

1

2

3

CONSTITUTION AND BYLAWS

4

5

OF THE

6

7

PHARMACISTS' ASSOCIATION

8

9

OF WESTERN NEW YORK, INC.

10

Table of Contents

<u>CONSTITUTION.....</u>	<u>3</u>
Constitution <u>Article I: Name.....</u>	<u>3</u>
Constitution <u>Article II: Objectives.....</u>	<u>3</u>
Constitution <u>Article III: Membership.....</u>	<u>4</u>
Constitution <u>Article IV: Officers and Executive Board.....</u>	<u>5</u>
Constitution <u>Article V: Duties of Officers and Executive Director.....</u>	<u>7</u>
Constitution <u>Article VI: Board of Directors.....</u>	<u>10</u>
Constitution <u>Article VII: Meetings.....</u>	<u>11</u>
Constitution <u>Article VIII: Amendments of Constitution.....</u>	<u>11</u>
<u>BYLAWS.....</u>	<u>12</u>
Bylaws <u>Article I: Quorum.....</u>	<u>12</u>
Bylaws <u>Article II: Dues.....</u>	<u>12</u>
Bylaws <u>Article III: Standing Committees.....</u>	<u>12</u>
Bylaws <u>Article IV: Duties of Committees.....</u>	<u>13</u>
Bylaws <u>Article V: Special Committees and Task Forces.....</u>	<u>15</u>
Bylaws <u>Article VI: Order of Business.....</u>	<u>15</u>
Bylaws <u>Article VII: Parliamentary Procedures.....</u>	<u>15</u>
Bylaws <u>Article VIII: Code of Ethics.....</u>	<u>15</u>
Bylaws <u>Article IX: Disclaimer.....</u>	<u>16</u>
Bylaws <u>Article X: Termination of Membership.....</u>	<u>16</u>
Bylaws <u>Article XI: Removal of Officers.....</u>	<u>16</u>
Bylaws <u>Article XII: Amendments of By-laws.....</u>	<u>17</u>

CONSTITUTION

PREAMBLE

We, the pharmacists of Western New York, seeking to improve both the delivery of pharmaceutical services and the advancement of professional and business proficiency, knowing that concerted action and comparison of ideas are necessary for the advancement these fundamentals, do hereby organize ourselves into a permanent association, affiliated with the Pharmaceutical Society of the State of New York for this purpose, and hereby adopt the following Constitution and By-laws as our permanent guide.

ARTICLE I: NAME

The name of this association shall be the Pharmacists' Association of Western New York, Inc.

ARTICLE II: OBJECTIVES

The aims and purposes of this Association shall be:

1. To unite all pharmacists in (the eight (8) area counties of) Western New York for mutual aid, guidance and assistance.
2. To coordinate the efforts of all pharmacists in the encouragement, improvement, elevation and promotion of the interest of the pharmacists of this area.
3. To promote and foster friendly relationship among those engaged in the practice of pharmacy in this area and in the State of New York.
4. To handle collectively the problems of the pharmacists and to cooperate for the improvement of conditions of the pharmacists in the area.
5. To study, initiate and advise the enactment of legislation in the interests of the public and the profession of pharmacy; and secure the defeat of proposed ordinances and statutes adversely affecting the pharmacist and the public at large.
6. To procure coordination and standardization in policies, practices and operation of

pharmacies in the State of New York.

7. To solicit the pharmacists of this Association to join all state and national pharmaceutical societies and to assist all other pharmaceutical societies in their endeavors.

8. This organization shall provide a vehicle for combined dialog in the many areas of mutual interest for the pharmacists of Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans, Wyoming counties; (and. effective January 1, 1993. Steuben County.)

ARTICLE III: MEMBERSHIP

Section 1. This Association shall consist of active, associate, student, corporate, honorary and retired members.

Section 2. ACTIVE members shall be graduates of Schools of Pharmacy, licensed to practice by a Board of Pharmacy. Only active members in good standing shall be eligible to vote or hold office in the Association.

Section 3. ASSOCIATE members shall be non-pharmacists, active; in the pharmaceutical or allied fields.

Section 4. STUDENT members shall be students enrolled in an accredited pharmacy, college or university.

Section 5. CORPORATE members shall be manufacturers, wholesalers, or resident offices of companies doing business in the pharmaceutical field.

Section 6. HONORARY members shall be persons associated with the profession of pharmacy who are deemed worthy of such recognition. In addition, any registered pharmacist who has been a dues paying member of PAWNY, or, his or her local pharmacy association for 10 years and has reached the age of 70 may be eligible for honorary membership at the discretion of the Board of Directors. Such members shall be exempt from dues and other assessments, but shall retain all rights of ACTIVE members in good standing.

Section 7. Retired members shall be persons who are pharmacists not actively practicing.

Section 8. A member or an applicant approved for membership, shall be continued as a member until receipt of resignation or for non-payment of dues. A member being removed from the membership rolls, for non-payment of dues, shall not be removed from the membership rolls for three (3) calendar months following the member's anniversary date of payment of dues.

ARTICLE IV: OFFICERS AND EXECUTIVE BOARD

Section 1. The Officers and Board of Directors shall govern the Association.

Section 2. The Officers of the Association shall be the President, President Elect, Vice-President, Treasurer, Secretary and Chairman of the Board. (who shall be the immediate Past-President). In extraordinary circumstances, the Chairman of the Board shall be nominated and elected from the Board of Directors at the first meeting of the Board following the Annual Election of Officers.

Section 3. Term of office for all officers shall be for one (1) year. All officers shall hold office until their successor has been installed. There is no limitation on the number of terms that officers may serve, except for the office of President & President Elect which shall each have a 2 term limit.

Section 4. a) The President of the Association shall automatically assume the office of immediate Past President/Chairman of the board upon completion of his/her term (s) as President

b) The President shall automatically assume the office of President upon the completion

of the Presidents' term (s).

105

106 Section 5. a) A vacancy occurring in the office of the President that may occur for any reason shall

be filled by the President Elect who shall, continue the duties of the President.

b) A vacancy occurring in the office of President Elect may be filled for the remaining term of office by the Vice-President.

Section 6. a) The Vice-President of the Association shall automatically be a nominee for election to the office of the President Elect in the following year's elections of officers.

Section 7. a) Nominations for regular vacancies shall be opened no more than 120 days before the Annual Installation Banquet and shall close at least 60 days before the Annual Installation Banquet. Regular elections shall take place via mail balloting 60 days before the Annual Installation Banquet and shall end no later than 30 days before the Annual Installation Banquet.

b) All other vacancies on the Executive Committee shall be filled by nominations and election by the Board of Directors at the next regular meeting of the board following such vacancy.

Section 8. The qualifications for nomination and election to the office of President, President Elect, Vice-President, Treasurer and Secretary shall be that he/she has completed 3 (three)

years as a member of this association, is a licensed pharmacist, and at the time of

installation will have completed two years as a member of the Board of

Directors. Any active member meeting these qualifications may be nominated by any

active member in good-standing in this association. As a further clarification of this

section; any active member of this association not serving on the present Board of

Directors who has previously served two years as a member of the Board of Directors,

shall be eligible for nomination and election as President, President-Elect, Vice-

President, Treasurer and Secretary.

Section 9. Each Director elected or appointed and each Associate Advisor, appointed to the Board by the President of this association, shall be afforded a single vote on any matter that requires a vote by the members of the Board of Directors; provided they are:

a) Members in good standing in the association.

b) Provide disclosure of perceived conflicts of interest and/or duality per policy of the Pharmacists' Association of Western New York Inc.

ARTICLE V: DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

Section 1. The President shall preside at all annual meetings of the Association; call special meetings at the written request of members of the Board of Directors; shall present at each annual meeting report of the operation of the Association and perform such other duties as pertain to the office.

Section 2. The President Elect, in the absence or inability of the President, shall preside at all meetings and perform all such other duties as pertain to the Office of President. The President Elect shall be a member of the Finance Committee.

Section 3. The Vice-President, in the absence or inability of the President Elect, shall

perform the duties as pertain to the Office of President Elect. The Vice-

148

President shall be a member of the Third Party Committee.

149

Section 4. The Secretary shall have general supervision of all proceedings of the Association and

150

shall act also as Secretary of the Board of Directors.

151

Section 5. The Treasurer shall have general supervision of all funds of the Association and shall

152

submit regularly at meetings of the Board of Directors, statements, receipts and

153

disbursements to date and submit at the Annual Meeting a statement of receipts and

154

disbursements covering the fiscal year. All vouchers, checks and notes for payment and expenses and other financial documents and agreements shall be signed or endorsed by the President, Treasurer, Secretary or Executive Director, (any two of the four). The Treasurer shall be the chairman of the finance committee.

Section 6. It shall be the duty of the Secretary and Treasurer to turn over to their successors, without unnecessary delay, all papers and property belonging to the Association committed to their care.

Section 7. The Board of Directors shall designate the type and coverage of bond, which shall be secured by the Association.

Section 8. The Executive Committee shall review and make recommendations on all matters pertaining to the Association between meetings of the Board of Directors and the Association.

Section 9. The Executive Committee shall be charged with making recommendations to the Board of Directors regarding the assets of the Association and its investments.

Section 10. The Executive Committee has the power to incur indebtedness and to authorize payments thereof. On all proposals to incur indebtedness or to authorize expenditures

in excess of regularly established association procedure, the Executive Committee

shall submit such proposals to the Finance Committee for its consideration and

recommendations before final action is taken.

Section 11. Proposals for association expenditures, outside regularly established association

procedure, may be initiated by the Executive Committee or the Board of Directors or at

a regular meeting of the membership.

Section 12. a) The Executive Director shall be empowered by the Executive Committee with

approval by the Board of Directors to carry on the duties of administration of

PAWNY such as daily operations of the office, hiring & oversight of subordinate

staff, and human resource details and other duties as requested by the Board.

b) The Executive Director shall keep a roll of member's names, residence, date of

admission and any subsequent changes.

c) The Executive Director shall read all communications, coordinate all correspondence

of the Society, notify all members four weeks in advance of each annual meeting and

at each annual meeting, render a report of the duties performed by him since the last

annual meeting and in conjunction with the Executive Committee, shall superintend

such publications as the society shall direct.

d) The Executive Director, shall receive compensation approved by the Executive

Committee after an annual review, as determined by the board, supported by the

Board of Directors commensurate with the services rendered and budgetary

allowances.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. a) The Board of Directors shall consist of twelve (12) Active members, ten (10)

student members, and up to six (6) associate advisors who shall be considered ex-

officio members

b) Six (6) active members will be elected each year for a 2 year term.

c) The ten (10) student members shall be comprised of 2 SPAWNY students from

each professional year of Pharmacy school and 2 officers from the Student chapter

of ASCP and shall be entitled to 1 collective vote.

Section 2. The Chairman of the Board will preside at all Board of Director's meetings. In the

203 absence of the Chairman of the Board, the President shall be the presiding officer.

204 Section 3. The Board of Directors shall have charge of the revision of the rolls, investigation of

205 the applications for membership, the audit of all bills against the Association, direction

206 of the activities of the Association, and in all respects have full charge of all the

207 business not otherwise assigned to the Executive Board

208 Section 4. In addition to directors as provided in Section 1 of this article, the officers of the

209 Association shall also serve as members of the Board of Directors for the term of their

210 elective office.

211 Section 5. All vacancies on the Board of Directors shall be filled by the President, with the

212 approval of a majority of the Board of Directors, at the next regular meetings of the

213 Board following such vacancy, according to, or limited by Sections 1 or 2 of this

214 Article. Such person or persons so appointed, shall normally hold office for the

215 un-expired term of the person or persons so replaced and shall be eligible for re-election

216 at the next annual election of officers.

217 Section 6. Failure to attend three successive meetings of the Board of Directors in a year, *may* be

218 considered automatic resignation of that officer, director or advisor. Reinstatement

is subject to action by the Board of Directors.

219

220

221 **ARTICLE VII: MEETINGS**

222 Section 1. Annual Meeting. The Annual Meeting of the Association shall be held in the month of

223 June each year or, at such a time and place as the Board of Directors shall select.

224 Section 2. Regular Meetings. The regular meetings of the Association shall be held and scheduled

225 at such times and places as the Board of Directors shall select.

226 Section 3. Special meetings may be called by the President upon the written request of three

227 Members of the Board of Directors or ten members of the Association. Due notice

228 of such meetings shall be given to every member of the Association and shall state the

229 Object of such meetings and no other business shall be transacted at such meetings.

230 Section 4. Regular meetings of the Board of Directors shall be held on such other time and place as

231 may be previously directed by the Board of Directors

232

233 **ARTICLE VIII: AMENDMENTS OF CONSTITUTION**

234 Amendments or alterations to this Constitution shall be submitted in writing and sent to the Board

235 of Directors who shall present the amendment at the next regularly scheduled general meeting of

236 the Association, then subsequently communicated to the members of the Association in a secure

237 manner determined by the Board of Directors for a ballot within sixty days. Upon receiving the

238 affirmative vote of two thirds of the vote cast, it shall become part of this Constitution.

242 **BYLAWS**

243 **ARTICLE I: QUORUM**

244 Twenty-five Association members, or majority of current Board, not including associate members,
shall constitute a quorum for the
245 transaction of business at all annual, regular or special meetings of the Association. A majority of
246 the current voting board members at all meetings of the Board of Directors and a majority of the
247 members on a committee at all meetings of such committee, shall constitute a quorum for those
248 meetings.

249
250 **ARTICLE II: DUES**

251 The Board of Directors shall set the annual dues of the Association. Dues may vary in amounts
252 depending upon different classifications of membership. Only members in good standing (i.e. paid
253 up dues) shall be entitled to the rights, privileges and benefits of Association membership.

254
255 **ARTICLE III: STANDING COMMITTEES**

256 The President, with approval of two-thirds of the Board of Directors, shall appoint the following
257 Standing Committees:

258 **1. Membership**

259 **2. Publications**

260 **3. Third party**

261 **4. Special Programs and Nominations**

262 **(Installation banquets, Golf, CE Programs)**

263 **5. Finance and Insurance**

264 **6. Public and Professional relations (including UBSOPPS & DYCSOP) and Peer**

Review

7. Legislative

All standing committees shall consist of not less than three members of which at least one shall be from the membership of the Board of Directors (or designee). This board member may serve as a liaison to the committee to which he or she is named. The nominating committee shall be composed of five individuals from the current Board of Directors and/or from a list of past presidents. The President shall appoint these persons.

All committees shall serve one year or until the appointment of their successors.

The President shall be an ex-officio member of all committees. The Executive Director shall be a non-voting member of all committees.

ARTICLE IV: DUTIES OF COMMITTEES

Section 1. a) The President, with the approval of the Board of Directors, will assign the duties and functions of each committee.

b) The President shall notify members of their election, and also furnish each member of all committees with names of their associates of said committee, in addition to his

282 other duties as directed or assigned in accordance with subdivision, thereof.

283 Section 2. The Membership Committee shall use its best efforts to secure new members for the

284 Association and refer such applications for membership to the Board of Directors. All

285 other applications for membership received by the Association shall be referred to this

286 committee for investigation after which it shall report its findings to the Board of

287 Directors.

288 Section 3. The Publications Committee shall be responsible for the compilation and publication of
289 the bi-monthly magazine, newsletters, special surveys and other publications.

290 Section 4. The Third Party Committee shall have the responsibility to study and report current
291 trends in third party administration in New York State and the country.

292 Section 5. Special Programs and Nominations Committee shall be responsible for coordination of
293 activities for members. The following are subcommittees that function for designated
294 events.

295 a) Nominations Committee shall be responsible for drawing up a new slate of
296 officers for each year's election as well as awards/recognitions.

297 b) Installation Banquet Committee

298 c) Golf Committee shall have charge of the annual golf tournament

299 d) CE Program Committee shall have charge of all education programs for members

300 Section 6. The Finance and Insurance Committee shall investigate insurance opportunities for
301 members. Additionally, shall, along with the Treasurer, deal with the necessary financial
302 responsibilities and commitments of the organization, and shall submit a budget to the
303 Board at the beginning of the new fiscal year.

304 Section 7. The Public and Professional Relations Committee/Peer Review shall develop
305 interprofessional relations programs between pharmacy and the other health
306 professions. Additionally, it will conduct continuous programs of recruitment, Public
307 information and education with all public except the health professions, shall develop
308 and maintain communications and input with the School of Pharmacy and
309 Pharmaceutical Sciences, University at Buffalo, regarding issues of importance to
310 alumni and other pharmacy graduates, such as continuing education, etc.

311 Section 8. The Legislative Committee shall gather and report upon all legislative news pertaining to

or affecting pharmacy and shall foster, support or oppose such proposed legislation as directed by the members of the Association. The Chairman of the Committee shall be the correspondent for association with all legislative bodies.

ARTICLE V: SPECIAL COMMITTEES AND TASK FORCES

The President may appoint special Committees as occasions arise and require, and such committees shall be limited to the scope of the resolution under which they act.

ARTICLE VI: ORDER OF BUSINESS

The presiding officer shall submit the order of business or agenda of all meetings of the Association and Board of Directors.

ARTICLE VII: PARLIAMENTARY PROCEDURES

Robert's Rules of order (current edition) shall be the official guide of parliamentary procedure at all meetings except as otherwise provided for in the Constitution and Bylaws or the Association. The Chairman of the Board will ensure that the proper order of business is followed.

ARTICLE VIII: CODE OF ETHICS

330 The code of Ethics of the Pharmacists Society of the State of New York as at present constituted,
331 or as may hereafter be revised, shall be assumed as a part of these by-laws.

332

333 **ARTICLE IX: DISCLAIMER**

334 Notwithstanding the affiliation of the Pharmacists' Association of Western New York. Inc with the
335 Pharmacists Society of the State of New York, and, notwithstanding any other provision of the

Constitution or Bylaws of the Pharmacists' Association of Western New York, Inc. or rule of law,
the Pharmacists' Association of Western New York, Inc. hereby disclaims responsibility for
actions or representatives of the Pharmacists Society of the State of New York. The Pharmacists'
Association of Western New York, Inc. is a separate and distinct organization and as such is not an
agent for any other organization (expressed, implied, apparent or otherwise). The Pharmacists'
Association of Western New York Inc. may act on behalf of the Pharmacists Society of the State of
New York only when they duly authorize such action, in writing, and such writing states an
expiration date of such authority, and the Pharmacist's Association of Western New York, Inc.
accepts such authority by responding in writing, with the official seal of The Pharmacists'
Association of Western New York, Inc. and signed by the President and the Secretary of the
Pharmacists' Association of Western New York, Inc.

ARTICLE X: TERMINATION OF MEMBERSHIP

Membership may be terminated at the discretion of the Board of Directors by a two-thirds vote.
The member so terminated may appeal to the Board of Directors for reinstatement.

ARTICLE XI: REMOVAL OR IMPEACHMENT OF OFFICERS

353 Any officer failing to perform his duties, as prescribed in the Constitution and Bylaws or
354 Procedures Manual of this Association may be removed or impeached from office by a two-thirds
355 vote of the members present at a special meeting of the Association called for such purpose.
356 The following procedure for impeachment shall prevail: Written charge for impeachment must be
357 submitted to the Board of Directors, a copy of which must be served upon the officer so charged
358 and notified to appear before the Board of Directors who shall examine the charges and hear the
359 officer so charged in this defense. The Board of Directors is then to decide by a two-thirds vote of

360 the members of the Board of Directors present at a meeting duly called for said purpose, whether to
361 submit said charges for impeachment to the membership, in which case the Board of Directors
362 shall arrange for the time and place of the special meeting to be called for such purpose. The
363 officer so charged may have the right to appeal from the decision of the assembly at such special
364 meeting.

365

366 **ARTICLE XII: AMENDMENTS**

367 Amendments or alterations to these By-laws shall be submitted in writing and sent to the Board of
368 Directors who shall present the amendment at the next regularly scheduled general meeting of the
369 Association, then subsequently submit it to the members of the Associations for a mail ballot
370 within sixty days. Upon receiving the vote of two thirds of the votes cast, it shall become part of
371 these By-laws.

372 This Constitution and By-Laws was last amended on June 1, 1990, January 1, 1991 and April 1,
373 1995, June 1, 2000, January 3, 2005, June 1, 2006 and June 1, 2013.

374 **AFFIRMATION:**

375 _____

376 Chairman of Constitution & By-Laws Committee

Date

377

378 President

Date

379

380 Secretary

Date

381

382

383

384

385

386

387
388 **PHARMACISTS' ASSOCIATION OF WESTERN NEW YORK. INC**

389 **BOARD OF DIRECTORS**

390 **OPERATING STATEMENT**

391
392 **DISCLOSURE OF PERCEIVED CONFLICTS OF INTEREST AND/OR DUALITY**

393 The Pharmacists' Association of Western New York, Inc. (PAWNY) Board of Directors has
394 adopted the following policy regarding conflicts and/or duality of interest:
395

396 1. Any conflict and/or duality of interest on the part of any Board member should be disclosed
397 to the other Board members and made a matter of record, through an annual procedure and when
398 the interest is related to a matter of Board action.

399 2. Any Board member having a possible conflict of interest on any matter should not vote or use
400 his/her personal influence on the matter, and he/she should not be counted in determining the
401 quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect
402 that a disclosure was made, the abstention from voting, and quorum situation.

403 3. No Board member or employee shall engage, directly or indirectly, in conduct which is
404 disloyal, disruptive, or damaging to the Association.

- 405 4. No Board member shall at any time disclose to others or use for that individual's benefit or
406 the benefit of others any confidential or proprietary information owned, possessed or used by the
407 Association, except as authorized by the Association and for its benefit. This does not include
408 information that is publicly available or received from other non-PAWNY sources.
409
- 410 5. By majority vote of the Board of Directors, any individual with an actual or potential conflict

of interest may, in addition to being excluded from voting on the matter in question, be also excluded from any participation in the matter and/or may be excluded from the meeting during consideration and voting upon the matter in question.

6. In the event a Board member is involved in activities or organizations which constitute either a real or apparent conflict of interest that significantly affects his/her continued service as a member of the board of Directors he/she shall take prompt action to resolve the conflict by (a) terminating the conflicting activity or organizational association; or (b) by resigning from the Board of Directors.

7. If any question shall arise as to whether or particular activity or organization association constitutes a conflict of interest for a Board member, the question shall be submitted to the Board of Directors for a decision. A majority vote of the Board of Directors shall decide such questions. In cases where the board of Directors feels the conflict is a problem relative to continued service on the Board, the Board member shall take the action required under #6 of this policy statement. If the Board member fails to take the action required under #6, the Board of Directors may dismiss the Board member by a two- thirds vote of the members present, as permitted in Article XII, page

428 3B, of the PAWNY Bylaws.

429

430 8. The foregoing requirements should not be construed as preventing the Board member from

431 briefly stating his/her position in the matter, nor from answering pertinent questions of other Board

432 members since his/her knowledge may be of great assistance.

433

434

435
436
437
438
439

440
441

442
443
444
445

446
447
448
449

450
451
452
453
454

PHARMACIST’S ASSOCIATION OF WESTERN NEW YORK, INC.

BOARD OF DIRECTORS

INTERESTS DISCLOSURE STATEMENT

I have read and am familiar with the details of the Pharmacists’ Association of Western New York Operating Policy Statement titled, “Disclosure of Potential Conflicts of Interest and/or Duality” and ...

() To the best of my knowledge, as of this date, neither I nor my family have any personal circumstances or interests that would post a conflict and/or duality of interest for Pharmacists Association of Western New York Board, Inc. actions during my term of office, but will disclose such circumstances as they may change or unforeseen Board actions arise.

OR

() The following is a list of circumstances or interests that may pose a conflict of interest and/or a duality of interest in my place of employment, the industry advisory panels on which I serve, and/or the pharmacy associations memberships:

455 To the best of my knowledge, as of this date, this list of existing interests is complete but I will disclose such
456 circumstances as they may change or unforeseen Board actions arise.

457

458 Signature _____ Date _____

459 Name (print) _____

460 Board Position _____

