



*Report of the Committee on*  
**CONSTITUTION AND BYLAWS**



# NABP

## Members Present:

Tamara McCants (DC), *chair*; Michael Carroll (VT); Kevin Dang (AZ); Julie Spier (TX).

## Member Not Present:

Paul Brand (MT).

## Others Present:

Kamlesh “Kam” Gandhi, *Executive Committee liaison*; Lemrey “Al” Carter, Melissa Madigan, Eileen Lewalski, Lisa Janso, and Maureen Schanck, *NABP staff*.

The 2020-2021 Committee on Constitution and Bylaws met virtually on April 5, 2021.

## Review of the Committee Charge

Chairperson McCants 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 V

### 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**

Chairperson McCants reviewed with committee members the 2019-2020 Committee on Constitution and Bylaws report and the recommendations within. Staff then provided an overview of the Constitution and Bylaws document, emphasizing its role in Association governance regarding matters such as membership, the Annual Meeting, and procedures for Constitution and Bylaws amendments and their submission.

Chairperson McCants noted the general differences between a constitution and bylaws and raised the question of whether both components are needed in NABP's governance document. It was suggested that this may be something for a future committee to examine.

## **Proposed Amendment on District Meeting Elections**

Staff reviewed with committee members the proposed constitutional amendment on district meeting elections, submitted by the Executive Committee, which was presented during the 116th NABP Annual Meeting held virtually on May 14, 2020, and will be discussed and voted on during the 117th NABP Annual Meeting to be held virtually May 13-14, 2021. The 2019-2020 Committee on Constitution and Bylaws recommended "Pass" on the proposed amendment.

Chairperson McCants noted that the Executive Committee proposed the amendment to the NABP Constitution to increase both the opportunity for individuals to seek positions on the Executive Committee and the involvement of the delegates and members in the actual election of individuals to the Executive Committee.

Staff explained that the Constitution allows districts to nominate no more than two candidates for an open member position on the Executive Committee. Despite different approaches by the Executive Committee to encourage contested elections, some districts continue to nominate just one candidate for an open position even though there are other qualified individuals interested and seeking the position. The proposed amendment attempts to ensure that if multiple qualified candidates exist for an open district member position, two candidates must be nominated, thus extending the election ballot and allowing the full membership more involvement in the final election.



Committee members discussed the proposed amendment and considered the impact of both passing and not passing the proposed amendment. Additionally, committee members discussed the role of the district member positions on the Executive Committee, which is to represent NABP's governing body and the interest of NABP and public protection rather than their districts. The committee also debated whether the district seat on the Executive Committee should be selected by the district or the full membership. Overall, the committee did not feel that the proposed amendment was needed, as an opportunity already exists for more than one candidate to run for an open district seat on the Executive Committee outside of the district meeting process.

## RECOMMENDATION 1:

A motion was made and passed to recommend "Not Pass" on the Proposed Amendment on District Meeting Elections. (Motion by Carroll, Second by Dang)

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

#### Section 3(c). Open Member Positions

- (i) Each District with an open Executive Committee member position shall, at its annual District meeting, nominate no more than two candidates for the open District position. Individuals interested in being nominated by their District for an Executive Committee member position must submit to the NABP Executive Director/Secretary, District NABP chairperson, and District secretary a letter of intent and current curriculum vitae at least 20 days prior to the opening date of the District meeting. The letter of intent should include a short (no longer than one page) narrative highlighting relevant experience and attributes that qualify the individual for consideration to be nominated to the Executive Committee and, if applicable, the term expiration date on the active member board on which the individual presently serves. Only those individuals who have been determined by NABP to meet all qualifications for such position shall be deemed eligible and placed on the ballot. Notice of qualified individuals will be provided by NABP to the District NABP chairperson, District secretary, and the individual prior to the opening date of the District meeting.
- (ii) In the event that two or more eligible candidates exist for the open member position, the District shall proceed with nominating two candidates for consideration at the Annual Meeting.
- ~~(ii)~~ (iii) An otherwise eligible individual not nominated under Section 3(c)(i) above may seek to become a candidate for the relevant open District member position by providing written notice to the Executive Director/Secretary. Such written notice must be submitted after the relevant District meeting, but received no later than 45 days prior to the Annual Meeting. Only those individuals who have been determined by NABP to meet all qualifications for such position shall be placed on the ballot.



- ~~(iii)~~(iv) In the event no individual is nominated by the District for an open Executive Committee member position, the Executive Committee shall select, in consultation with the District for which the open position exists, the candidate(s) for each such position.
- ~~(iv)~~(v) In the event of resignation, death, ineligibility, or inability to serve on the part of a candidate, the 45-day prior notice requirement may be waived for the selection of a new candidate.
- ~~(v)~~(vi) The Executive Committee shall adopt policies and procedures related to the security and integrity of the District nomination process.

### **Proposed Amendment on District Submission of Resolutions**

Staff reviewed with committee members the proposed constitutional amendment on district submission of resolutions, submitted by the Executive Committee, which was presented during the 116th NABP Annual Meeting held virtually on May 14, 2020, and will be discussed and voted on at the 117th NABP Annual Meeting to be held virtually May 13-14, 2021. The 2019-2020 Committee on Constitution and Bylaws recommended “Not Pass” on the proposed amendment.

Chairperson McCants noted that the Executive Committee proposed this amendment to standardize the process for submission of proposed resolutions by a district. The proposed amendment allows for review and preparation of background information by NABP for the district’s consideration when voting on a proposed resolution at a district meeting.

The committee discussed the current process for submission of resolutions, both prior to the district meetings and prior to the Annual Meeting. The committee agreed that restricting the time frame in which a district may submit a resolution may diminish participation at the district meetings and prevent districts from submitting resolutions on timely issues that may not fall within the proposed time frame.

### **RECOMMENDATION 2:**

A motion was made and passed to recommend “Not Pass” on the Proposed Amendment on District Submission of Resolutions. (Motion by Carroll, Second by Spier)

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

#### **Section 6.**

- (a) The Committee on Resolutions shall consist 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 at least thirty (30) days prior to the Annual Meeting.

- (b) In the event a member of the Committee on Resolutions is not elected in accordance with Section 6(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 “no recommendation.”
- (d) Any active member board, District, or committee of the Association may submit resolutions to the Association. Any resolution submitted at a District Meeting by a Board or District must be provided to the District Secretary/Treasurer and NABP Executive Director/Secretary at least twenty (20) days prior to the applicable District Meeting to provide adequate time for review and the preparation of background information for the District’s consideration of the resolution.
- ~~(d)~~(e) 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 submitted within such time limitations, but which are submitted within a time frame set by the Executive Committee, may be presented during the Annual Meeting (pursuant to Section 6(c)) and will be considered for adoption by the Association upon the affirmative vote of three-fourths (3/4) of those active member boards present and constituting a quorum.