Report of the Committee on Constitution and Bylaws

Members Present:
Michael A. Moné (KY), chair; Charles Curtis Barr (NE); Wayne A. Camp (LA); Robert P. Giacalone (OH); Karen Ryle (MA).

Others Present:
B. Belaire Bourg, Jr., executive committee liaison; Carmen A. Catizone, NABP executive director/secretary; Mary A. Dickson, Janice Teplitz, NABP staff.

Introduction:

Review of the Committee Charge:
The Committee on Constitution and Bylaws reviewed its charge as stated in the Constitution and Bylaws of the National Association of Boards of Pharmacy. 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 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.

Section 2.
(a) Proposed amendments to this Constitution shall be in writing and delivered to the Executive Director/Secretary of the Association not more than ninety (90), nor less than forty-five (45), days prior to the Annual Meeting. Each such proposed amendment shall be delivered to the Committee on Constitution and Bylaws by the Executive Director/Secretary within five (5) days after receipt by the Executive Director/Secretary.
(b) Amendments to the Constitution proposed by the Committee on Constitution and Bylaws shall be in writing and delivered to the Executive Director/Secretary not less than thirty-five (35) days prior to the Annual Meeting.

Section 3.
(a) The Executive Director/Secretary shall forward all proposed amendments to each board of pharmacy not less than thirty (30) days before the Annual Meeting of the Association.
(b) Proposed amendments so received shall be presented at any session of the Annual Meeting. Such amendments shall be presented for consideration at the next succeeding Annual Meeting and for adoption shall require an affirmative vote of two-thirds (2/3) of the total number of active members of the Association.

Review of the 1999-2000 Committee on Constitution and Bylaws Report:
Chairman Moné reviewed with Committee members the 1999-2000 Committee on Constitution and Bylaws report. He noted that the Committee had reviewed the amendment to the Bylaws submitted by the Executive Committee assigning the Pharmacy Board of Tasmania to District VII, and unanimously voted to support a recommendation of “Do Pass” to the membership.

Amendments to Restructure the Executive Committee:

Background
The Committee on Constitution and Bylaws (CB/L) reviewed members’ requests to amend the Constitutional provisions governing the structure of the NABP Executive Committee and the role of the Nominating Committee. Committee members acknowledged that in recent years state board delegates and candidates have asked to be notified of the open positions on the Executive Committee before the Annual Meeting. They also suggested modifying the nomination and election procedures to ensure that the names of all eligible candidates appear on the final ballot prepared by the Nominating Committee.

Committee members noted that NABP furnishes Guidelines to individuals seeking to run for an open position on the Executive Committee, and provides information about the election and the role of the Nominating Committee in the NABP Newsletter and other publications. They suggested that NABP continue this practice but expand its scope to ensure that all member boards and candidates are aware of the election process.

The Committee addressed the following proposals, which were submitted according to the requirements of Article VI, Section 2(a), which state “Proposed amendments . . . shall be in writing and delivered to the Executive Director/Secretary of the Association not more than ninety (90), nor less than forty-five (45), days prior to the Annual Meeting.”

Amendment Proposed by District II

The Committee discussed the District II proposal to restructure the NABP Executive Committee. The proposal called for a revision of current election procedures to effect direct election of representatives within each district, by the district at its District Meeting, thereby creating eight District representatives in addition to the officers on the Executive Committee. Committee
members noted that while the provisions in Article IV, Section 2 of the NABP Constitution exist to assure geographic diversity on the Executive Committee, the members of the Executive Committee do not, in fact, represent the NABP district in which they reside. Rather, the members of the Executive Committee provide a governing structure that is national in scope and includes geographic representation of the membership. Committee members stated that the fundamental principle of district involvement and representation that is the crux of the District II concern is inherent in the selection of delegates and alternate delegates to the Nominating Committee. The Committee on Constitution and Bylaws recommends a “Do Not Pass” on the District II amendment.

Amendments Proposed by the NABP Executive Committee

The Committee on Constitution and Bylaws discussed the following proposed amendment from the NABP Executive Committee, which would restructure the composition of the Executive Committee and the election process. Language added by the Committee on Constitution and Bylaws to the Executive Committee’s proposal is underlined, and deleted text is indicated by a strikeout. In addition, italicized comments have been added to reflect the discussion of the Committee on Constitution and Bylaws.

Article IV

Officers, Committees, and Their Duties

Section 1.

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

(b) Only members currently serving on the Executive Committee shall be eligible for nomination for the office of President-elect/Treasurer. Any Executive Committee member whose name is submitted or who is nominated for the office of President-elect/Treasurer and whose term as a member of the Executive Committee is not expiring at the Annual Meeting where the election is to occur shall resign from his or her Executive Committee position. His or her resignation shall be submitted at such time as will permit the Nominating Committee to select candidates for the vacancy that occurs.

CB/L Comment: Committee members did not wish to restrict qualified candidates from running for an officer position on the Executive Committee. While they agreed that the experience available to candidates who have served as a member of the Executive Committee was valuable, they felt that in certain circumstances qualified candidates would be able to fulfill the responsibilities of an officer without prior Executive Committee background.

(c) No individual may be re-elected to the office of President-elect/Treasurer. No individual may hold more than one elective office at a time.

(d) The President-elect/Treasurer and such members of the Association staff as the Executive Committee shall determine, shall furnish a bond to be approved in an amount to be fixed by the Executive Committee.
(e) (i) The President-elect/Treasurer shall succeed to the office of President at the next Annual Meeting following such person’s election as President-elect/Treasurer by the members.

(ii) In the event the President-elect/Treasurer shall fill the vacancy of a President as provided in paragraph (f) 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/Treasurer, 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/Treasurer 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/Treasurer shall be eligible for election as President.

(f) 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 state of this Association. If an officer shall not continue as a board member or as an administrative officer of an active member state 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/Treasurer may complete his term as President-elect/Treasurer and succeed to serve his terms as President and 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/Treasurer, President, and Chairman.

(g) The duties of the President and President-elect/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/Treasurer.

(h) 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.

(i) 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 Chief Executive 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) eight (8) persons, one from each District, each to serve three (3) year terms; and (iv) one (1) at-large position, which will serve a three (3) year term and shall be elected irrespective of district affiliation. In order to provide for staggered elections, whereby in each year candidates will be elected for three (3) year terms, in the first year that this provision becomes effective, there shall be three (3) candidates elected for three (3) year terms, three (3) candidates elected for two (2) year terms. And two (2) candidates elected for a one (1) year term. Thereafter, all such elections shall be for three (3) year terms.

CB/L Comment: Committee members supported the need for geographical balance on the Executive Committee. However, they also believed it was important to offer interested candidates an alternate opportunity to serve on the Executive Committee. Therefore, they added an at-large position that carries the same three-year/two term limit as the other eight member positions on the Executive Committee. The at-large position may be filled by candidates from any geographical area.

(b) The Executive Committee members serving at the time Section 2(a) becomes effective shall continue to serve the balance of their respective terms. The terms provided in Section 2(a) may be adjusted by the Executive Committee to provide for three (3) year staggered terms at the earliest possible time.

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

(d) There shall be no less than three (3) board members (other than administrative officers of boards) serving on the Executive Committee at all times. There shall be no more than two (2) officers three (3) individuals from the same District serving on the Executive Committee at any time. 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.

CB/L Comment: In order to maintain geographic balance, the Committee felt that no more than two individuals from the same geographic district should serve as officers on the Executive Committee.

(e) (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 of 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 or her term of office even if, subsequently, he or she is no longer a board member or administrative officer of the board subject, however, to Section 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) year terms.

(f) The Executive Committee shall have full power to act for the Association and shall have general charge of its affairs in the interval 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.

(g) 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.

(h) 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.

(i) Each member of the Executive Committee shall be reimbursed for expenses incurred in order to attend meetings of the Executive Committee.

(j) 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 the Chairman to serve on the Committee shall be filled by election of a new member by the Executive Committee who shall have been a former President of the Association and who shall serve until the next Annual Meeting when replaced by the President-elect/Treasurer in accordance with provisions of the Constitution.

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

Section 4.

(a) A Nominating Committee shall propose the names for President-elect/Treasurer 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 shall meet during the Annual Meeting of the Association to review the qualifications of candidates for office and slate all eligible candidates in accordance with the District requirements and qualifications set forth in Article IX, Section 1 of the Bylaws, and shall consider individuals from each District and for the office of President-elect/Treasurer for nomination. Nominees may be proposed by any Active Member Board in good standing prior to the Annual Meeting by written notice to the Executive Director/Secretary, or from the floor at the Annual Meeting. The Committee may slate endorse one (1) or more persons for office as the Committee, in its sole discretion, shall determine.

(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.

(d) An individual seeking election to the Executive Committee must meet the eligibility qualifications set forth in the Bylaws and complete an interview with the Nominating Committee at the Annual Meeting of the Association. All candidates for office, including those nominated from the floor, shall be interviewed by the Nominating Committee. All eligible candidates will be slated on the final ballot. However, the endorsements of the Nominating Committee shall be noted on the final ballot.

**CB/L Comment:** The Committee on Constitution and Bylaws amended the language to allow for the names of all eligible candidates to appear on the ballot, while retaining the requirement that all candidates, those who declare an interest in running for office prior to the Annual Meeting and those nominated from the floor, be interviewed by the Nominating Committee. The Nominating Committee would screen all candidates according to the eligibility requirements listed in Article IX, Section 1 of the Bylaws and interview them. At the conclusion of their deliberations, the Nominating Committee would endorse one or more candidates for each open position who, in the opinion of the Nominating Committee, are most qualified to serve on the Executive Committee. Those candidates endorsed by the Nominating Committee would be identified in the report of the Nominating Committee to the delegates during the business sessions of the Annual Meeting and on the final ballot. These procedures would assure that all candidates are interviewed by the Nominating Committee and that the voting delegates at the Annual Meeting have the opportunity to cast an informed vote for all candidates.

The members of the Committee on Constitution and Bylaws recommended that all candidates be informed of the eligibility requirements and procedures related to the NABP Executive Committee election.

By consensus agreement, the Committee on Constitution and Bylaws recommends “Do Pass” on the proposal.

**Amendments to the NABP Bylaws:**

The following language designating a new Article IX was developed by the Committee on Constitution and Bylaws to establish those eligibility criteria that must be met by candidates...
seeking to run for a position on the Executive Committee. Failure to meet these criteria would disqualify the candidate from consideration by the Nominating Committee.

**Article IX**

**Section 1. Eligibility for Election to the Executive Committee**

(a) Candidates seeking a position on the Executive Committee, including those nominated from the floor, must submit a Letter of Intent to seek office and a current curriculum vitae or resume to the Executive Director/Secretary no later than at the conclusion of the first business session of the Annual Meeting of the Association.

(b) Candidates (i) must be a member of a state 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, or give the appearance of having, a conflict of interest with the purpose, mission statement, and operation of NABP.

The Committee on Constitution and Bylaws noted that these amendments to the Bylaws are integrally connected to the Committee’s proposed amendments to the Constitution. Therefore, they recommend that the Bylaws be voted in on 2002, in concert with the amendments to the Constitution.