Report of the 2004 Committee on Constitution and Bylaws

Members Present:
Jerry Moore (AL), Chair; Reginald B. Dilliard (TN); Lloyd K. Jessen (IA); Richard J. Oubre (LA).

Member not Present:
David Flashover (NY).

Others Present:
Gary A. Schnabel (OR), Executive Committee Liaison; Carmen A. Catizone, NABP Executive Director/Secretary; Mary A. Dickson, NABP Associate Executive Director; John F. Atkinson, NABP Counsel; Courtney K. Nashan, Charisse Johnson, Linda Forman, Chris Siwik, NABP Staff.

The 2004 Committee on Constitution and Bylaws (CBL) met Friday, March 12, 2004, at the National Association of Boards of Pharmacy (NABP) office in Park Ridge, IL.

Review of the Committee Charge
The 2004 CBL reviewed its charge as stated in the NABP Constitution and Bylaws. No additions or changes were proposed. Therefore, the charge reads as follows:

Article VI – Amendments
Section 1.
(a) There shall be a Committee on Constitution and Bylaws consisting of five (5) members appointed annually by the President. The President shall designate a Chairman from the Committee members who shall preside at the Committee meetings.

(b) It shall be the duty of the Committee on Constitution and Bylaws to review any proposed amendments to the Constitution and Bylaws, to suggest changes, if any, to such amendments, and to make a Committee recommendation of “pass,” “not pass,” or “no recommendation” to each such proposed amendment.

Review of Previous Reports:

2003 Committee on Constitution and Bylaws Report
Chairman Moore reviewed with Committee members the 2003 Committee on Constitution and Bylaws report. The Constitutional Amendments contained in the 2003 Committee on Constitution and Bylaws report were read at the 99th Annual Meeting and will be voted on at the 100th Annual Meeting and Centennial Celebration. The 2004 CBL particularly focused on Constitutional Amendment Set #3, which addressed Executive Committee composition, term length, candidate eligibility requirements, and nomination procedures. It was decided in 2003 that amendments proposed were to be reviewed as “amendment sets,” based upon the topics covered. Recommendations were made for each “amendment set.” In addition, the 2003 CCB agreed that the proposed amendments should be read and voted on as “amendment sets,” so as to allow members to vote on related issues rather than on the proposed amendments as a whole, and risk failure of the entire proposal due to disagreement on one issue.
The 2003 Committee on Constitution and Bylaws proposed CCB Constitutional Amendment Set #3, which would essentially change the composition of the Executive Committee from six to eight members and decrease the Executive Committee member term of office from three years to two years in addition to describing candidate eligibility requirements, modifying nomination procedures, eliminating the Nominating Committee, and moving the section addressing the removal of officers. The Executive Committee also proposed EC Constitutional Amendment Set #3, which was almost identical to the 2003 CCB’s Amendment Set #3; the only difference was that the Executive Committee member term of office would remain at three years as proposed in the EC Constitutional Amendment Set #3.

**RECOMMENDATION #1:**
The 2004 CBL recommends “Pass” on EC Constitutional Amendment Set #3, which changes the composition of the Executive Committee from six to eight members with one member originating from each district, describes candidate eligibility requirements, modifies nomination procedures, eliminates the Nominating Committee, and moves the section addressing removal of officers.

**Background:**
The Committee discussed the amendments proposed by the 2003 CCB and the Executive Committee. In discussion, it was agreed that the growing complexity of NABP and the increasing demands on the state boards of pharmacy to regulate new and emerging areas of practice necessitated a longer term of office on the Executive Committee to fully acclimate members to NABP and its operations. The Committee concurred with the intent of the 2003 CCB in advocating for the shorter term of office and involving more members in the Executive Committee, but did not feel that the shorter term of office would accomplish this desired objective. The 2004 CBL, after careful consideration, voted to support Constitutional Amendment Set #3, proposed by the EC and retaining the term of EC members to three years.

**EC Constitutional Amendment Set #3:**
Amends Article IV, Section 2(a), 2(b), and 2(c); Article IV, Section 3; and Article IV, Section 4.

**Article IV —**
**Officers, Committees, and Their Duties**

...  

**Section 2.**
(a) The business, property, and affairs of this Association shall be managed and conducted by an Executive Committee consisting of the following: (i) the immediate Past President of the Association, who shall serve for a term of one (1) year as Chairman and shall be a non-voting member (except to break a tie vote); (ii) the officers of the Association; and (iii) six (6) or eight (8) persons, each to serve three (3) year terms. In order to provide for staggered elections, whereby in each year two (2) or three (3) candidates will be elected for three (3) year terms, in the first year that this provision becomes effective, there shall be
two (2) three (3) candidates elected for three (3) year terms and one (1) candidate elected for a two (2) year term. Two (2) candidates elected for two (2) year terms, and two (2) candidates elected for a one (1) year term. The Executive Committee members then serving shall continue to serve the balance of their respective terms. At each Annual Meeting thereafter, individuals shall be elected for a period of three (3) years to succeed the elected member whose term expired.

(b) In the year in which Section 2(a) becomes effective, the President then serving shall become Chairman, and the President-Elect then serving shall become President. Any other officer whose term has not expired (with the exception of the President and the President-Elect) resigns and the offices of President-Elect and Treasurer shall be elected.

(c) Each district shall be represented on The eight Executive Committee members shall originate from each of the eight districts in addition. There shall be no less than two (2) board members (other than administrative officers of boards) serving on the Executive Committee at all times. These requirements shall be taken into consideration by the Nominating Committee in slating candidates for the officer and other Executive Committee positions and by the Executive Committee in filling any vacancies.

Section 3.

Any officer or member of the Executive Committee may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director/Secretary of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered. (a) A Nominating Committee shall propose the names for officers (except the Secretary) and members of the Executive Committee for election at the Annual Meeting. This Committee shall be composed of eight (8) individuals, one from each District to be elected at the District meeting as provided in Article III, Section 4(c). The District shall notify the Executive Director/Secretary of the representative to the Nominating Committee and the alternate, if one is elected, within thirty (30) days after election.

(b) The Nominating Committee, which shall meet during the Annual Meeting of the Association, shall consider individuals from each District in an effort to equalize District representation on the Executive Committee; provided, however, nothing herein shall preclude members from the same District from serving simultaneously on the Executive Committee.

(c) In the event a member of the Nominating Committee is not elected in accordance with Section 4(a), or is unable to attend the Committee meetings, an alternate member elected at the District meeting may attend and participate in the Committee meetings. If no alternate has been so designated or fails to attend, the President of the Association shall designate, at the Annual Meeting, a member from that District to serve on the Nominating Committee.

(a) The election for open officer and member positions on the Executive Committee shall take place at the Annual Meeting. Any candidate:
(i) must be an affiliated member of the Association currently serving on a board of pharmacy of an active member state;
(ii) must not, in addition to their board of pharmacy activities, currently serve as an officer, official, or staff member for any national or state pharmacy organization; and
(iii) must not have a conflict of interest with the purpose, mission statement, and operation of NABP.

(b) Open Officer Positions.

(i) At least 60 days prior to the Annual Meeting, individuals interested in seeking to run for an officer position on the Executive Committee will notify the Executive Director/Secretary in writing of such intent. Only those individuals who have been determined by NABP to meet all qualifications for office shall be eligible to run. All eligible individuals shall be placed on the ballot.
(ii) Additional nominations for each open officer position may be made from the floor during any business session. Only those individuals who have notified the Executive Director/Secretary in writing at least 30 days prior to the Annual Meeting of their intention to seek office shall be eligible to be nominated from the floor. Only those individuals who have been determined by NABP to meet all qualifications for office, as set forth in paragraph (a) of this section, shall be eligible to run. All eligible individuals nominated from the floor shall be placed on the ballot.
(iii) In the event no individual notifies NABP of their interest in seeking to run for an open officer position and no individual is nominated from the floor for such open position, the Executive Committee shall select the nominee or nominees for each such position. In the event of resignation, death, ineligibility, or inability to serve on the part of a nominee, the 30-day prior notice requirement shall be waived for the selection of a new candidate.

(c) Open Member Positions

(i) At least 60 days prior to the Annual Meeting, each district with an open Executive Committee member position shall nominate no more than two qualified individuals to run for the open district position, in conformance with policies and procedures established by the Executive Committee to guarantee the security and integrity of the process, and notify the Executive Director/Secretary in writing of such nominations. Only those individuals who have been determined by NABP to meet all qualifications for office shall be eligible to run. All eligible individuals shall be placed on the ballot.
(ii) Nominations for each open district member position in addition to nominations provided by Section 3(c)(i) may be made from the floor during any business session. Only those individuals who have notified the Executive Director/Secretary in writing at least 30 days prior to the Annual Meeting of their intention to seek office shall be eligible to be nominated from the floor. All eligible individuals nominated from the floor shall be placed on the ballot.
(iii) In the event no individual is nominated by the district or from the floor for an open Executive Committee member position, the Executive Committee shall select, in consultation with the district for which the open position exists, the nominee or nominees for each such position. In the event of resignation, death, ineligibility, or inability to serve on the part of a nominee, the 30-day prior notice requirement shall be waived for the selection of a new candidate.
Section 4.

Any officer or member of the Executive Committee may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director/Secretary of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered.

RECOMMENDATION #2:
The 2004 CBL recommends “Not Pass” on 2003 CCB Constitutional Amendment Set #3, which changes the composition of the Executive Committee from six to eight members, decreases the Executive Committee member term of office from three years to two years, describes candidate eligibility requirements, modifies nomination procedures, eliminates the Nominating Committee, and moves the section addressing removal of officers.

CCB Constitutional Amendment Set #3:
Amends Article IV, Section 2(a), 2(b), and 2(c); Article IV, Section 3; and Article IV, Section 4.

Article IV —
Officers, Committees, and Their Duties

... Section 2.

(a) The business, property, and affairs of this Association shall be managed and conducted by an Executive Committee consisting of the following: (i) the immediate Past President of the Association, who shall serve for a term of one (1) year as Chairman and shall be a non-voting member (except to break a tie vote); (ii) the officers of the Association; and (iii) six (6) eight (8) persons, each to serve three (3) two (2) year terms. In order to provide for staggered elections, whereby in each year two (2) four (4) candidates will be elected for three (3) two (2) year terms, in the first year that this provision becomes effective, there shall be two (2) candidates elected for three (3) two (2) year terms, two (2) candidates elected for two (2) year terms, and two (2) candidates elected for a one (1) year term. The Executive Committee members then serving shall continue to serve the balance of their respective terms. At each Annual Meeting thereafter, individuals shall be elected for a period of three (3) two (2) years to succeed the elected member whose term expired.

(b) In the year in which Section 2(a) becomes effective, the President then serving shall become Chairman, and the President-Elect then serving shall become President. Any other officer whose term has not expired (with the exception of the President and the President-Elect) resigns and the offices of President-Elect and Treasurer shall be elected.
(c) Each district shall be represented on The. The eight Executive Committee members shall originate from each of the eight districts. In addition, there shall be no less than two (2) board members (other than administrative officers of boards) serving on the Executive Committee at all times. These requirements shall be taken into consideration by the Nominating Committee in slating candidates for the officer and other Executive Committee positions and by the Executive Committee in filling any vacancies.

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Section 4.
(a) A Nominating Committee shall propose the names for officers (except the Secretary) and members of the Executive Committee for election at the Annual Meeting. This Committee shall be composed of eight (8) individuals, one from each District to be elected at the District meeting as provided in Article III, Section 4(c). The District shall notify the Executive Director/Secretary of the representative to the Nominating Committee and the alternate, if one is elected, within thirty (30) days after election.

(b) The Nominating Committee, which shall meet during the Annual Meeting of the Association, shall consider individuals from each District in an effort to equalize District representation on the Executive Committee; provided, however, nothing herein shall preclude members from the same District from serving simultaneously on the Executive Committee.

(c) In the event a member of the Nominating Committee is not elected in accordance with Section 4(a), or is unable to attend the Committee meetings, an alternate member elected at the District meeting may attend and participate in the Committee meetings. If no alternate has been so designated or fails to attend, the President of the Association shall designate, at the Annual Meeting, a member from that District to serve on the Nominating Committee.

(a) The election for open officer and member positions on the Executive Committee shall take place at the Annual Meeting. Any candidate:

(i) must be an affiliated member of the Association currently serving on a board of pharmacy of an active member state;

(ii) must not, in addition to their board of pharmacy activities, currently serve as an officer, official, or staff member for any national or state pharmacy organization; and

(iii) must not have a conflict of interest with the purpose, mission statement, and operation of NABP.

(b) Open Officer Positions.

(i) At least 60 days prior to the Annual Meeting, individuals interested in seeking to run for an officer position on the Executive Committee will notify the Executive Director/Secretary in writing of such intent. Only those
individuals who have been determined by NABP to meet all qualifications for office shall be eligible to run. All eligible individuals shall be placed on the ballot.

(ii) Additional nominations for each open officer position may be made from the floor during any business session. Only those individuals who have notified the Executive Director/Secretary in writing at least 30 days prior to the Annual Meeting of their intention to seek office shall be eligible to be nominated from the floor. Only those individuals who have been determined by NABP to meet all qualifications for office, as set forth in paragraph (a) of this section, shall be eligible to run. All eligible individuals nominated from the floor shall be placed on the ballot.

(iii) In the event no individual notifies NABP of their interest in seeking to run for an open officer position and no individual is nominated from the floor for such open position, the Executive Committee shall select the nominee or nominees for each such position. In the event of resignation, death, ineligibility, or inability to serve on the part of a nominee, the 30-day prior notice requirement shall be waived for the selection of a new candidate.

(c) Open Member Positions

(i) At least 60 days prior to the Annual Meeting, each district with an open Executive Committee member position shall nominate no more than two qualified individuals to run for the open district position, in conformance with policies and procedures established by the Executive Committee to guarantee the security and integrity of the process, and notify the Executive Director/Secretary in writing of such nominations. Only those individuals who have been determined by NABP to meet all qualifications for office shall be eligible to run. All eligible individuals shall be placed on the ballot.

(ii) Nominations for each open district member position, in addition to nominations provided by Section 3(c)(i), may be made from the floor during any business session. Only those individuals who have notified the Executive Director/Secretary in writing at least 30 days prior to the Annual Meeting of their intention to seek office shall be eligible to be nominated from the floor. All eligible individuals nominated from the floor shall be placed on the ballot.

(iii) In the event no individual is nominated by the district or from the floor for an open Executive Committee member position, the Executive Committee shall select, in consultation with the district for which the open position exists, the nominee or nominees for each such position. In the event of resignation, death, ineligibility, or inability to serve on the part of a nominee, the 30-day prior notice requirement shall be waived for the selection of a new candidate.

Section 4.

Any officer or member of the Executive Committee may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director/Secretary of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered.
RECOMMENDATION #3:
The 2004 CBL recommends “Not Pass” on amendments to the NABP Constitution and Bylaws proposed by the Virginia Board of Pharmacy.

Background:
The CBL reviewed the proposed amendments to the Constitution and Bylaws submitted by the Virginia Board, noting that the Board’s proposal was very similar to that submitted by the Executive Committee, with three exceptions: 1) the concept that an Executive Committee member is a “representative” of the district as opposed to simply originating from a district; 2) voting for Executive Committee representatives should take place at the district level as opposed to at the national level; and 3) Executive Committee member term length.

The 2004 CBL cited concerns with this amendment similar to those of the 2003 CBL. These concerns included the concept of district representation and the advantages of and challenges associated with voting for representatives at the district level. Discussion focused on the benefits and drawbacks associated with the entire membership voting for a district “representative,” as well as those associated with a district-only vote. The 2004 CBL members observed that the proposal for election of EC members at the district level was presented before the body several times in the past and failed to receive support for adoption. Discussion also noted that the proposals submitted by the 2003 CBL and EC allowed for significant district involvement in the process for electing candidates for the Executive Committee member district positions. Members agreed that the proposals represented a fair compromise between the differing points of view and were even superior to the differing individual proposals.

Virginia Constitutional Amendment:
Amends Article IV, Section 2(a), 2(b), 2(c), 2(d); Article IV, Section 3; and Article IV, Section 4.

Article IV —
Officers, Committees, and Their Duties

Section 1.

(a) The officers of the Association shall be a President, a President-Elect, and a Treasurer, each of whom shall hold office until their successors are elected and have qualified. The President-Elect and Treasurer shall be elected at each Annual Meeting of the Association. The Executive Director shall serve as Secretary and as an ex-officio member of the Executive Committee.

(b) The term of the office of the President, President-Elect, and Treasurer shall be from one Annual Meeting to the next, or until a successor is elected and qualified for office. Officers may, from time to time, be re-elected to an office, but an individual may hold only one elective office at a time. The Treasurer, and such members of the Association staff as the Executive Committee shall determine, shall furnish a bond to be approved and the amount to be fixed by the Executive Committee.

(c) The President-Elect shall succeed to the office of President at the next Annual Meeting following such person’s election as President-Elect by the members.
(ii) In the event the President-Elect shall fill the vacancy of a President as provided in paragraph (e) of this Section, such person shall complete the term of the vacancy and shall serve the next succeeding term as President of the Association.

(iii) If, for any reason, an individual is appointed by the Executive Committee to fill a vacancy in the office of President-Elect, the individual so appointed shall succeed to the office of President should a subsequent vacancy occur in that office. Upon the expiration of the term of such individual as President-Elect or as President, should such person succeed to that office by reason of a vacancy, such person shall not become President in the next succeeding term as provided in paragraph (c)(i) of this Section. In this instance, the President shall be elected by the members at the Annual Meeting. Any individual appointed by the Executive Committee as President-Elect shall be eligible for election as President.

(d) All officers elected hereunder or appointed by the Executive Committee to fill vacancies shall, at the time of election or appointment, be currently affiliated as a board member or as an administrative officer of an active member of this Association. If an officer shall not continue as a board member or as an administrative officer of an active member of this Association during such term of office, said officer may continue to serve in the office until the next Annual Meeting, at which time a successor will be duly elected as provided herein. The President-Elect or President may complete his term as President-Elect and/or President and succeed to serve his term as President and/or Chairman, irrespective of whether his affiliation with his board continues. However, if an active member state becomes an associate member state, a vacancy shall immediately occur in any office held by a board member or administrative officer from such state, including the offices of President-Elect, President, and Chairman.

(e) The duties of President, President-Elect, and Treasurer shall be those which usually pertain to these offices. In case of the death or resignation, or inability of the President to serve, the duties of this office shall be assumed and fulfilled by the President-Elect.

(f) Except as otherwise provided in this Constitution, any vacancies of officerships which shall occur, from time to time, shall be filled by appointment by the Executive Committee. Any person filling such a vacancy through appointment by the Executive Committee shall serve as an acting officer until a successor is duly elected, as provided herein, at the next Annual Meeting.

(g) There shall be an Executive Director/Secretary employed by the Association who shall be hired by the Executive Committee and who shall work under such terms, conditions, and standards as the Executive Committee shall, from time to time, establish. The Executive Director/Secretary shall act as the Administrative Officer for the Association, shall serve as Secretary of the Association, and as an ex-officio member of the Executive Committee. The performance of the Executive Director/Secretary shall be reviewed annually by the Executive Committee.

Section 2.

(a) The business, property, and affairs of this Association shall be managed and conducted by an Executive Committee consisting of the following: (i) the immediate Past President of the Association, who shall serve for a term of one (1) year as Chairman and shall be a non-voting member (except to break a tie vote); (ii) the officers of the Association; and (iii) six (6) eight (8) persons representatives, one elected by each of the eight Districts, each to serve three (3) two (2) year terms. In order to provide for staggered elections, whereby in
each year two (2) candidates will be elected for three (3) year terms, in the first year that this provision becomes effective, there shall be two (2) candidates elected for three (3) year terms, two (2) candidates elected for two (2) year terms, and two (2) candidates elected for a one (1) year term. The Executive Committee members then serving shall continue to serve the balance of their respective terms. At each Annual Meeting thereafter, individuals shall be elected for a period of three (3) years to succeed the elected member whose term expired.

(b) In the year in which Section 2(a) becomes effective, At each Annual Meeting, the President then serving shall become the immediate Past President and Chairman, the President-Elect then serving shall become President, Any other officer whose term has not expired (with the exception of the President-Elect) resigns and the offices of President-Elect and Treasurer shall be elected.

(c) Each District shall be represented on the Executive Committee. In addition, there shall be no less than two (2) board members (other than administrative officers of boards) serving on the Executive Committee at all times. These requirements shall be taken into consideration by the Nominating Committee in slating candidates for the officer and other Executive Committee positions and by the Executive Committee in filling any vacancies. Election of the District representatives to the Executive Committee shall take place at the annual District meeting in the calendar year prior to the year in which a vacancy occurs. Each member board of the District shall have one vote, and a simple majority of the member boards present shall constitute a quorum for the purpose of conducting this election.

(i) All elections shall be conducted in accordance with written policies and procedures of the District and shall be monitored by NABP staff. The procedures shall include provisions for ensuring the eligibility of candidates as set forth in Section 3, paragraph (a) prior to the elections. The Districts may establish procedures for member states that cannot send a representative to the meeting to participate in the elections by other means of communication provided the integrity of the voting process can be ensured. All written policies and procedures for conducting elections shall be approved by the NABP Executive Committee prior to the first elections being held.

(ii) In the year in which these changes take effect, all Districts shall elect a representative at the annual District meeting to be installed at the next Annual Meeting. At the next Annual Meeting in the year following the year in which these changes take effect, the terms of all current members of the Executive Committee shall expire except the President who will become Chairman and the President-Elect who will become President. Elections shall occur for the offices of Treasurer and President-Elect, and the persons previously elected by the Districts shall be installed. In order to provide for staggered elections, for the first year that elections are conducted by the Districts, the representatives elected by Districts I, II, III, and IV shall serve a one (1) year term and the representatives elected by Districts V, VI, VII, and VIII shall serve a two (2) year term. Thereafter, elections shall be for a two (2) year term.

(iii) The terms of members elected by the Districts prior to the Annual Meeting shall begin following formal installation proceedings at the Annual Meeting. In the event that an elected representative to the Executive Committee resigns or becomes ineligible before installation at the Annual Meeting, the District shall caucus at the Annual Meeting prior to the first business session to elect another representative in accordance with its written procedures approved by the NABP Executive
Committee. Eligibility as set forth in Section 3, paragraph (a) shall be determined by NABP staff prior to the election.

(iv) In the event that a member of the Executive Committee resigns or otherwise becomes unable or ineligible to serve, the Executive Committee shall appoint a replacement from the same District to serve until the District can meet, either at the annual District meeting or by caucus at the Annual Meeting, to elect a replacement to serve the remainder of the unexpired term. Eligibility as set forth in Section 3, paragraph (a) shall be determined by NABP staff prior to the election.

(v) If a District fails to elect a representative when required to do so, a representative from that District shall be elected by the entire membership at the Annual Meeting. Nominations for the vacant position shall be taken from the floor at the first business meeting and eligibility of the candidates as set forth in Section 3, paragraph (a) shall be determined by NABP staff prior to the election.

(d) (i) Any individual elected to serve on the Executive Committee under Section 2(a)(iii) of this Article IV or appointed by any other provision of this Constitution must be affiliated as a board member or administrative officer of an active member state of this Association at the time of election or appointment. Once elected or appointed, the individual will be allowed to complete his term of office even if he is no longer a board member or administrative officer of the board subject, however, to 2(d)(ii) of this Article.

(ii) If an active member state becomes an associate member state, a vacancy shall immediately occur in any Executive Committee position held by a board member or administrative officer from such state.

(iii) No individual elected to the Executive Committee pursuant to Section 2(a) of this Article shall serve more than two (2) consecutive three (3) two (2) year terms, except that persons appointed or elected to fill an unexpired term created by a vacancy may still serve two complete terms in addition to completing the unexpired term.

(e) The Executive Committee shall have full power to act for the Association and shall have general charge of its affairs in the intervals between meetings of the Association, provided that the acts of such Committee do not contravene the instructions of the Association. The Committee shall meet annually at the place of, and immediately before and after, the Annual Meeting of the Association and at such other times and places as may be determined by the Committee.

(f) A majority of the members of the Executive Committee, exclusive of the Chairman and Executive Director/Secretary, shall constitute a quorum necessary to transact business, and unless otherwise provided in the Constitution and Bylaws of the Association, a majority of said quorum shall prevail in all matters before the Committee. In the interim between Executive Committee meetings, action may be taken by mail ballot without the necessity of seconds for motions, provided such actions are unanimously approved by the Executive Committee.

(g) The Executive Committee shall submit a report of its activities at each Annual Meeting of the Association. The report shall be sufficiently comprehensive to include an annual budget statement.
(h) Each member of the Executive Committee shall be reimbursed for expenses incurred in order to attend meetings of the Executive Committee.

(i) If, for any reason, at any time, any elected member of the Executive Committee shall refuse or be unable to act as a member of such Committee, or whose state becomes an associate member, the remaining members shall elect another individual to act on said Committee until the next meeting of the Association, at which time said vacancy shall be filled for the balance of the term by election by the members of the Association. Any vacancy resulting by reason of the refusal or inability of an immediate Past President to serve on the Committee shall be filled by election of a new member by the Committee who shall have been a former President of the Association and who shall serve until the next Annual Meeting when replaced by the immediate Past President in accordance with provisions of the Constitution.

(j) The term "Executive Committee" or "Executive Committee Member" shall be deemed to include officers unless the context provides to the contrary.

Section 3.

(a) Any individual seeking election to the Executive Committee shall meet the following criteria in order to be deemed eligible:

(i) the individual shall be an affiliated member of a state board of pharmacy of an active member state;

(ii) the individual shall not, other than their board of pharmacy activities, currently serve as an officer, official, or staff member for any national or state pharmacy organization; and

(iii) the individual shall not have a conflict of interest with the purpose, mission statement, and operation of NABP.

(b) Open Officer Positions.

(i) At least 60 days prior to the Annual Meeting, individuals interested in seeking to run for an officer position on the Executive Committee will notify the Executive Director/Secretary in writing of such intent. Only those individuals who have been determined by NABP to meet the eligibility qualifications for office as set forth in paragraph (a) of this section shall be eligible to run. All eligible persons shall be placed on the ballot.

(ii) Additional nominations for each open Executive Committee officer position may be made from the floor during any business session. Only those individuals who have notified the Executive Director/Secretary in writing at least 30 days prior to the Annual Meeting of their intention to seek office shall be eligible to be nominated from the floor. Only those candidates who have been determined by NABP to meet the eligibility qualifications for office as set forth in paragraph (a) of this section shall be eligible to run. All eligible persons nominated from the floor shall be placed on the ballot.

(iii) In the event of resignation, death, ineligibility, or other reason for inability to serve on the part of an individual who has declared intention to run, the 30-day prior notice requirement shall be waived for floor nominations of a new candidate. In the event no person notifies NABP of their interest in seeking to run for an open Executive Committee officer position and no person is nominated from
the floor for such open position, the Executive Committee shall select a nominee or nominees for each such position.

Any officer or member of the Executive Committee may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director/Secretary of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered.

Section 4.

(a) A Nominating Committee shall propose the names for officers (except the Secretary) and members of the Executive Committee for election at the Annual Meeting. This Committee shall be composed of eight (8) individuals, one from each District to be elected at the District meeting as provided in Article III, Section 4(c). The District shall notify the Executive Director/Secretary of the representative to the Nominating Committee and the alternate, if one is elected, within thirty (30) days after election.

(b) The Nominating Committee, which shall meet during the Annual Meeting of the Association, shall consider individuals from each District in an effort to equalize District representation on the Executive Committee; provided, however, nothing herein shall preclude members from the same District from serving simultaneously on the Executive Committee.

(c) In the event a member of the Nominating Committee is not elected in accordance with Section 4(a), or is unable to attend the Committee meetings, an alternate member elected at the District meeting may attend and participate in the Committee meetings. If no alternate has been so designated or fails to attend, the President of the Association shall designate, at the Annual Meeting, a member from that District to serve on the Nominating Committee.

Any officer or member of the Executive Committee may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director/Secretary of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered. Each member board of a District represented by a member being considered for removal shall be sent a copy of the written notification concurrently with the notification to the member.
RECOMMENDATION #4:
The 2004 CBL recommends to the EC that voting on the constitutional amendments occur using a written ballot and multi-step process, if necessary. The first step will provide delegates with a written ballot listing all three amendment sets (Virginia’s, EC’s, and CCB’s) and requesting that delegates vote for one amendment set. An amendment set receiving the necessary two-thirds vote of the total number of active members in the Association will be adopted. If, however, no amendment set receives the necessary two-thirds vote of the total number of active members in the Association, then the amendment sets with the two highest vote totals will be placed on a second ballot and the amendment set that receives an affirmative vote of two-thirds of the total number of active members in the Association passes. However, if neither amendment set receives an affirmative vote of two-thirds of the total number of active members in the Association, then the amendment set that receives the highest vote total will be placed on a third ballot. If the amendment set on the third ballot receives an affirmative vote of two-thirds of the total number of active members in the Association, then that amendment set passes. However, if that amendment set does not receive an affirmative vote of two-thirds of the total number of active members in the Association, then the Constitution remains unchanged.

Background:
The 2004 CBL discussed possible scenarios on how the constitutional amendment sets should be considered and voted upon in response to concerns voiced by some members of District II at the District II meeting. A number of proposals for presenting and voting were reviewed and discussed by 2004 CBL members.

The 2004 CBL thought that this voting procedure was congruent with the intent of the two-thirds affirmative voting process as stated in the Constitution and Bylaws. The 2004 CBL thought that the two-thirds majority rule was intended to be applied to a vote on whether to adopt a proposal or not to adopt, rather than to vote between two or more proposals. A vote to adopt or not adopt a single proposal will divide the total number of votes between that proposal and no change. A vote between two proposals will divide the votes in three ways; between each proposal and no change. Therefore, the adoption of a proposal with three options may be less obtainable.

RECOMMENDATION #5:
The 2004 CBL recommends “Pass” on EC Constitutional Amendment Set #1 (and CCB Constitutional Amendment Set #1), which changes the term “pharmaceutic licensure” to “pharmacist licensure” and includes other non-substantive edits.

EC Constitutional Amendment Set #1:
Amends Article II; Article III, Sections 1(a), and 2.

Article II — Purpose

The purpose of the Association is to provide for interstate transfer in pharmacist licensure, based upon a uniform minimum standard of pharmacist education and uniform legislation; and to improve the
standards of pharmacy education, licensure, and practice by cooperating with State, National, and International Governmental Agencies and Associations having similar objectives.

**Article III — Membership, Voting, and Districts**

**Section 1.**

(a) The members of this Association shall be the boards of pharmacy (or similar pharmacy licensing agency) of the individual States, the District of Columbia, the Territories and Commonwealps of the United States, the individual provinces of the Dominion of Canada, and such other jurisdictions that elect to join the Association and are approved, from time to time, by the Executive Committee. They shall consist of active and associate members.

...  

**Section 2.**

Any final approval by an individual board of pharmacy of the Constitution and Bylaws of this Association shall be deemed a continuing approval so long as said board shall continue to permit the transfer of pharmacist licensure as provided in the Constitution and Bylaws and otherwise is a member in good standing in this Association.

**RECOMMENDATION #6:**

The 2004 CBL recommends “Pass” on EC Constitutional Amendment Set #2 (and CCB Constitutional Amendment Set #2), which moves the requirement for member boards to use the NABP Disciplinary Clearinghouse from the Bylaws to the Constitution and more clearly defines active and associate member boards.

*EC Constitutional Amendment Set #2:*

*Amends Article III, Section 1(c) and 1(d).*

**Article III — Membership, Voting, and Districts**

**Section 1.**

...  

(c) Active member boards shall be those member boards that have formally approved the Constitution and Bylaws of the Association, and that require the use of the NABP Clearinghouse for all candidates for the purpose of transferring licensure both into and out of the state which permit the transfer of pharmacist licensure as provided by the Bylaws of this Association, shall be deemed “active” members. All other members shall be deemed “associate” members.

(d) Associate member boards shall be those member boards not classified as active member boards.

(e) Any individual who is a member or administrative officer of an active or associate member board of the Association shall be an affiliated member of the Association and shall continue to be an affiliated
member hereof, although such person is no longer actively participating on such board, so long as such person has not been convicted of an offense involving moral turpitude or violation of pharmacy, liquor, or drug laws and so long as such board is a member in good standing with this Association.

**RECOMMENDATION #7:**
The 2004 CBL recommends “Pass” on EC Constitutional Amendment Set #4 (and CCB Constitutional Amendment Set #4), which removes references to the Advisory Committee on Examinations member appointments and Committee duties, moves language addressing standing committees, and adds a list of standing committees.

**EC Constitutional Amendment Set #4:**
*Amends Article IV, Section 5; Article IV, Sections 7 and 8.*

**Article IV —**
**Officers, Committees, and Their Duties**

…

**Section 5:**

(a) There shall be an Advisory Committee on Examinations to be appointed by the President, consisting of at least five (5) nor more than seven (7) affiliated members of the Association. The term of the members shall be for three (3) years, each one to be appointed, to the extent possible, on a staggered basis. The initial term of each such member appointed hereunder may be less than three (3) years, as determined by the President, to provide for the three (3) year staggered appointments. Thereafter, at the expiration of each term of an affiliated member, the President shall be empowered to appoint a successor for a term of three (3) years and to fill any vacancy that occurs from time to time, however created, by appointment of an affiliated member to complete the unexpired term of office. Members currently serving on the Committee shall complete their respective terms.

(b) If, at any time, there are more than two (2) members of the Committee not currently serving on a Board of Pharmacy, a vacancy shall be deemed to exist by the President in all positions in excess of two held by members not currently serving on a Board of Pharmacy. Each such vacancy shall be filled by appointment of an affiliated member currently serving on a Board of Pharmacy for the remainder of the term of the member being replaced.

(c) The members of the Advisory Committee on Examinations shall select from the members of the Committee a Chairman to serve for a period of one (1) year. Any person serving as Chairman can be reelected to the office of the Chairman position.

(d) It shall be the duty of the Chairman of said Committee, when directed by the President of the Association, to visit member boards to observe carefully the development, administration, and scoring of the examinations; to offer suggestions and recommendations when deemed necessary, to the end that examinations of member boards be made uniform to the extent achievable. Members of the Advisory Committee on Examinations other than the Chairman may be directed by the President or the Executive
Director/Secretary to visit boards of pharmacy in the performance of duties of the Committee. It shall be further the duty of said Committee to make a report of each board visitation to the President of the Association, and a full report of its work and investigations and accomplishments at each Annual Meeting of the Association.

(e) The members of said Committee shall receive no compensation for their services, but shall be reimbursed for their traveling expenses upon bills of particulars approved by the Executive Director/Secretary of the Association.

Section 75.

(a) The Executive Committee shall designate, from time to time, such committees as it deems necessary to carry out the purposes of the Association.

(b) Standing committees of the Association shall include the Advisory Committee on Examinations, the Committee on Resolutions, the Committee on Constitution and Bylaws, and the Committee on Law Enforcement/Legislation.

(c) With the exception of the Advisory Committee on Examinations, and except as otherwise provided herein, each member of any elected or appointed committee of this Association, including those persons elected or appointed to fill vacancies, shall, during such term, be affiliated as a board member or as an administrative officer of an active member board of the Association.

(d) If any committee member, other than an Executive Committee member, shall not continue as a board member or as an administrative officer of an active member of this Association during such term of office, a vacancy in that position shall occur and shall be filled as provided in this Constitution by appointment by the President.

RECOMMENDATION #8:
The 2004 CBL recommends “Pass” on EC Constitutional Amendment Set #5 (and CCB Constitutional Amendment Set #5), which makes non-substantive edits to clarify Committee on Resolutions language and Committee on Constitution and Bylaws language.

EC Constitutional Amendment Set #5:
Amends Article IV, Section 6; Article VI, Section 1.

Section 6.

(a) There shall be a Committee on Resolutions, consisting of eight (8) members, one from each District, to be elected at the District meeting as provided in Article III, Section 4(c). The District shall notify the Executive Director/Secretary of the representative to the Resolutions Committee and the alternate, if one is elected, within at least thirty (30) days after election prior to the Annual Meeting.

(b) In the event a member of the Committee on Resolutions is not elected in accordance with Section 4(a), or is unable to attend the Committee meetings, an alternate member elected at the District meeting may attend and participate in the Committee meetings. If no alternate has been so designated or fails to attend, the President of the Association shall designate, at the Annual Meeting, a member from that District to serve on the Resolutions Committee.
(c) The Committee on Resolutions will meet during the Annual Meeting of the Association to give due
consideration of resolutions submitted to the Association, check against duplication or contradiction with
past resolutions or policy adopted by this Association, refer all resolutions concerning examination
procedures not previously so referred by the Executive Director/Secretary to the Advisory Committee on
Examinations for report before submitting same to the Association, and put resolutions in proper
phraseology and form before submitting them to the Association. All resolutions shall be submitted to the
Association for consideration, with a committee recommendation to "pass," "not pass," or "with no
recommendation."

(d) Any active member board, district, or committee of the Association may submit resolutions to the
Association. Except as otherwise provided in subparagraph (c) of this section, all resolutions submitted in
writing to the Association at least twenty (20) days prior to the date of the Annual Meeting shall be presented
at the Annual Meeting for consideration. Resolutions not presented within such time limitations may be
presented during the Annual Meeting and will be considered for adoption by the Association upon the
affirmative vote of three-fourths (3/4) of those Association members present and constituting a quorum.

Section 7

(a) Except as otherwise provided herein, each member of any elected or appointed committee of this
Association, including those persons elected or appointed to fill vacancies, shall, during such term, be
affiliated as a board member or as an administrative officer of an active member board of the Association.

(b) If any committee member, other than an Executive Committee member, shall not continue as a board
member or as an administrative officer of an active member of this Association during such term of office, a
vacancy in that position shall occur and shall be filled as provided in this Constitution by appointment by the
President.

Section 8.

The Executive Committee shall designate, from time to time, such additional committees as it deems necessary to
carry out the purposes of the Association. Article VI — Amendments

Section 1.

(a) There shall be a The Committee on Constitution and Bylaws shall consisting of five (5) members
appointed annually by the President. The President shall designate a Chairman from the Committee
members who shall preside at the Committee meetings.

(b) It shall be the duty of the Committee on Constitution and Bylaws to review any proposed amendments to
the Constitution and Bylaws, to suggest changes, if any, to such amendments, and to make a Committee
recommendation of "pass," "not pass," or "no recommendation" to each such proposed amendment.

(c) Any active member board, the Executive Committee, or the Committee on Constitution and Bylaws may
propose amendments to the Constitution and Bylaws of the Association.
**RECOMMENDATION #9:**
The 2004 CBL recommends “Pass” on EC Bylaws Amendment Set #1 (and CCB Bylaws Amendment Set #1), which removes language on active and associate member boards. Such language was added to the Constitution in Constitutional Amendment Set #2.

*EC Bylaws Amendment Set #1:*
*Amends Article I, Section 1.*

**Article I**

**Section 1. Membership**

Any board of pharmacy which has formally approved the Constitution of the Association and these Bylaws, and which shall require the use of the NABP Clearinghouse for all candidates for the purpose of transferring licensure both into and out of the state, shall be an active member board. All other member boards shall be associate members.

**RECOMMENDATION #10:**
The 2004 CBL recommends to the Executive Committee “Pass” on the amendment to the NABP Bylaws removing South Australia from membership in NABP and District VI by the Board’s request if a complimentary membership fee of two years is declined by Australia.

**Background:**
Committee members agreed that it was important to maintain NABP’s international members and recognized that financial limitations present a particular challenge for jurisdictions located outside of the United States (US) when membership in NABP is reviewed. The Committee recommends to the Executive Committee that a program be established providing a subsidy to jurisdictions outside of the US to continue their membership in the Association if financial limitations are such that membership cannot be continued. The 2004 CBL was also sensitive to the fact that the same limitations may face US-based boards of pharmacy. Members wanted to strike a fair balance between providing limited subsidies to jurisdictions located outside of the US and other jurisdictions that have ensured that membership in NABP is supported by their respective states, provinces and regions.