

AMENDED AND RESTATED BYLAWS
PENINSULA PHARMACISTS ASSOCIATION

ARTICLE I. NAME AND OFFICE

NAME. The name of this corporation shall be PENINSULA PHARMACISTS ASSOCIATION (“Association” or “PPA”).

PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation is located at ~~Menlo Park~~~~San Mateo~~, California. The board of directors may change the principal office from one location to another within the State of California.

BOUNDARIES. The boundaries for the Association shall include the counties of San Mateo and Santa Clara, California.

ARTICLE II. PURPOSES

GENERAL PURPOSE. The PENINSULA PHARMACISTS ASSOCIATION shall be a professional society of pharmacists and pharmacy technicians serving the best interest of the public, pharmacists and pharmacy technicians in the state of California.

SPECIFIC PURPOSES. The specific and primary purposes and activities for which the Association is organized are to:

1. Improve and promote public health.
2. Foster and encourage inter-professional relations.
3. Improve the science and art of Pharmacy for the welfare of the public.
4. Support a system of licensure and regulation of pharmacists and pharmacy technicians, to ensure the availability of competent personnel to discharge the accepted functions of the practice of Pharmacy.
5. Assist in providing a system of education and professional training in the science and art of Pharmacy in order to expand the future of Pharmacy practice.
6. Assist interested and qualified personnel in selecting Pharmacy as a career and to provide mentoring for Student Pharmacists.
7. Uphold the Code of Ethics to assure to the public the highest level of Pharmacist care.

ARTICLE III. CODE OF ETHICS

The PENINSULA PHARMACISTS ASSOCIATION shall adopt the Code of Ethics of the California Pharmacists Association (“CPhA”), the purpose of which is to elevate the professional standards and serve as a guide for the professional conduct of the Membership. This Code shall be adhered to by each Member as a condition of Membership in the Association.

ARTICLE IV. BYLAWS

These Bylaws shall not be in conflict with the Constitution and Bylaws of the California Pharmacists Association and shall govern and regulate the conduct of the business and affairs of the Association.

ARTICLE V. AMENDMENTS

Every proposed amendment of these Bylaws shall be reviewed and approved by the Board of Directors, or, be in the form of a petition which shall bear the signatures of at least ten (10) percent of the Active Members of the Association. Every proposed amendment qualifying under the above stipulations shall be submitted to all Members entitled to vote in accordance with the balloting procedures described within these Bylaws. A proposed amendment shall become effective upon receiving the affirmative vote of two-thirds (2/3) of the Members voting.

ARTICLE VI. MEMBERSHIP

MEMBERSHIP CATEGORIES. This Association shall maintain the following categories of Membership: Active, Honorary, and Associate Members. ~~The members shall meet at least once every year at the call of the Board of Directors.~~

ACTIVE MEMBERS.

A. Definitions and Qualifications.

1. Any pharmacist, meaning a person licensed to practice Pharmacy in the United States, or an individual with an earned degree in Pharmacy which qualifies the individual to obtain such license, or,
2. any pharmacy technician, meaning a person registered by the California Board of Pharmacy to practice as a pharmacy technician in the state of California.
3. Those who qualify above and are current with Association membership dues shall be designated as Active Members of this Association.

B. Eligibility to Hold Office. Only Active Members shall be eligible to hold an elective office in the Association.

C. Eligibility to Vote. Only Active Members shall be eligible to vote on Association matters.

D. Lifetime Membership. Pharmacists who are now and have been Active Members of the Association for fifteen (15) years who have completed fifty (50) years of licensure and have

been granted lifetime Active Membership by the California Pharmacists Association shall also be designated as having lifetime Active Membership in this Association without payment of dues.

HONORARY MEMBERS.

A. Qualifications. Persons who have given outstanding service to the profession and/or the delivery of health care and who are approved by the CPhA Board of Trustees ~~PPA Board of Directors~~ may be elected ~~to nominated for~~ Honorary Membership.

B. Privileges. Unless they were an Active Member at the time of their election to Honorary Membership, Honorary Members shall be ineligible to vote and to serve in elective or appointed positions in the Association.

ASSOCIATE MEMBERS. Any reputable individual who is not eligible for Active Membership but who is interested in advancing the interests of Pharmacy and willing to accept the obligations imposed by Membership shall be eligible for Associate Membership upon approval of the PPA Board of Directors. Associate Members shall be ineligible to vote and to serve in elected or appointed positions in the Association.

RESIGNATION. Any member may resign by filing a written resignation with the President but such resignation shall not relieve the Member of the obligation to pay dues, assessments or charges previously accrued and unpaid.

TRANSFER OF MEMBERSHIP. Membership in this Association is nontransferable and non-assignable.

ARTICLE VII. DISCIPLINARY PROCEDURES

Non-Payment of Dues. Any Member whose dues are unpaid shall be terminated from Membership in accordance with the timelines and Board of Directors policy of the California Pharmacists Association.

Unprofessional Conduct. Any member, in any category, may be reprimanded, suspended or expelled for unprofessional conduct or for violation of the obligations of the Bylaws or Code of Ethics of the Association. No person shall be expelled or suspended unless the Member is first provided written notice of charges against him or her and given an opportunity for a fair hearing before a Judicial Board as defined in these Bylaws. All findings of fact, conclusions and sanctions

imposed shall not become effective until approved by the Board of Directors by at least a two-thirds (2/3) majority vote. The Board of Directors shall determine the term of discipline.

ARTICLE VIII. DUES

The Annual Dues for the various categories of Membership for this Association shall be such as determined by the Board of Directors and collected by the California Pharmacists Association on this Association's behalf. ~~Associate and Honorary membership dues may be collected directly by PPA.~~

ARTICLE IX. OFFICERS AND BOARD OF DIRECTORS

A. Officers. The Officers of the Association shall be President, President-Elect, Immediate Past President, Secretary, and Treasurer. One person may not hold more than one office at any given time, ~~however, neither the Secretary nor the Treasurer may serve concurrently as the President.~~ Nothing in these Bylaws shall preclude two Directors from being elected to share the duties and responsibilities of any office.

B. Term of Office. The term of office for all officers shall be one (1) year, except the Treasurer, whose term of office shall be two (2) years. All officers shall begin their term of office at the conclusion of the Annual Meeting following their election. No officer, except the Treasurer or Secretary, shall hold the same office for more than one (1) term in succession. All officers shall be elected annually, except the Treasurer who will be elected every other year. The President-elect shall hold office until the conclusion of the Annual Meeting, at which time he or she shall succeed to the office of President. The President shall assume the office of Immediate Past President upon completion of his or her Presidential term. All officers shall hold office until the installation of their successors.

ARTICLE X. DUTIES OF THE OFFICERS

A. President. The President shall preside at all meetings of the Association and shall be Chair of the Board of Directors. The President shall appoint, with the advice and consent of the Board of Directors, all members of Standing and Special Committees of the Association. The President shall be a Voting Member of the Board of Directors.

B. **President-Elect.** The President-Elect shall assume all the powers and duties of the President in the absence of the President. The President-Elect shall be a Voting Member of the Board of Directors.

C. **Immediate Past President.** The Immediate Past President shall preside at all meetings of the Association and of the Board of Directors in the absence of the President and the President-Elect. The Immediate Past President shall be a Voting Member of the Board of Directors.

D. **Treasurer.** The Treasurer shall be responsible to the Board of Directors for supervision of all financial affairs. ~~The Treasurer shall be bonded by the Association.~~ The Treasurer shall be a Voting Member of the Board of Directors.

E. **Secretary.** The Secretary shall be responsible to the Board of Directors in the exercise of assigned duties and authority for maintaining the minutes, ~~books,~~ and records of the Association. The Secretary is a Voting Member of the Board of Directors.

F. **Vacancy.** A vacancy in the office of President shall be filled by the President-Elect. Should the offices of President and President-Elect both become vacant, the position of President shall be filled by an Active Member elected by a two-third (2/3) majority vote of the Board of Directors. A vacancy in the office of President-Elect may be filled by an Active Member of the Association elected by the Board of Directors with a majority vote. The term for President-Elect, if elected by the Board of Directors, shall be effective only until the next regular election, at which time the Membership shall elect both a President and a President-Elect. Vacancies in any other office shall be filled by the Board of Directors by a majority vote.

ARTICLE XI. DUTIES AND TERMS OF THE BOARD OF DIRECTORS

A. **Composition.** The Board of Directors shall be composed of the Officers plus six (6) At-large Directors and one (1) Technician Director elected from among the membership of the Association. All Directors shall be Voting Members of the Board of Directors.

B. **Director Terms of Office.** The term of office for At-large Directors shall be two (2) years. The At-large Directors terms of office shall be staggered whereby three (3) Directors are elected every year. The Technician Director shall serve two years and be elected every other year. No Directors may serve more than four (4) consecutive two-year terms. The term of office of each Director shall begin at the end of the closing session of the Annual Meeting following their election. Directors shall hold office until the installation of their successors.

C. Powers and Duties.

1. Powers. The Board of Directors shall be vested with full and complete authority to conduct the business of the Association. The Board of Directors shall fix the dues of the Members and shall select the time and place of the Annual Meeting and any Special Meetings of the Association. The Board of Directors shall determine the fiscal year of the Association for corporate business and shall interpret and apply the Bylaws of the Association.

2. Duties. The Board of Directors shall approve Committees which it deems necessary. The Board of Directors shall establish a budget for the Association. The Board of Directors shall supervise all property, funds and finances of the Association and shall have control over the Association's publications. The Board of Directors shall perform such other functions as may be designated in the Association Bylaws or as may be assigned from time to time by the Association.

E. Vacancy. A vacancy in any Board of Director position shall be declared in the event that any of the following occurs: death, disability, resignation, removal for cause, absenteeism as defined in these Bylaws, or disqualification. Any member of the Board of Directors who is absent from ~~two-four~~ (42) meetings during the period of one (1) year may be replaced at the discretion of the Board of Directors, provided, however, that the Board of Directors shall declare the office vacant on the ~~third-fifth~~ (3rd5th) absence of any such Member within any one (1) year.

1. Officers. Vacancies in the office of President, President-Elect, Treasurer and Secretary shall be filled as prescribed in these Bylaws.

2. At-large Directors. In the event of a vacancy by an At-large Director, the Secretary shall notify the membership of such vacancy. The members shall be requested to submit names of Active Members, as appropriate, for replacement to the Board of Directors. Subject to the limitations as provided for in these Bylaws, the Board shall appoint one (1) from among the names submitted to fill the remainder of the term. In the event that no names are submitted for appointment within 45 days of notification of the vacancy, the Board of Directors shall appoint, by majority vote of the PPA Board of Directors, an Active Member to fill the remainder of the vacated term.

F. Meetings and Quorum. The Board of Directors shall meet at such times as it may determine, or at the call of the President, or at the call of a quorum of the Board of Directors, or as otherwise specified. A quorum for the transaction of business shall consist of one (1) more than fifty (50) percent of the Members of the Board of Directors.

ARTICLE XII. BALLOTING AND ELECTIONS

ELECTIONS OF OFFICERS AND DIRECTORS. Except as otherwise may be provided for in these Bylaws, candidates for election to the Board of Directors shall be nominated by an Elections Committee as may be established by Board of Directors.

ELECTION PROCEDURE.

A. Method of Voting. Except as otherwise provided in these Bylaws, all elections shall be conducted by either mail or electronic ballot.

B. Elections. A schedule for the election shall be prepared by the Secretary. Notice of the election shall be communicated ~~by the Secretary~~ to all Members qualified to vote ~~no less than 30 days prior to the opening of the election~~. The notice may be part of a regular or special communication from the Association and shall include information on voting procedures and how to access candidate information. Voting shall remain open for a period of 30 calendar days. Only ballots received by the close of the voting period will be counted. The failure of a Member to receive a ballot shall not invalidate the election.

C. Tabulation. Ballots shall be tabulated under the direction of the Elections Committee. The Elections Committee shall certify the results of the election to the Board of Directors. The results of the election shall be made public to the Membership.

D. Tie Vote. In the case of a tie vote, a run-off election shall be held under the direction of the Elections Committee as specified above, with the provision that the balloting only be open for at least 15 days. Should said run-off election also result in a tie vote, a second run-off election will take place at the Association's Annual Meeting, or at a General Meeting or Special Meeting of the Board of Directors. Notice of the second run-off election shall be communicated to all Members qualified to vote no less than 30 days prior to the run-off election meeting. The notice may be part of a regular or special communication from the Association and shall include information on date, time, and location of the meeting. The candidate receiving the majority vote of the Members present shall be declared duly elected.

E. Eligibility. Active Members shall be entitled to one (1) vote on all Association matters.

ARTICLE XIII. MEETINGS

GENERAL MEETINGS.

A. Annual Meeting. The Association shall hold an Annual Meeting during each fiscal year at a time and place approved by the Board of Directors. In addition, the Board of Directors may

hold interim General Meetings as may be required to conduct the business of the Association. The Membership shall be notified by mail or electronic communication at least thirty (30) calendar days in advance of the Annual Meeting.

SPECIAL MEETINGS.

A. Special Meetings. Special Meetings of the Members may be held at any time and place for any purpose or purposes, unless otherwise prohibited by statute, on the call of the President with the concurrence of a majority of the Board of Directors, or within ninety (90) days of receipt of a written petition which includes the purpose of the meeting signed by not less than ten (10) percent of the Active Members. The President shall send a notice to Active Members at least twenty (20) calendar days in advance of any Special Meetings, which shall include the time, place, and purpose of the meeting. Failure of a member to receive the notice of a Special Meeting shall not invalidate any such proceedings.

B. Voting at Special Meetings. Each Active Member of this Association shall be entitled to one (1) vote on each matter submitted to a vote of the Members. The presence of one-third (1/3) of the Active Members shall constitute a quorum at any such meeting. Voting on all matters shall be by majority vote. Proxy voting is prohibited.

ARTICLE XIV. COMMITTEES

COMMITTEES. The Association shall maintain such Committees deemed necessary to carry on the work of the Association. Each Committee's title, size, duration, composition, duties, and terms shall be pursuant to Board approval. No Committee or Member thereof in this Association may at any time make any statement purporting to bind this Association or any of its Members, nor purporting to describe the activities of this Association in relation to any of the matters referred to such Committee. No Committee action shall become official until approved by the Board of Directors.

JUDICIAL COMMITTEE.

A. The President shall appoint and convene a Judicial Committee from time to time as may be required.

B. A Judicial Committee shall consist of five (5) Active Members, who shall serve until final disposition of the matter(s) for which the Judicial Board was convened, or until discharged by the President. A vacancy on a Judicial Committee shall be filled by an Active Member selected by the President to fill the remainder of the unexpired term.

C. A Judicial Committee shall be responsible for hearing and deciding any complaint for unprofessional conduct made against any Member and may render upon request, or its own motion, advisory opinions relating to interpretation of the Association's Code of Ethics.

D. When it appears that a Member has violated the obligations of the Bylaws or the Association's Code of Ethics, the Judicial Committee assigned to adjudicate the matter shall provide to the Member written notice of the charges against the Member and an opportunity for a fair hearing. The Judicial Committee shall promptly submit to the Board of Directors a written report of its findings of fact, conclusions and proposed sanctions, if any.

E. The Board of Directors shall review the record of the Judicial Committee proceeding and may affirm, reverse or modify the recommendations of the Judicial Committee. The decision of the Board of Directors shall be final and binding on all interested parties.

ARTICLE XV. MISCELLANEOUS

PROPERTY, FUNDS AND FINANCES. All Association monies shall be deposited in financial institutions incorporated under the State Law of California or invested in such manner as determined by the Board of Directors. All property of the Association shall be held under the direction and specification of the Board of Directors. The Association is entitled to receive monies from any source to conduct programs or studies to further the objectives of the Bylaws purpose of the Association.

DELEGATES TO CPhA ~~HOUSE OF DELEGATES ANNUAL MEETING~~. All delegates to the CPhA House of Delegates shall be elected by a majority of the Board of Directors no later than 930 days prior to the CPhA House of Delegates Annual Meeting. Delegates shall serve a one (1) year term of office. The President shall promptly notify CPhA the names of the PPA delegates elected.

RULES OF ORDER - ORDER OF BUSINESS. The Rules of Order for this Association shall be Robert's Rules of Order (as revised). The order of business for meetings of the Association shall be such as prescribed by the Board of Directors.

MEETINGS BY TELEPHONE OR OTHER COMMUNICATION TECHNOLOGY. Members of the Association may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to applicable law constitutes presence in person at that meeting as long as all

members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to applicable law constitutes presence in person at that meeting if both of the following apply:

1. Each member participating in the meeting can communicate with all of the other members concurrently.
2. Each member participating is provided the means, in all matters before the Association, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the Peninsula Pharmacists Association, a California Nonprofit Corporation, and that the foregoing Bylaws, consisting of 9 pages, are the Bylaws of this corporation as amended and adopted by the membership on July 10, 201~~9~~6.

Executed on July 10, 201~~9~~6 at ~~Menlo Park~~San Mateo, California.



Brian Pham, Secretary