND PROPERTIES**

Section 1. — ASSOCIATION FINANCES AND PROPERTIES — All Association monies, except a petty cash allowance, shall be deposited in financial institutions incorporated under the laws of Michigan or invested in such manner as determined by the Executive Board. All properties of the Association shall be under the direction and supervision of the Executive Board. The Association may receive grants from any source to conduct studies or programs to advance the objectives of the Association.

## **CHAPTER VII — ASSOCIATED ORGANIZATIONS**

### **ARTICLE I — PETITION AND RECOGNITION**

Section 1. — ELIGIBILITY — An organization of pharmacy professionals in Michigan may petition in writing to the Executive Board for status as a component organization of the Association. A student pharmacy chapter, regional organization, or organization of persons having an associate relationship to the practice of pharmacy may petition in writing to the Executive Board for status as an affiliated chapter of the Association.

Section 2. — RECOGNITION — An organization petitioning for status as a component organization or affiliated chapter shall do so according to written criteria and procedures for official recognition as established by the Executive Board and approved by the House of Delegates.

## ARTICLE II — PRIVILEGES

Section 1. — PRIVILEGE — Official recognition by the Executive Board as a component organization or affiliated chapter is a privilege. The bylaws of a component organization or affiliated chapter shall not be in conflict with the Bylaws of the Association.

Section 2. — PRIVILEGES — A component organization of pharmacy professionals or an affiliated chapter accorded official recognition in accordance with this Chapter will thereafter be granted recognition status in the House of Delegates in accordance with the provisions of Chapter VII; and, shall be eligible for organizational services available to recognized component organizations and affiliated chapters.

## ARTICLE III — DISCLAIMER PROVISION

Section 1. — DISCLAIMER — Recognized component organizations and affiliated chapters, when acting in other than an official meeting of the Association, are considered independent of the Association.

## ARTICLE IV — TERMINATION OF RECOGNITION

Section 1. — TERMINATION OF RECOGNITION — Recognition status as a component organization or an affiliated chapter may be terminated by the Executive Board for noncompliance with the Bylaws, for violation of the provisions of this Chapter, or for failure to meet procedures and standards established by the Executive Board and approved by the House of Delegates.



## CHAPTER VIII — HOUSE OF DELEGATES

### ARTICLE I — HOUSE OF DELEGATES ORGANIZATION

Section 1. — COMPOSITION — The House of Delegates is the legislative division of the Association, composed of representatives of the following organizations and of certain ex officio members enumerated below. All delegates shall be members of the Association in good standing.

A. RECOGNIZED COMPONENTS

Each recognized component organization shall be entitled to three delegates for the first fifty dues-paid active members and one additional delegate for each additional fifty dues-paid active members or major fraction thereof, designating membership in the recognized component organization.

B. AFFILIATED CHAPTERS

Each recognized affiliated chapter shall be entitled to three delegates for the first fifty dues-paid active members, and one additional delegate for each additional fifty dues-paid active members or major fraction thereof, designating membership in the affiliated chapter.

C. EXECUTIVE BOARD

The Executive Board members, during their term of office, shall serve as ex officio voting members of the House of Delegates.

D. MEMBERS FROM NON-LOCAL COUNTIES

Active members residing in counties without local associations shall collectively be entitled to up to three delegates. Delegates will be appointed and/or selected from member applications by the Speaker of the House.

Section 2. — SEATING AND TENURE — Each organization represented in the House of Delegates shall submit the names and contact information of each delegate. Each delegate shall be elected or appointed for a term of one year. Each organization represented in the House of Delegates may also name an equal number of alternate delegates who shall serve in the absence of a delegate.

Section 3. — RESPONSIBILITIES OF THE HOUSE —

- A. The House of Delegates shall interpret the objectives of the Association as stated in the Bylaws and serve as the policy-forming body of the Association.
- B. The House of Delegates shall act on all policy reports and adopt resolutions of policy directed to the Executive Board.
- C. The House of Delegates shall act on all proposals for amendment of the Bylaws.
- D. The House of Delegates may adopt rules of procedures, consistent with the provisions of these Bylaws, for the governing and administration of the House of Delegates.

### ARTICLE II — OFFICERS OF THE HOUSE

Section 1. — OFFICERS OF THE HOUSE — The officers of the House of Delegates shall be the Speaker, Vice Speaker and the Secretary. The CEO of the Association shall serve as Secretary of the House of Delegates.

Section 2. — RESPONSIBILITIES OF OFFICERS — The responsibilities of the respective officers shall include:

A. SPEAKER

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. The Speaker shall present a report to the delegates at each meeting of the House of Delegates.

B. VICE SPEAKER

The Vice Speaker shall preside and perform the responsibilities in the absence of the Speaker. The Vice Speaker shall serve as chair of the Local Association Development Committee and present a report to the delegates at each meeting of the House of Delegates.

C. SECRETARY

The Secretary shall administer the procedures for delegate certification. The Secretary shall prepare and submit the minutes of the House of Delegates to the delegates.

Section 3. — TERMS OF OFFICE — The Speaker and the Vice Speaker shall be elected at the first House of Delegates session of the year. The term of office for the Speaker and Vice Speaker shall be two years. The Speaker and Vice Speaker shall be limited to two, consecutive, elected terms and one, partial, appointed term in each office. The Speaker and Vice Speaker shall be installed prior to the adjournment of the session during which they are elected.

### ARTICLE III — NOMINATIONS AND ELECTIONS

Section 1. — NOMINATIONS AND ELECTIONS — The House of Delegates shall adopt a standing rule of procedures for the open nomination and the election for the offices of the Speaker and the Vice Speaker.

### ARTICLE IV — COMMITTEES OF THE HOUSE OF DELEGATES

Section 1. — COMMITTEES — The Committees of the House of Delegates appointed by the Speaker shall submit a final written report of their recommendations to the delegates.

### ARTICLE V — GENERAL OPERATIONAL PROVISIONS

Section 1. — MEETINGS — The House of Delegates shall meet at least annually. The House of Delegates may be convened for such interim or special meetings as necessary to conduct the business of the House of Delegates.

Section 2. — QUORUM AND VOTING — Each delegate shall be entitled to one vote. A delegate shall not act as a proxy of another delegate, nor as a delegate for more than one organization. A member of the Association may attend any session of the House of Delegates and shall have the privilege of the floor at the discretion of the Speaker, but shall not be allowed to vote if not serving as a delegate. Fifty-one (51) percent of the authorized delegates of the House of Delegates shall constitute a quorum.

Section 3. — ORDER OF BUSINESS — The rules of order for the conduct of House of Delegates business at an official meeting shall be Robert's Rules of Order, as revised; or the rules of procedures as may have been adopted by the House of Delegates. The order of business for official meetings and sessions shall be established by the Speaker.

Section 4. — MOTIONS — Motions receiving the affirmative vote of the majority of the delegates present and voting shall be considered adopted by the House of Delegates.

## **CHAPTER IX — AMENDMENT**

### **ARTICLE I — AMENDMENT**

Section 1. — AMENDMENT — A proposal to amend the Bylaws shall be submitted in writing to the Association, by an active member, at least one-hundred eighty (180) days in advance of a meeting of the House of Delegates. The proposed amendment shall be referred to a Committee on Bylaws appointed by the Executive Board. The Committee on Bylaws shall submit a report with a recommendation to the House of Delegates on the proposed amendment at least thirty (30) days in advance of a meeting of the House of Delegates. Upon receiving two-thirds (2/3) vote of the delegates present and voting, the proposed Bylaws amendment shall be submitted to the membership with the next regularly scheduled Association election ballot. The Bylaws amendment shall be adopted upon receipt of a majority vote of those voting on the Bylaws amendment.