



Report of the Committee on

CONSTITUTION AND BYLAWS

Report of the Committee on Constitution and Bylaws

Members Present:

David Bowyer (WV), *chair*; Caryn Belisle (MA); Bill Mixon (NC); Donna Montemayor (TX); Tanya Schmidt (ND).

Others Present:

Deborah C. Mack, *Executive Committee liaison*; Lemrey “Al” Carter, Melissa Madigan, Eileen Lewalski, Lisa Janso, and Maureen Schanck, *NABP staff*.

The 2021-2022 Committee on Constitution and Bylaws met virtually on April 11, 2022.

Review of the Committee Charge

Chairperson Bowyer reviewed the committee charge as stated in the NABP Constitution and Bylaws. 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 Bowyer reviewed with committee members the 2020-2021 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.

Proposed Constitutional Technical Amendment Set 1

Staff reviewed with committee members Proposed Constitutional Technical Amendment Set 1, submitted by the NABP Executive Committee, which will be presented during the 118th NABP Annual Meeting held May 19-21, 2022, and will be discussed and voted on during the 119th NABP Annual Meeting to be held May 11-13, 2023.

It was noted that the Executive Committee proposed the amendment to allow an affiliated member of an active member board, who was appointed to serve on an Association standing committee, to continue to serve on said committee in the event that the member is no longer serving on a board of pharmacy at the time the committee convenes.

The proposed amendment would primarily impact the Committee on Law Enforcement/Legislation, which has multiyear terms of up to three years, whereas members of the Committee on Constitution and Bylaws and the Committee on Resolutions are appointed for one-year terms. Advisory Committee on Examinations members serve three-year terms; however, the parameters of appointment and terms are established via NABP policy.

The impetus for the proposed amendment was the transition to multiyear member terms on the Committee on Law Enforcement/Legislation, which began in 2020. Occasionally, while a standing committee member is serving their term, they may leave the board for various reasons (eg, moving to another state or completing their term on their board). Technically, the wording of the Constitution makes them ineligible to continue their participation unless the Executive Committee confirms that they may continue to serve. When this recently occurred, the decision regarding that member's continued service was brought to the Executive Committee for consideration and approval. There may be instances, however, when the timing needed for approval does not align with an Executive Committee meeting, thereby making this option unavailable in some instances. The proposed amendment clarifies that a standing committee member must be currently serving on an active member board at the time of appointment and revises the language to allow the completion of their term of appointment so long as they remain an affiliated member as defined in the Constitution.

Committee members discussed the proposed amendment and agreed that such a process should be outlined in the Constitution rather than requiring approval for each occurrence.

RECOMMENDATION 1:

The committee unanimously recommended "Pass" on Proposed Constitutional Technical Amendment Set 1.

Article IV — Officers, Committees, and Their Duties

Section 5.

- (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 e~~ 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 at the time of appointment~~, be currently serving as a member or as the administrative officer of an active member board of the Association, or be approved to serve by the Executive Committee.
- (d) Once appointed, if any committee member under Section 5 of this Article IV may complete the term of appointment even though said member is no longer serving, other than an Executive Committee member, shall not continue to serve as a member or as an administrative officer of an active member board of this Association during such term of office, as long as such member remains an affiliated member as defined under Article III, Section 1(e). Otherwise, a vacancy in that position shall occur and shall be filled as provided in this Constitution by appointment by the President.

Proposed Constitutional Technical Amendment Set 2

Staff reviewed with committee members Proposed Constitutional Technical Amendment Set 2, submitted by the Executive Committee, which will be presented during the 118th NABP Annual Meeting held May 19-21, 2022, and will be discussed and voted on at the 119th NABP Annual Meeting to be held May 11-13, 2023.

It was noted that the Executive Committee proposed this amendment to specify that voting on proposed resolutions and amendments to the Constitution and Bylaws may also be conducted electronically. The inclusion of the option for electronic voting modernizes the voting process.

The committee discussed the voting process and the benefits of having an electronic voting option, such as timeliness of voting and accuracy of vote counts.

RECOMMENDATION 2:

The committee unanimously recommended “Pass” on Proposed Constitutional Technical Amendment Set 2.

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 confidential ballot.
- (d) All other votes of the Association at the Annual Meeting may, at the discretion of the presiding officer, be by electronic means, by voice vote, or by standing vote. Through a motion, a majority of a quorum of those active member boards present may request a ballot.
- (e) All ballots and votes shall be counted by a committee of three persons to be appointed by the presiding officer.