



Report of the Committee on Constitution and Bylaws

Members Present:

Lee Ann Bundrick (SC), *chair*; Robert Carpenter (VT); Christopher Dembny (TX); Tejal Patel (DE); Jim Spoon (OK).

Others Present:

Richard B. Mazzoni, *Executive Committee liaison*; Carmen A. Catizone, Eileen Lewalski, Maureen Schanck, and Lisa Janso, *NABP staff*.

The 2015-2016 Committee on Constitution and Bylaws met via teleconference on April 6, 2016.

Review of the Committee Charge

Chairperson Bundrick reviewed the committee 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) The Committee on Constitution and Bylaws shall consist of five (5) members appointed annually by the President. The President shall designate a Chairperson 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.

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 by the Executive Director/Secretary to the Committee on Constitution and Bylaws no less than five (5) days before the Committee on Constitution and Bylaws is convened.
- (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 member boards of the Association.

Bylaws Article VI

Section 1. Proposed Amendments

- (a) Proposed amendments to the Bylaws 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 by the Executive Director/Secretary to the Committee on Constitution and Bylaws no less than five (5) days before the Committee on Constitution and Bylaws is convened.
- (b) It shall be the duty of the Committee on Constitution and Bylaws to review any proposed amendments to the Bylaws, to suggest changes, if any, to such amendments, and to make a committee recommendation to each such proposed amendment.
- (c) Amendments to the Bylaws 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.
- (d) The Executive Director/Secretary shall forward all proposed amendments to members of the Executive Committee and all active and associate member boards not less than thirty (30) days prior to the Annual Meeting.

Section 2. Amendment Voting

Any such proposed amendment received in accordance with Section 1 of this Article shall be presented at any session of the Annual Meeting, exclusive of the last session. At any subsequent session of that Annual Meeting, said proposed amendment may be adopted by an affirmative vote of a majority of the total number of active member boards of the Association. Any proposed amendment which shall not receive the vote required herein for adoption must be re-submitted in accordance with Section 1 of this Article before receiving further consideration at a subsequent Annual Meeting.

Review of Previous Reports and Background Information

Janso reviewed with committee members the 2014-2015 Committee on Constitution and Bylaws report. Catizone then provided an overview of the Constitution and Bylaws, emphasizing its role in Association governance regarding matters such as membership, Annual Meeting, and procedures for Constitution and Bylaws amendments and their submission.

Proposed Ballot Clarification Amendment Set

Chairperson Bundrick reviewed with committee members the proposed technical amendment to the Constitution submitted by the Executive Committee in the Proposed Ballot Clarification Amendment Set, which is to be presented at the NABP 112th Annual Meeting to be held on May 14-17, 2016, in San Diego, CA, and then discussed and voted on at the NABP 113th Annual Meeting to be held May 20-23, 2017, in Orlando, FL.

Lewalski informed committee members that NABP obtained a legal opinion regarding whether Article V, Section 1(c) of its Constitution permits the “written ballot” requirement to be satisfied by electronic voting. It was the opinion of Atkinson & Atkinson, LLC, that an electronic ballot that maintains the confidentiality of the votes would satisfy the Constitution. As such, the term “written” was proposed to be removed and the ballot for the election of Executive Committee members was clarified by adding “confidential.” It was also proposed that Section 1(c) be further separated into two additional subsections and edited for clarification and to remove redundancy.

Prior to voting on the amendment, members discussed the meaning of the terms “confidential” and “ballot” and the appropriate placement of these terms in the proposed amendment. It was noted that “confidential” applies only to the election of Executive Committee members. All other votes, such as that for proposed resolutions and amendments to the Constitution and Bylaws, are taken by voice vote or standing vote.

RECOMMENDATION 1:

The 2016 Committee on Constitution and Bylaws recommends “Pass” on the Proposed Ballot Clarification Amendment Set.

Article V — Annual Meeting

Section 1.

(a) The Association shall meet annually at such time and place as the Executive Committee may determine. Thirty (30) days written notice of such Annual Meeting shall be given to the active and associate member boards by the Executive Director/Secretary of the Association.

(b) A majority of the active member boards of pharmacy shall constitute a quorum at any Annual Meeting of the Association. Unless otherwise provided herein, action may be taken on any matter by the Association at an Annual Meeting by a majority vote of a quorum.

(c) The election of officers and Executive Committee members shall be in person by ~~written confidential~~ ballot.

(d) All other votes of the Association at the Annual Meeting may, at the discretion of the presiding officer, be by voice vote or by standing vote ~~to be counted by individuals designated by the presiding officer.~~ Through a motion, a majority of a quorum of those active member boards present may ~~demand~~ request a ~~written~~ ballot.

(e) All ~~written~~ ballots and votes shall be counted by a committee of three persons to be appointed by the presiding officer.