

Constitution of the South Carolina Pharmacy Association

Revised at House of Delegates June 26, 2022

ARTICLE I. NAME AND SEAL

This Association shall be the South Carolina Pharmaceutical Association, Incorporated, doing business as the South Carolina Pharmacy Association. This Association shall have an official seal, which shall be kept in the Association office.

ARTICLE II. MISSION AND OBJECTIVES

SECTION 1. Mission: The mission of the Association shall be to serve its members, enabling them to advance the practice and science of pharmacy.

SECTION 2. Objectives: To accomplish its mission, the objectives of this Association shall be:

- A. To promote, elevate and expand the practice of the individual pharmacist;
- B. To provide leadership for the profession in legislative and regulatory matters and health policy issues;
- C. To provide leadership for the profession in the areas of specializing and credentialing in pharmacy practice;
- D. To promote the American Pharmacists Association Code of Professional Ethics to ensure the public of high standards of conduct in professional practice;
- E. To promote and assist in effective application of science and scientific information and principles in the practice of pharmacy;
- F. To encourage development of progressive payment methodologies for the full range of pharmacy services;
- G. To promote the safe, effective and rational use of medications, therapeutic agents and medical devices for the prevention of illness, treatment of a medical condition or maintenance of health;
- H. To provide information, programs and support systems to assist pharmacists in their ongoing career development, leadership development and professional growth.

ARTICLE III. MEMBERSHIP

This Association shall consist of active, associate, student, technician, life, retired, and vested members.

ARTICLE IV. OFFICERS

The Officers of this Association shall be the Immediate Past President, President/Board Chair, President-elect/Vice Chairman, Treasurer, Speaker and Speaker-Elect of the House of Delegates.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors shall be composed of the Officers of the Association, the four Region Directors and an At-Large Director.

ARTICLE VI. ORGANIZATION

The business of this Association shall be conducted by the members through the House of Delegates and the Board of Directors.

ARTICLE VII. BYLAWS

The Constitution, together with such Bylaws as are not in conflict and as may be duly adopted by the Association, shall govern and regulate the conduct of the business and affairs of the Association.

ARTICLE VIII. AMENDMENTS TO THE CONSTITUTION

SECTION 1. All proposals to alter or amend this constitution shall be submitted to the Constitution and Bylaws Committee for consideration. Every proposition to alter or amend this Constitution shall be sent to the Chief Executive Officer with the signatures of fifteen active members, who support the proposition, or by recommendation from the Constitution and Bylaws Committee and reviewed by the SCPHA Board of Directors and shall be distributed to active members by the Chief Executive Officer at least thirty (30) days prior to the summer House of Delegates meeting. The House of Delegates shall schedule a hearing on proposed amendments prior to its summer meeting. After such hearing, the proposed amendments shall be voted upon by the House of Delegates. Upon receiving the affirmative votes of the majority of the House of Delegates members present, such amendments shall become a part of the Constitution.

SECTION 2. To rescind any action taken on an amendment approved by the House of Delegates as provided for in Article VIII Section 1, a group of 5% of the active members of the Association may submit a written petition for a referendum and upon receiving the affirmative votes of the majority of the members voting shall overturn said action on amendment. Such referendum vote shall take place within sixty days of the submission of a valid petition and shall use the voting process described in the Bylaws Article X Elections.

ARTICLE IX. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in the Constitution and Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

BYLAWS OF THE SOUTH CAROLINA PHARMACY ASSOCIATION

ARTICLE I. MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. In accordance with Article III of the Constitution, the Board of Directors shall elect active, associate, student, technician, life, vested and retired members of this Association.

SECTION 2. ACTIVE MEMBERSHIP. The following are eligible for Active Membership if of good moral and professional standing:

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- A. Any registered pharmacist.
- B. Any graduate of an accredited College of Pharmacy.

SECTION 3. ASSOCIATE MEMBERSHIP. Anyone demonstrating a vital interest in the pharmacy profession shall be eligible for Associate Membership in SCPPhA. Those holding associate memberships shall be eligible to vote or hold office only within the academy structure.

SECTION 4. STUDENT MEMBERSHIP. Any student pharmacist, working toward their first terminal pharmacy degree, is eligible for student membership. Those holding student memberships shall be eligible to vote or hold office only within the academy structure.

SECTION 5. TECHNICIAN MEMBERSHIP. Any registered pharmacy technician is eligible for technician membership. Those holding technician memberships shall be eligible to vote or hold office only within the academy structure.

SECTION 6. LIFE MEMBERSHIP. Upon approval by the Board of Directors, any person meeting the qualifications for active membership may be granted life membership if he/she has been an active member and paid annual dues for thirty-five years. Life members shall not be charged annual dues and shall retain all privileges of active membership.

SECTION 7. RETIRED MEMBERSHIP. Any pharmacist, meeting the qualifications of active membership, sixty (60) years of age or older, a member of the Association for the last ten years, and working less than twenty (20) hours per week may become a retired member, and shall retain all the privileges of active membership. Retired members shall be charged reduced annual dues and shall retain all privileges of active membership.

SECTION 8. VESTED MEMBERSHIP. Any person meeting the qualifications for active or associate membership may be granted vested membership by paying a lump sum amount. Vested members shall retain all privileges of active or associate membership with no further dues assessment.

SECTION 9. ELECTION TO MEMBERSHIP. The application for membership shall be submitted to the Chief Executive Officer and accompanied by the appropriate dues. The Chief Executive Officer is authorized to make determinations concerning the eligibility of applicants and the adequacy of their applications, pursuant to the criteria in Article I of these Bylaws.

SECTION 10. VOTING RIGHTS.

- A. General Elections for the Board of Directors- Only active members shall exercise the right to vote in general election for the Board of Directors.
- B. House of Delegates Elections- Only duly elected or appointed delegates, except for ex-officio delegates, may vote for the officers of the House of Delegates.
- C. Academy Elections- Members of Academies of the Association shall exercise the right to vote in Academy elections and other Academy business, according to the rules established by each Academy.

SECTION 11. ELECTION TO OFFICE. Election to an office of this Association shall be limited to active members, as described in Article I Section 2 of these Bylaws.

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SECTION 12. DUES.

- A. The dues for membership shall be as determined by the Board of Directors.
- B. Dues are due and payable on the member's anniversary date and cover a period of 12 months.
- C. A member's anniversary date is the day and month he/she initially applied for membership.

SECTION 13. SUSPENSION-REINSTATEMENT. All members whose annual dues are not paid within 30 days of his/her anniversary date shall be dropped from the roll. Any person, whose membership has been withdrawn for nonpayment of dues, may be reinstated by submitting the payment for annual dues and making application for membership as though he/she were a new member; or he/she may be reinstated without such application upon payment of all dues in arrears. In the latter case his/her membership shall be considered uninterrupted.

SECTION 14. RESIGNATION. Resignation of membership shall be made in writing to the Chief Executive Officer but no resignation shall be accepted from anyone in arrears to the treasury.

SECTION 15. EXPULSION. Any member may be expelled for improper professional conduct or violation of the obligations of the Constitution and Bylaws of this Association. No person shall be expelled unless he/she has been given an opportunity to be heard by a committee of three active members appointed by the Board of Directors. All charges must be made in writing to this committee by at least two members in good standing and then the committee shall report to the House of Delegates. The House of Delegates shall take such steps as may be necessary and fair to the accused to establish the accuracy of the charges. No person shall be expelled unless two-thirds of the delegates present vote for expulsion.

ARTICLE II. HOUSE OF DELEGATES

SECTION 1. MEMBERSHIP. All members of the House of Delegates must be members of this Association. The House of Delegates shall be composed of the Board of Directors, one representative from each campus of each college or school of pharmacy in South Carolina, one representative designated by the South Carolina Society of Health-Systems Pharmacists (SCSHP), and one representative for each academy and Region Delegates as set forth in Article II Section 5. Academies and Regions shall have one additional representative for every fifty (50) members, or major fraction thereof. A representative of the Board of Pharmacy and a representative from the Department of Environmental Health and Control (DHEC) Bureau of Drug Control shall be ex-officio members of the House with no voting power. Other groups or associations affiliated with pharmacy may petition the House of Delegates for representation if they have fifty (50) members or a major fraction thereof. Academy representatives of student pharmacists shall be limited to a maximum of 2 representatives for each campus located within the State of South Carolina.

SECTION 2. MEETINGS. QUORUM. The House of Delegates shall meet at least three times a year, once in the fall, winter/spring and summer. Special meetings may be called in the interim between regular meetings by the Speaker of the House of Delegates or by 10% of the members of the House of Delegates on petition to the Speaker, provided each member be notified at least five days in advance. A quorum for the transaction of business shall be declared if twelve qualified members, excluding the Board of Directors, shall be present at any regular or special meeting of the House of Delegates. The House of Delegates may adopt Policies and Procedures for the transaction and conduct of its business which shall not be inconsistent with the Constitution and Bylaws of this Association. Any member of this Association may attend the meetings of the House of Delegates and may request the floor

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during any meeting but is not permitted to vote unless he/she is a qualified member of the House of Delegates.

SECTION 3. OFFICERS. The officers of the House of Delegates shall be a Speaker and a Speaker-elect. The Speaker-Elect shall be elected to serve one-year as Speaker-Elect followed by one year as Speaker of the House of Delegates. They shall serve until their successors are duly elected and installed. The officers shall be elected during the general election by voting of authorized Delegates. Only currently elected Active Members of the House of Delegates, who have already served at least one-year, are eligible to be officers of the House of Delegates.

SECTION 4. GENERAL BUSINESS. The House of Delegates shall be responsible for:

- A. Consideration and approval of amendments to the Association's Constitution and these Bylaws;
- B. Decisions regarding expulsion of a member for improper professional conduct, pursuant to Article I Section 14;
- C. Provision of input, in an advisory role, to the Board of Directors, for its determinations of operational and member results priorities (as stated in the Board's "Ends" policies), and other directives to the Chief Executive Officer and staff.

SECTION 5. REGION DELEGATES. By February 1 of each year, SCPHA will post on the Association's website the number of Active Members defined in Article I Section 2 in each Board of Director's Region as defined in Article VIII Section 2 and determine the number of delegates to represent that Region in the House of Delegates after October 1 of that year as one Delegate per fifty Active Members or major fraction thereof residing January 1 in the listed counties of that region as defined in Article VII Section 3.

- A. Term: Members of the House of Delegates will serve a two-year term with their term and election coinciding with the term and election of that Region's Board member. Delegates may be elected up to three consecutive two-year terms. A delegate who has fulfilled this term limitation may be elected again to the House of Delegates after a one-year absence.
- B. Nomination: Candidates for the House of Delegates election will be nominated by a petition of signatures of five Active Members residing in that Region as of January 1 of the same year. Petitions must be received by the Chief Executive Officer no later than March 1. No other names will be placed on the ballot. A provision for a write-in vote will be provided and honored.
- C. Election: Delegates election will be part of the annual election process, and the results announced prior to the summer meeting of the House of Delegates. Candidates receiving a plurality of the votes would be declared the winners.
- D. Vacancy: Should a vacancy occur, the SCPHA Board of Directors shall appoint a candidate who did not win the election but received the most votes out of the remaining candidates. If all slated candidates won the election and there is still a vacancy, an Active SCPHA member residing in that Region may be appointed by the SCPHA Board of Directors.
- E. Delegates are expected to attend all meetings of the House of Delegates. Unexcused absences from two (2) of the three (3) regularly scheduled meetings in a house calendar year may result in that delegate's dismissal from service. The Speaker of the House, with approval from the Board of Directors, may dismiss delegates due to unexcused absences. In case of extenuating circumstances, a delegate may request a waiver to this provision; waivers are approved by the Board of Directors.
- F. In the event one of the regular delegates is unable to serve, Regional Directors and Academy Chairmen shall be authorized to appoint one interim delegate from their region or Academy to serve in The House of Delegates. Interim delegates must meet the requirements set forth in Article II Section 1 and the appointment shall be for one meeting only. Each interim delegate shall have all the rights of the regular delegate. These appointments shall be made at least 7 days before the meeting at which they will serve, and the Speaker of the House and the Chief

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Executive Officer must be notified.

SECTION 6. DUTIES OF DELEGATES. Delegates are expected to be knowledgeable about matters being brought before the House and to represent the interests of the membership in all deliberations and determinations. To this end, it is the responsibility of each delegate to review materials provided to them related to House of Delegates business; and to report on House of Delegates meetings to the constituents they represent.

ARTICLE III. ACADEMIES

SECTION 1. OBJECTIVES. There shall be established within the Association special interest groups to be known as Academies. Academies may be established as interests dictate, subject to approval by the House of Delegates. Academies may establish Bylaws for their own governance provided, however, that such Bylaws shall not conflict with those of this Association. The Academies shall exist for the following purposes:

- A. To identify specialized needs and develop services, programs and activities to advance the interest of those practicing in the respective specialized areas.
- B. To serve as a source of information for the Academy and Association publications.
- C. To provide specialized continuing education programs.
- D. To provide a forum where the unique problems and interests of Academy members may be discussed and where views of the Academy members may be expressed as they relate to the formation of Association policy.

SECTION 2. MEMBERSHIP. Any member of the Association shall be a member of only one Academy of interest. Only members of the Academy shall be eligible to vote on issues or positions to be determined by the Academy. The Board of Directors in consultation with the Academy Officers shall determine academy membership dues.

SECTION 3. OFFICERS AND DELEGATES. Each Academy shall determine its own Policies and Procedures subject to approval of the Board of Directors. Each Academy shall have one delegate to the Association House of Delegates for every fifty (50) members or major fraction thereof.

SECTION 4 FINANCES. The designated fees collected for Academy participation shall be restricted for use only for the purpose of the respective Academies, subject to rules and policies established by the Board of Directors.

ARTICLE IV. ANNUAL MEETING

SECTION 1. OFFICIAL MEETINGS. The annual meeting of this Association shall be held at such place and time as shall be designated by or under the authority of the Board of Directors in conjunction with the Chief Executive Officer. Notice in the official publication shall appear at least six months prior to that date.

SECTION 2. REGISTRATION FEE. A registration fee shall be paid by each person participating in the annual meeting, with any exceptions stipulated by the Board, exceptions made on a case by case basis. The amount of the registration fee shall be determined by or under the authority of the Board.

ARTICLE V. BUDGET AND FINANCE

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SECTION 1. The Board shall adopt, maintain and adhere to governing policies setting forth standards for fiscal planning and management, and shall retain a Certified Public Accountant to audit the financial condition and statements of the Association annually.

ARTICLE VI. OFFICERS

SECTION 1. TERMS OF OFFICE. The officers of this Association shall be an Immediate Past President, President/Board Chair, and President-elect/Vice Chairman, who shall be elected by the membership for a one-year term, and a Treasurer who shall be elected by the membership for a two year term. Officers shall further include the Speaker and Speaker-elect of the House of Delegates who shall be elected pursuant to Article II Section 3 of these Bylaws. They shall serve their term until their successors are installed. The duly elected officers shall be installed into office publicly before the membership of SCPHA and assume duties by July 1. The Treasurer may be elected to multiple two-year terms but not to exceed two consecutive terms. In the event of resignation, death, removal from the state or office, or incapacity of the Immediate Past President, that office shall remain vacant for the remainder of the term, though the Board of Directors may fill the vacant position.

SECTION 2. IMMEDIATE PAST PRESIDENT. Upon completion of a one-year term as President/Board Chair, the Immediate Past President shall remain on the Board for one year.

SECTION 3. PRESIDENT/BOARD CHAIR. The President/Board Chair shall, subject to the direction and supervision of the Board of Directors, (i) serve as the chief governance officer of the Association and thus be responsible for assurance that the Board of Directors fulfills its governance tasks as outlined in these Bylaws and in the Board's current governing policies, and (ii) shall perform all other duties as from time to time may be assigned by the Board of Directors. He/she shall preside at all meetings of the Board of Directors and of the Membership and shall prepare an address to be presented at the next annual meeting. He/she may sign, with any other proper officer of the Association authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed with the exception of cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Corporation.

SECTION 4. PRESIDENT-ELECT/VICE CHAIRMAN. In the absence of the President/Board Chair, or in the event of his/her inability or refusal to act, the President-Elect/Vice Chairman shall perform the duties of the President/Board Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President/Board Chair. The President-Elect/Vice Chairman shall perform such other duties as from time to time may be assigned to her/him by the Board of Directors.

SECTION 5. TREASURER. The Treasurer shall serve as the Chair of the Board of Directors' Audit Committee, which shall, with the approval of the Board of Directors, select a certified public accountant to audit the Association's financial records and shall give a report at the summer House of Delegates meeting. The Treasurer shall also advise the Board on matters of fiscal policy.

SECTION 6. SPEAKER OF THE HOUSE OF DELEGATES. The Speaker of the House of Delegates will preside and perform the duties of that office.

SECTION 7. SPEAKER –ELECT OF THE HOUSE OF DELEGATES. The Speaker-Elect of the House of Delegates shall assist the Speaker and shall preside at meetings of the House of Delegates in the Speaker's absence or at the Speaker's request. The Speaker-Elect shall serve as the Speaker the year immediately following his/her term as Speaker-Elect.

ARTICLE VII. BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND TENURE. The Board of Directors shall be composed of eleven individuals:

- A. The Speaker of the House of Delegates elected to a one-year term as stipulated in Article II Section 3;
- B. The Speaker-Elect of the House of Delegates elected to a one-year term as stipulated in Article II Section 3;
- C. The President- Elect/Vice Chairman, President/Board Chair, Immediate Past President, elected to one-year terms;
- D. The Treasurer elected to a two-year term; elected up to two consecutive two-year terms
- E. The four Region Directors elected up to three consecutive two-year terms as stipulated in Article VII Section 3; and
- F. One (1) at-large director, elected by the entire active membership up to three consecutive one-year terms.
- G. An officer or director who has fulfilled this term limitation may be elected again to the Board after a one-year absence.

SECTION 2. VACANCIES. In the event of resignation, death, removal from the state or office, or incapacity of any Board of Director, the vacancy thus created may be filled by a vote of the Board of Directors until the next annual meeting of the Association.

- A. In the event the President/Board Chair resigns, or is otherwise unable to fulfill their elected term, the President-Elect/Vice Chairman will be appointed by the Board of Directors to serve as President/Board Chair for the remaining term and then be installed at the next annual meeting to serve the full term for which they were elected.
- B. In the event the President-Elect/Vice Chairman resigns, or is otherwise unable to fulfill their elected term, the Immediate Past President shall fulfill the duties of President-elect/Vice Chairman until the next annual election and installation. The current President/Board Chair shall serve until the newly elected President-Elect/ is installed as President/Board Chair.

SECTION 3. REGION DIRECTORS AND REGIONS. The four Region Directors, whose duties are specified in Article II Section 6 of the Bylaws, shall serve two-year terms of office with Pee Dee and Upstate Region Directors elected in odd numbered years and the Midlands and Low Country Directors elected in the even numbered years. A Region Director and delegates to the House of Delegates shall be elected by the active Association members residing in that region of the state. The Regions are designated as follows:

- Upstate Region: Abbeville, Anderson, Cherokee, Chester, Greenville, Laurens, Oconee, Pickens, Spartanburg, Union and York counties
- Midlands Region: Aiken, Edgefield, Fairfield, Greenwood, Lexington, McCormick, Newberry, Richland, and Saluda counties
- Pee Dee Region: Chesterfield, Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Kershaw, Lancaster, Lee, Marion, Marlboro, Sumter and Williamsburg counties

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- Low Country Region: Allendale, Bamberg, Barnwell, Beaufort, Berkeley, Calhoun, Charleston, Colleton, Dorchester, Hampton, Jasper, and Orangeburg counties

SECTION 4. MEETINGS. The Board of Directors shall meet at least bimonthly. Regular meetings shall be called by the President/Board Chair, provided each member is notified five days in advance. A quorum for the transaction of business shall be six members. Any member of this Association may attend the meetings of the Board of Directors and may request the floor during any meeting but is not permitted to vote.

- A. Special meetings of the Board of Directors may be called upon forty-eight (48) hours notice by or at the request of the President/Board Chair or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of South Carolina as the place for holding any special meetings of the Board called by them. The purpose and business to be transacted shall be specified in any special meeting notice.

SECTION 5. GENERAL BUSINESS. With the exception of the House of Delegates' authority over amendments to the Constitution and these Bylaws, and to matters regarding membership expulsion, the corporate powers shall be exercised under the authority of, and the business and affairs of the Association governed by the Board of Directors. It shall perform functions as may be designated in the Association Bylaws and the South Carolina Code of Laws.

SECTION 6. ACTION TAKEN WITHOUT A MEETING. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Said approval may be by electronic mail or regular mail. Any action so approved shall have the same effect as though taken at a meeting.

SECTION 7. MEETINGS BY TELECOMMUNICATIONS. Any Director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 8. BONDING OF DIRECTORS AND EMPLOYEES. The Treasurer and such other Directors and employees of this Association as the Board of Directors shall be bonded for the proper care and disposition of all such funds and assets which may come into their hands, in such amounts and in such manner as may be prescribed by the Board of Directors and he/she shall render an itemized expense account in detail. The premiums for said bonds are to be paid by this Association.

SECTION 9. PERFORMANCE OF DUTIES. The President/Board Chair shall make all charges having to do with failure of performance of duty as a Board of Director in writing to the Board of Directors. The Board of Directors shall establish written governing policies describing and defining the performance of duties of Directors. These policies, along with these Bylaws, shall be presented to each candidate for nomination as an incoming Director for review and signing. Each Director shall annually review and sign a copy of duties of their office and the signed copy for each shall be kept on file during that person's term of office.

SECTION 10. CLOSED SESSIONS. Executive session of the Board of Directors shall be closed to all except voting members of the Board of Directors and those invited to attend by the Board of Directors.

SECTION 11. CHIEF EXECUTIVE OFFICER: The Board of Directors shall employ a professional manager who will be known as the Chief Executive Officer (CEO) with such duties, for such a length of time, and at such compensation as may be determined by the Board of Directors. The CEO shall manage the day-to-day affairs of the Association in accordance with the articles of incorporation, these Bylaws, the Board of Directors' Governing Policies and any employment agreement as approved by the Board of Directors. The CEO shall be allowed to attend all meetings of the Members and of the Board, unless excused by action of the body.

ARTICLE VIII. COMMITTEES

SECTION 1. COMMITTEES. The Board may appoint committees as deemed appropriate in carrying out its purposes and in accordance with its Governing Policies. The resolution establishing such committees shall state the purpose, timeline and authority of each committee. No Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Director, elected Officer or employee of the Association; (c) amend the Articles of Incorporation or Constitution; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Agency; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

SECTION 2. QUORUM. The majority of the members of a committee or sub-committee shall constitute a quorum.

ARTICLE IX. DELEGATES TO NATIONAL ASSOCIATIONS

SECTION 1. DESIGNATION OF DELEGATES AND ALTERNATE DELEGATES. Delegates and alternate delegates shall be appointed by the Board of Directors.

SECTION 2. EXPENSES. The expenses allowed the delegates shall not exceed the actual expenses incurred in attending the meetings. For each official delegate an itemized statement shall be turned in to the Chief Executive Officer for payment.

ARTICLE X. ELECTIONS

SECTION 1. QUALIFICATIONS:

- A. To be eligible to hold office in this Association a person must be an active member in good standing on January 1 of the year in which the ballot is to be cast and must have been an active member in good standing for two (2) consecutive years immediately preceding his/her nomination. One year of Student Membership may count towards this time requirement. See Article I, Section 2, Section 5, Section 6, and Section 7 of these Bylaws.
- B. To be eligible to vote for the nominees a person must be an active member in good standing on March 1 of the year in which the ballot is to be cast. See Article I, Section 2, Section 5, Section 6, and Section 7 of these Bylaws.

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- C. Candidates for Treasurer and President-elect/Vice Chairman must have previously served on the Board of Directors

SECTION 2. ELECTIONS. The Board of Directors shall be responsible for oversight of the election process. The Board of Directors in cooperation with the Constitution and By-laws Committee will prepare a document for the election process that will meet the needs of the membership. This may include electronic voting. This document will be updated as needed.

SECTION 3. NOMINATION. The nominating committee shall prepare a slate of candidates to be presented to the Board of Directors, prior to March 1 of each year. Candidates may also be slated by nomination from the floor of the House of Delegates, with the approval of the House, or through nomination by mail, accompanied by the signatures of no less than fifteen active members in good standing, prior to March 1 of each year. Region Directors and Delegates must have signatures from members in their region. Only candidates who meet the requirements for holding office shall be placed on the ballot. Candidates may only run for one elected position per ballot.

SECTION 4. VALIDATION AND COUNTING OF BALLOTS. The Chief Executive Officer shall certify these ballots to be true and valid. The Chief Executive Officer shall then turn these ballots over to a firm (accounting or secretarial) to be opened, counted, and tallied. Candidates receiving the highest number of votes for the respective Officer and/or Director positions subject to election (Regional Director or At-Large Director) shall be deemed elected to the Board. The results shall be returned to the Chief Executive Officer.

SECTION 5. ANNOUNCEMENT OF BALLOT RESULTS. The Chief Executive Officer shall announce results of the election to the President/Chairman of the Board within one week of receiving the certified results. The President will notify all candidates of the election results within one week of receipt, no later than May 15 of each year. The membership will be notified of the results prior to the summer meeting of the House of Delegates and the annual meeting.

ARTICLE XI. AMENDMENTS TO THE BYLAWS

SECTION 1. All proposals to alter or amend the Bylaws shall be submitted to the Constitution and Bylaws Committee for consideration. Every proposition to alter or amend the Bylaws shall be sent to the Chief Executive Officer with the signatures of fifteen (15) active members who support the proposition, or from the Constitution and Bylaws Committee and reviewed by the SCPhA Board of Directors and shall be distributed to active members by the Chief Executive Officer at least thirty (30) days prior to the summer meeting of the House of Delegates. The Speaker of the House of Delegates shall schedule a hearing on proposed amendments prior to the summer meeting of the House of Delegates. After such hearing, the proposed amendments shall be voted upon by the House of Delegates. Upon receiving the affirmative votes of the majority of the House of Delegates members present, such amendments shall become a part of the Bylaws.

SECTION 2. To rescind any action taken on an amendment approved by the House of Delegates as provided for in Article XI, Section 1, a group of 5% of the active members may petition for a referendum and upon receiving the affirmative votes of the majority of the members voting shall overturn said action on amendment.

ARTICLE XII. PARLIAMENTARY AUTHORITY

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The rules contained in the current edition of *Robert's Rules of Order* shall govern meetings of the Membership and of the House of Delegates. Robert's Rules of Order may also be invoked at meetings of the Board of Directors by the Chairman, or by majority vote of those present at a meeting at which quorum has been established.