

Amended and Restated
Colorado Pharmacists Society

Bylaws

(Last revised 2/23/16)

ARTICLE 1. NAME AND SEAL

- 1.1 The name of the corporation shall be the Colorado Pharmacists Society, Inc., which shall be referred to as CPS.
 - 1.1.1 The official seal of CPS, which shall be used to authenticate documents of CPS, shall consist of the name of the corporation (Colorado Pharmacists Society) and the words “SEAL COLORADO”.

ARTICLE 2. OFFICES AND REGISTERED AGENT

- 2.1 The principal place of business of the corporation shall be at Denver, Colorado, and the address of the corporation’s registered office in Colorado shall be 3700 Quebec Street Suite 100-209 Denver, CO 80207-1639. The Board of Directors may from time to time establish the principal place of business and such other offices, branches, subsidiaries, or divisions at such other places, within or without Colorado.
- 2.2 The Board of Directors may change the offices and the registered agent from time to time as it is deemed appropriate.
- 2.3 The corporation, as provided herein, may change its registered office or its registered agent, or both, upon filing in the office of the Secretary of State of Colorado a notice of the change in compliance with the applicable Colorado statute.

ARTICLE 3. MEMBERSHIP

- 3.1 The membership of CPS shall consist of individuals who support the purposes of CPS as stated in the Constitution.
 - 3.1.1 Active Members: Active members shall be entitled to vote and to hold elected office.
 - 3.1.1.1 Pharmacist Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado shall be eligible for pharmacist membership.
 - 3.1.1.2 Resident Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado and is in a residency be eligible for resident membership.
 - 3.1.1.3 Retired Members: Any pharmacist who is retired from the practice of pharmacy and who was previously licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is in Colorado shall be eligible for retired pharmacist membership.
 - 3.1.2 Pharmacy Technician Members: Any person who is employed as a pharmacy technician and whose primary residence is in Colorado shall be eligible for technician membership. Technician members shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office. Pharmacy Technician members serving on the Board of Directors shall be a voting member of the Board.

- 3.1.3 Student Pharmacist Members: Any person who is not licensed to practice pharmacy and who is enrolled in a pharmacy program in accredited colleges of pharmacy. Student members are entitled to all rights, privileges, and benefits of the Association except those of voting and holding office. Student pharmacist members may vote on issues within the Student Pharmacist Academy and may vote on officers for the Student Pharmacists Academy. At the discretion of the President, Student Members may be appointed to committees as voting members of that committee. Student Pharmacist Member serving on the Board of Directors shall be a voting member of the Board.
- 3.1.4 Student Pharmacy Technician Members: Any person who is not licensed to practice pharmacy and who is enrolled in a pharmacy technician training program. Student Pharmacy Technician members are entitled to all rights, privileges, and benefits of the Association except those of voting and holding office. At the discretion of the President, Student Pharmacy Technician Members may be appointed to committees as voting members of that committee.
- 3.1.5 Non-resident Pharmacists Members: Any person who is licensed to practice pharmacy in any state, district, or territory of the United States and whose primary residence is not Colorado shall be eligible for non-resident pharmacist membership. Non-resident pharmacist members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office.
- 3.1.6 Associate Members: Any individual that supports the purposes and objectives of the association but do not meet the criteria of members described in other sections shall be eligible as an Associate Member. Associate members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office. At the discretion of the President, Associate Member may be appointed to committees as voting members of that committee.
- 3.1.7 Corporate Members: Any companies or associations who are interested in advancing the profession of pharmacy shall be eligible for corporate membership. Corporate members are entitled to all rights, privileges, and benefits of the Association, except those of voting and holding office.
- 3.1.8 Honorary members are individuals who have made outstanding contributions to pharmacy and shall be selected by the Board of Directors. Honorary members shall not pay dues, and may not vote or hold office unless otherwise eligible for active membership.
- 3.2 The dues and payment due dates for all members shall be determined by the Board of Directors. Dues shall be payable by the applicable due date, except for classes of membership where dues have been waived by these Bylaws, and shall be delinquent if not paid as herein provided.
- 3.3 Period of Membership
 - 3.3.1 The period of membership shall begin on the first day of the month that payment for membership is received and will continue for 12 months thereafter. Any person who has not paid their dues by 30 days after the applicable due date set by the Board of Directors or by a later date, if agreed to by the Board of Directors, shall be deemed to be delinquent and shall cease to be a member as of said date of delinquency.
 - 3.3.2 Honorary members shall be designated members for a specified period of time at the discretion of the Board of Directors.

ARTICLE 4. OFFICERS

- 4.1 The officers of CPS shall be the President, the President-elect, the Immediate Past President, the Treasurer, the Secretary and the Executive Director.
 - 4.1.1 The President-elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Immediate Past President, serving for one year in each office.
 - 4.1.2 The Treasurer shall be appointed by the Board of Directors and may serve unlimited one year terms.

- 4.1.3 The Secretary shall be a member of the Board of Directors and shall be elected by the Board of Directors annually.
- 4.1.4 The President-elect shall be formally installed at the Annual Meeting.
- 4.1.5 The Executive Director shall be appointed by the Board of Directors and shall serve as the chief operations officer.
- 4.2 The President shall serve as the principal elected official of CPS; serve as the Chair of the Board of Directors; communicate to the membership and public on the actions of the Board of Directors and on important new activities that affect and further the purposes of CPS.
 - 4.2.1 The President shall annually appoint Chairs and members of the councils, commissions, committees, and other appropriate components set forth in these Bylaws and any ad hoc committee or groups that the Board of Directors establishes.
 - 4.2.2 The President shall be an ex-officio member of all councils, commissions, committees, ad hoc committees, and groups of the Board of Directors.
 - 4.2.3 The President shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of CPS.
- 4.3 The President-elect shall perform the duties of the President in the President's absence; succeed to that office upon the death, resignation, or inability of the President to perform the duties of that office; serve as Vice Chair of the Board of Directors; and assist in communicating the policies and activities of CPS to its members and the public.
 - 4.3.1 The President-elect shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters that may further the purposes of CPS.
 - 4.3.2 A President-elect who succeeds to the office of President as provided in Section 4.3 shall serve out both the unfinished term to which he or she has succeeded and the term to which he or she would have succeeded in due course.
 - 4.3.3 The President-elect shall be nominated under the authority of the Board of Directors and elected by the membership entitled to vote as set forth in these Bylaws.
- 4.4 The Immediate Past President shall perform the duties of the President in the temporary absence of both the President and the President-elect, and serve in such other capacity as may be designated by the Board of Directors.
 - 4.4.1 The Immediate Past President shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters that may further the purposes of CPS.
- 4.5 The Treasurer shall serve as the Chair of the Committee on Finance; be responsible for overseeing conservation and prudent investment of assets and funds of CPS; assure expenditures of funds is in accord with programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors and members on the financial strength and needs of CPS.
 - 4.5.1 No monies shall be disbursed except upon authorization of two of the following individuals – President, Treasurer and Executive Director. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and assure that current and projected income and expenses meet the budget of CPS.
 - 4.5.2 The Board of Directors may, at any time, inspect and verify the books and accounts of CPS.
 - 4.5.3 The Treasurer shall review and report upon the long-term financial projections and plans of CPS.
- 4.6 The Secretary shall have the responsibility to assure that accurate records are maintained of the meetings of the Board of Directors and the membership, and perform such other activities as the Board of Directors may direct. The secretary may delegate the recording function to another individual.
- 4.7 Executive Director shall be appointed by the Board of Directors and shall serve as the chief operations officer of CPS.
 - 4.7.1 The Executive Director shall be responsible for the administration of CPS; direction of all operations, programs, and activities of CPS; and hiring, firing, and the compensation and

benefits of staff, subject to the establishment of general salary and benefit policies by the Board of Directors. The Executive Director shall, at all times, carry out the policy aims and programs as generally determined by the Board of Directors.

- 4.7.2 The Executive Director shall be responsible for maintaining an accurate record of the meetings of the Board of Directors, members, and such other activities of CPS as the board of Directors may direct. The Executive Director shall give all notices required by law. The Executive Director shall have the authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature except as otherwise required in the Constitution or Bylaws of CPS.
 - 4.7.3 The Executive Director shall be a non-voting member of the Board of Directors, and all councils, committees, commissions, academies, or any other component group established by CPS.
 - 4.7.4 The Executive Director shall be chosen by and serve at the pleasure of the Board of Directors. The Board of Directors may, on the behalf of CPS, enter into a contract with the Executive Director with such terms and for such fixed period as the Board of Directors deems reasonable and in the best interest of CPS.
 - 4.7.5 Upon termination, resignation, death or incapacitation of the Executive Director, the President, or his or her designee, shall serve as Acting Executive Director, according to a contingency plan approved by the Board of Directors, until a new Executive Director has been appointed by the Board of Directors, or until such time as the Executive is able to resume his or her duties.
- 4.8 The manner of filling vacancies of any office other than the Executive Director shall be as follows:
- 4.8.1 The provision of Sections 4.3 and 4.3.2 shall apply
 - 4.8.2 If both the President and the President-elect shall become permanently unable to perform the duties of their offices, the Board of Directors shall appoint, from the Board of Directors, a President Pro Tempore to serve for the remaining of the unexpired term. The Nominations Committee shall present nominations for both the office of President and President-elect for the next scheduled election in accordance with the provision of these Bylaws dealing with elections.
 - 4.8.3 If the Treasurer or Secretary becomes unable to perform the duties of their office, the Board of Director shall elect another member to fill that vacancy.
 - 4.8.4 If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Director shall elect another member of the Board of Directors to perform the duties of that office.
- 4.9 The following miscellaneous provisions shall apply:
- 4.9.1 To the extent not prohibited by these Bylaws, the officers may also exercise the powers that, by statute or otherwise, are customarily exercised by officers holding such offices or that may be established by the Board of Directors. However, only the President may execute, on the behalf of CPS, contracts, leases, obligations, and all other forms of agreement, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the Association. An officer may sign an instrument that must be executed by the President and that other officer. The Board of Directors may authorize any two officers to jointly execute a specific document or instrument.
 - 4.9.2 Except to the extent specifically authorized by the Board of Directors, no officer shall be entitled to any compensation for services. In accordance with the policies established by the Board of Directors, officers may be reimbursed for reasonable expenses incurred in discharging the functions of their office.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1 The Board of Directors shall have a minimum of 12 and a maximum of 16 members and shall consist of the President, President-elect, Immediate Past President, Treasurer, Executive Director, three at-large members, and up to eight board members elected from their respective academy. If

there is not an active student or technician academy, then there will be up to six board members elected from their respective academy and five at-large board members. If there are not sufficient other active academies to meet the minimum number of board members, there shall be additional at-large board seats to meet the minimum.

- 5.1.1 The term of office for a Director, who also serves as an officer, shall be the term of that office, and the manner of election and filling vacancies in such offices shall be as specified in the Bylaws dealing with those offices.
 - 5.1.2 At-large Directors shall be nominated by the Nominations Committee. The term of office shall be three years, except in the case of a student or technician at-large member which will have a one year term.
 - 5.1.3 Academy Board Members shall exist to provide board representation from varied pharmacy practice interests. Academy Board Members shall be elected only from and by members of their designated primary Academy. They shall serve one (1) year term and shall represent only one (1) primary Academy on the Board. The Board shall determine the Academies eligible for Board representation every three (3) years. The representative of the academies who serve as Directors of CPS shall be selected by their respective academy membership in the manner specified in that academy's Bylaws.
 - 5.1.4 To maintain a constant representation of Student and Technician Board Members, if there isn't an active academy, candidates shall be nominated by the Nomination Committee and shall be elected by their respective membership type.
- 5.2 Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director chosen to fill the vacancy shall compete the unexpired term of his or her predecessor in office.
- 5.3 The Board of Directors shall meet at least once annually in conjunction with an annual meeting and at such other times as the Board may determine. A special meeting shall be held upon written request of any three Directors or of the President.
- 5.3.1 The Secretary shall establish the time and place of scheduled and special meetings and shall give the Directors reasonable advance notice thereof by mail or other mode of transmittal.
 - 5.3.2 Except to the extent specifically authorized by the Board of Directors, no Director shall be entitled to any compensation for services. In accordance with the policies established by the Board of Directors, Directors may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging their functions at the direction of the Board of Directors.
- 5.4 The Board of Directors shall manage the affairs of CPS, establish policies within the limits of the Bylaws, actively pursue the purposes of CPS, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors shall develop and approve an annual budget, establish financial goals for CPS, and oversee the financial operations of CPS. The Board of Directors shall establish and review long-term objectives of CPS and establish the priority of all programs and activities. The Board may establish whatever rules it deems advisable and may appoint whatever agents it considers necessary to carry out its powers.
- 5.4.1 The Board of Directors may establish committees and task forces and designate representatives to other organizations.
 - 5.4.2 The Board of Directors may make contributions of CPS assets to other organizations for research and education activities of benefit to pharmacists practicing in the State of Colorado. The Board may also accept grants, contributions, gifts, bequests, or devices to further the purposes of CPS.
 - 5.4.3 The Board of Directors shall create, review, and modify the policies of CPS. The Board of Directors shall approve or disapprove all recommendations made by committees, task forces, or other such group created by, or which reports to the Board of Directors.
 - 5.4.4 The Board of Directors shall approve all nominations to all committees, task forces, or other such groups created by, or which reports to the Board of Directors.
 - 5.4.5 The Board of Directors and the officers shall tender reports at such times and in such manner as required by law.

- 5.4.5.1 The Board shall share with the national affiliates all communications necessary to fulfill the national affiliates' need for state affiliate involvement.

ARTICLE 6. ACADEMIES

- 6.1 The profession of pharmacy has many areas of interest among its members. CPS shall recognize groups of pharmacists or technicians practicing within the State of Colorado by establishing Academies that represent special interest practices or local practice settings. The stated purpose, articles, and Bylaws of the Academies must not be in conflict with the goals of the CPS. The Board of Directors shall establish all policies concerning academies. This includes, but is not limited to, the criteria for formation, evaluation of petition and maintenance of academy status.
- 6.2 CPS shall promote and strengthen affiliations with Academies in order to support and fulfill the purpose and mission of CPS.
 - 6.2.1 Academies shall promote the standards and policies of CPS.
 - 6.2.2 Academies shall use the official CPS logo and note their affiliation with CPS under the terms and conditions as established by the CPS Board of Directors.
 - 6.2.3 Within the limits of its resources, CPS shall endeavor to provide services, benefits, and programs to assist Academies in furthering the purposes of CPS and in furthering the organizational strength of Academies.
 - 6.2.4 Academies shall administer the election of their officers and board members and the approval of their constitution and Bylaws.
- 6.3 Establishment of an Academy shall not limit the rights of CPS or the Academy.
 - 6.3.1 Academies may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of CPS that has not been officially adopted by CPS.
 - 6.3.2 Acts of Academies shall in no way commit or bind CPS.
 - 6.3.3 Dues in Academies may be set at the discretion of the Academy.

ARTICLE 7. CPS MEMBERSHIP MEETINGS

- 7.1 An annual meeting of the members shall be held on such date, at such place, and shall proceed in an order of business designated by the Board of Directors, or their designee, and shall be presided over by the President of the Board, or a member of the Executive Committee. The annual meeting may also be held by use of any means of communication by which all members participating may simultaneously hear each other during the meeting.
- 7.2 Special meetings of the membership for any purpose may be called by the President, the Board of Directors, or by any ten Active Members by giving notice in writing as hereinafter described. The purpose of the meeting must be specified in the notice.
- 7.3 Notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be sent or published not less than thirty (30) days nor more than ninety (90) days before the date of the meeting, by or at the direction of the President or the Secretary, to each Active Member.
- 7.4 Active Members present in person shall constitute a quorum for the transaction of business at any regularly scheduled meeting or special meeting.
- 7.5 At all meetings of the membership, voting may be via voice, but any Active Member may demand a vote by ballot.
- 7.6 Robert's Rules of Order, latest revised edition, shall prevail at all meetings of CPS except where contrary to the CPS Constitution and Bylaws. In the case of a conflict, the CPS Constitution and Bylaws shall take precedence.

- 7.7 All special orders for consideration at a membership meeting, including resolutions, must be submitted to the Board of Directors 30 days in advance of the meeting. The Board of Directors shall review such resolutions and may make comment prior to discussion at the membership meeting.
- 7.8 All actions taken at any Membership Meeting that would result in a change in the Constitution or Bylaws of CPS must be voted on by the entire active membership prior to final approval and adoption.

ARTICLE 8. AMENDMENTS

- 8.1 All proposals to alter or amend the Constitution or Bylaws of CPS must be voted on by the Board of Directors. If approved by the Board of Directors, then the proposal to alter or amend shall be presented to the Active Members for a vote.
- 8.2 All proposals to alter or amend the Constitution or Bylaws of CPS shall be submitted in writing to the Board of Directors at least 15 days in advance of a vote of the Board of Directors and must be signed by at least two Active Members of CPS. The proposal must be approved by a majority of votes cast by the voting members of the Board of Directors present. All proposals approved by the Board of Directors shall be submitted to the Active Members for a vote in a time frame designated by the Board of Directors.

ARTICLE 9. NOMINATIONS

- 9.1 The Board shall appoint a Nominating Committee that shall present to the Board of Directors at least 30 days prior to the Annual Meeting candidates for the following open board positions: President-Elect, At-Large Directors. All nominees except for technician members must be active members of CPS for at least 1 year, in good standing with the State Board of Pharmacy where licensed, and have expressed interest and consented to serve. The nominations committee shall recommend names for the at-large positions that maintain diversity of the board based on practice location and practice setting and special interest. The membership shall be notified of the nomination process by and encouraged to submit names of potential candidates to the nominations committee.