

American Pharmacists Association Bylaws as amended through April 22, 2014.

ARTICLE I. NAME AND SEAL

1 **Section 1. Name.** This ASSOCIATION shall be called the
2 "AMERICAN PHARMACISTS ASSOCIATION."

3 **Section 2. Seal.** This ASSOCIATION shall have an official seal.

ARTICLE II. PURPOSE

4 **Section 1. Purpose.** This ASSOCIATION provides infor-
5 mation, education, and advocacy to help all pharmacists im-
6 prove medication use and advance patient care.

7 **Section 2. Membership Benefits and Services.** In further-
8 ance of its lawful purposes and within its corporate powers, this
9 ASSOCIATION shall conduct such programs and activities and
10 shall provide such other membership benefits and services as
11 may be established from time to time by its members or Board
12 of Trustees.

13 **Section 3. Code of Ethics.** This ASSOCIATION shall pro-
14 vide and maintain a Code of Ethics for pharmacists.

ARTICLE III. MEMBERSHIP

15 **Section 1. Classes of Membership.** This ASSOCIATION
16 shall have Member, Student Pharmacist Member, Pharmacy
17 Technician Member, and Honorary Member classes of member-
18 ship and such other classes of membership as may be estab-
19 lished from time to time by the Board of Trustees.

20 **Section 2. Member.** Any pharmacist who is licensed in the
21 United States or a graduate of an Accreditation Council for
22 Pharmacy Education (ACPE) accredited school/college of phar-
23 macy, any member of a pharmacy faculty, or any other individ-
24 ual who shares the ASSOCIATION's mission and vision.
25 Members of the former Life membership class shall be Members
26 without payment of dues. A Member shall have full voting
27 rights and may hold office in this ASSOCIATION as allowed by
28 the individual office and in any of its membership organization
29 groups in which membership is held as allowed by the individual
30 office.

31 **Section 3. Student Pharmacist Member.** Any student
32 enrolled in a school or college of pharmacy holding membership
33 in the American Association of Colleges of Pharmacy or accred-
34 ited by ACPE, or a student enrolled in a pre-pharmacy program,
35 shall be eligible for membership as a Student Pharmacist Mem-
36 ber. A Student Pharmacist Member shall also be a member of
37 the ASSOCIATION's student pharmacist membership organiza-
38 tion group. A Student Pharmacist Member shall have full voting
39 rights in the student pharmacist membership organization group
40 and may hold office only in the ASSOCIATION's student phar-
41 macist membership organization group, provided, however, that
42 a Student Pharmacist Member shall have full voting rights as a
43 member of an ASSOCIATION committee or as a delegate in
44 the ASSOCIATION House of Delegates. Student Pharmacist
45 Members representing the student pharmacist membership
46 organization group in the APhA House of Delegates shall have
47 the right to vote in that year's annual election for at-large APhA

48 Board of Trustees members and APhA President-Elect, as well
49 as any additional issues that may be placed on the ballot from
50 time to time.

51 **Section 5. Pharmacy Technician Member.** Any individual
52 who is a pharmacy technician shall be eligible for membership as
53 a Pharmacy Technician Member. A Pharmacy Technician Mem-
54 ber shall have full voting rights in a selected Association mem-
55 bership organization group and may hold office only in that
56 selected membership organization group, provided, however,
57 that a Pharmacy Technician Member shall have full voting rights
58 as a member of an ASSOCIATION committee or as a delegate
59 in the ASSOCIATION House of Delegates.

60 **Section 6. Honorary Membership.** Any individual may be
61 granted Honorary membership by the Board of Trustees. An
62 Honorary Member shall have no voting rights and may not hold
63 office in this ASSOCIATION or any of its membership organiza-
64 tion groups unless entitled to do so under another class of
65 membership.

66 **Section 7. Admission to Membership.** Any individual shall
67 be admitted to membership in the appropriate class of mem-
68 bership upon completion of administrative processing of any
69 required application accompanied by required dues, provided,
70 however, that the Board of Trustees may deny any individual
71 membership for cause, meaning conduct tending to damage the
72 public reputation of this ASSOCIATION.

73 **Section 8. Membership Benefits and Services.** Member-
74 ship benefits and services for each class of membership shall be
75 those established from time to time by the Board of Trustees.
76 The Board of Trustees may add, delete, or adjust membership
77 benefits and services as it deems necessary or desirable in
78 furtherance of ASSOCIATION purposes. No addition, deletion,
79 or adjustment of membership benefits or services shall
80 require any adjustment of dues for the membership period
81 during which the addition, deletion, or adjustment of member-
82 ship benefits or services occurs.

83 **Section 9. Termination of Membership.** Any member may
84 voluntarily terminate membership by notice to this
85 ASSOCIATION. Termination of membership shall be effective
86 upon completion of administrative processing of such notice.
87 No such voluntary termination of membership shall be effec-
88 tive to avoid any debt to this ASSOCIATION. This
89 ASSOCIATION may terminate the membership of any member
90 for failure to pay required dues. Such termination of member-
91 ship shall be effective at the convenience of this
92 ASSOCIATION. Termination of membership shall terminate
93 the right of any member to all membership benefits and ser-
94 vices.

95 **Section 10. Dues.** Each member shall pay such dues as may be
96 required from time to time by the Board of Trustees for each
97 class of membership. The Board of Trustees may establish from
98 time to time such administrative policies and procedures as it
99 deems necessary or desirable to facilitate the payment and re-
100 ceipt of required dues. The Board of Trustees may also estab-
101 lish from time to time special dues within established classes of
102 membership.

ARTICLE IV. OFFICERS

103 **Section 1. Officers.** The officers of the ASSOCIATION shall
104 be the President, the President-elect, the Immediate Past Presi-
105 dent, the Treasurer, and the Executive Vice President.

106 **Section 2. President, President-elect and Immediate**
107 **Past President.** The President shall be a pharmacist from the
108 ASSOCIATION's Member category and the principal elected
109 officer of the ASSOCIATION and shall serve as a Trustee of
110 this ASSOCIATION.

111 The President shall first be elected as President-elect, and
112 the year thereafter shall serve as President with the third year
113 of service as Immediate Past President. The President shall
114 preside at meetings of this ASSOCIATION and shall appoint,
115 with the approval of the Board of Trustees, all ASSOCIATION
116 committees other than the ASSOCIATION House of Delegates
117 Committees.

118 The President shall perform such other duties as may be
119 assigned from time to time by the Board of Trustees, but shall
120 have no individual duties or responsibility for administrative
121 decisions or actions with regard to the continuing management
122 of ASSOCIATION affairs.

123 No individual shall serve as President-elect immediately fol-
124 lowing a term as President or Immediate Past President. A
125 vacancy in the office of President shall be filled by the President-
126 elect. A vacancy in the office of President-elect or Immediate
127 Past President may be filled by a pharmacist from the
128 ASSOCIATION's Member category appointed by the Board of
129 Trustees, except that any appointment of a President-elect will
130 be effective only until the next regular election at which time
131 the membership shall elect both a President-elect and a Presi-
132 dent.

133 **Section 3. Executive Vice President.** The Executive Vice
134 President shall be a pharmacist from the ASSOCIATION's
135 Member category appointed by the Board of Trustees and em-
136 ployed by the ASSOCIATION as chief executive officer on such
137 terms and conditions as are approved by the Board of Trustees.
138 The Executive Vice President shall be responsible to the Board
139 of Trustees in the exercise of assigned duties and authorities for
140 executive and administrative decisions or actions with regard to
141 the continuing management of the ASSOCIATION's affairs. The
142 Executive Vice President shall serve as Secretary of the
143 ASSOCIATION and as Secretary of the House of Delegates. A
144 vacancy in the office of Executive Vice President shall be filled
145 by a pharmacist from the ASSOCIATION's Member category
146 appointed by the Board of Trustees.

147 **Section 4. Treasurer.** The Treasurer shall be a Member ap-
148 pointed by the Board of Trustees and shall serve for a term of
149 three (3) years from the effective date of the appointment. No
150 individual shall serve more than two (2) consecutive full three-
151 year terms as Treasurer. A vacancy in the office of Treasurer
152 shall be filled for the unexpired term by a Member appointed by
153 the Board of Trustees.

154 **Section 6. Removal.** An Officer of the ASSOCIATION (ex-
155 cept for the Executive Vice President) may be removed from
156 office for any reason by a two-thirds (2/3) vote in favor of re-
157 moval by the whole Board of Trustees, excluding the vote of
158 the affected Officer. Trustees may only vote in person at an
159 assembled meeting, face-to-face. No proxies, mail, telephone
160 or other indirect means of voting shall be permitted. The vote
161 shall be taken by secret written ballot. Counsel to the
162 ASSOCIATION shall tally the ballots and shall announce only
163 the result.

ARTICLE V. BOARD OF TRUSTEES

164 **Section 1. Composition.** Six (6) Elected Trustees, the Offic-
165 ers, the Speaker of the House of Delegates, and the Presidents
166 of the membership organization groups of this ASSOCIATION
167 shall constitute the Board of Trustees.

168 **Section 2. Duties and Authority.** The Board of Trustees
169 shall be responsible for the general supervision and manage-
170 ment of ASSOCIATION affairs, including, but not limited to, the
171 specific duties and authority stated in these Bylaws. It shall
172 have, in addition to the specific duties and authority stated in
173 these Bylaws, such duties and authority which from time to
174 time are imposed on or recognized by law as being applicable to
175 nonprofit corporations. It shall adopt Bylaws and rules or pro-
176 cedures for the conduct of its business.

177 It shall act with regard to matters of ASSOCIATION poli-
178 cy for the House of Delegates in the interim between House of
179 Delegates meetings and shall make an annual report to the
180 membership regarding the programs and activities of this
181 ASSOCIATION.

182 **Section 3. Election of Trustees.** Elected Trustees shall be
183 elected as provided for in the Article on elections in these By-
184 laws.

185 **Section 4. Term of Office.** Elected Trustees shall be elected
186 for a term of three (3) years and shall serve until their succes-
187 sors have been duly elected and installed. No individual shall
188 serve more than two (2) successive full terms as an Elected
189 Trustee. However, nothing in this Article shall prevent a Trust-
190 ee who has served two full successive terms from being elect-
191 ed as President-elect or President.

192 **Section 5. Vacancies.** A vacancy among Elected Trustees
193 shall be filled by a pharmacist from the ASSOCIATION's Mem-
194 ber category selected by the Board of Trustees to serve the
195 remainder of the unexpired term. A vacancy among Officer
196 Trustees shall be filled as provided for in the Article on Officers
197 in these Bylaws. A vacancy in the Office of Speaker or the Of-
198 fice of Speaker-elect of the House of Delegates shall be filled as
199 provided for in the Article on the House of Delegates in these
200 Bylaws.

201 **Section 6. Meetings.** The Board of Trustees shall meet at the
202 call of the President or on the call of a quorum of the Board of
203 Trustees. The time and place of Board of Trustees meetings
204 shall be established by the President.

205 **Section 7. Quorum.** A majority of Trustees plus one shall
206 constitute a quorum for the transaction of business.

207 **Section 8. Removal.** A Trustee of the ASSOCIATION may
208 be removed from office for any reason by a two-thirds (2/3)
209 vote in favor of removal by the whole Board of Trustees, ex-
210 cluding the vote of the affected Trustee. Trustees may only
211 vote in person at an assembled meeting, face-to-face. No prox-
212 ies, mail, telephone or other indirect means of voting shall be
213 permitted. The vote shall be taken by secret written ballot.
214 Counsel to the ASSOCIATION shall tally the ballots and shall
215 announce only the result.

ARTICLE VI. HOUSE OF DELEGATES

216 **Section 1. Composition.** The House of Delegates shall con-
217 sist of delegates from states, ASSOCIATION membership or
218 ganization groups, Recognized National Organizations, Dele-
219 gates Ex Officio, and Speaker-appointed delegates. Each dele-
220 gate and Delegate Ex Officio must be a member of this
221 ASSOCIATION.

222 **Section 2. Apportionment of Delegates.**

223 **A.** States: each shall have two (2) delegates plus one (1) dele-
224 gate for each two hundred (200) Members of this
225 ASSOCIATION, or major fraction thereof, who are members
226 of this ASSOCIATION residing in the state. Delegates and al-
227 ternate delegates from each state should reflect the demo-
228 graphic diversity represented by the ASSOCIATION member-
229 ship residing in that state.

230 **B.** ASSOCIATION membership organization groups: each
231 shall have twenty-eight (28) delegates.

232 **C.** Recognized National Organizations: each shall have two
233 (2) delegates, delegates who are members of the recognized
234 organization.

235 **D.** Delegates Ex Officio: shall be each Trustee,
236 ASSOCIATION Former Presidents, and Former Speakers of
237 the House of Delegates.

238 **E.** The Speaker shall appoint up to 10 delegates from
239 House committee members not appointed as delegates from
240 other delegations.

241 **F.** Each appointing organization shall have the right to ap-
242 point one (1) alternate delegate for up to five (5) delegates that
243 it appoints, plus one (1) alternate delegate for each additional
244 five (5) delegates, or major fraction there-of, that it appoints.

245 **G.** Delegations that have one or more seats unfilled during
246 both House sessions for 3 consecutive years shall have those
247 seats removed from their delegate allocation. Delegations shall
248 be notified 60 days prior to the removal of delegate seats and
249 may petition the Secretary of the House for reappointment of
250 those seats.

251 **Section 3. Duties and Authority.** The House of Delegates
252 shall serve as a legislative body in the development of
253 ASSOCIATION policy. It shall act on such policy recommenda-
254 tions as shall come before it and shall adopt rules or proce-
255 dures for the conduct of its business.

256 **Section 4. Appointment of Delegates.** Affiliated State Or-
257 ganizations, Recognized National Organizations, and
258 ASSOCIATION membership organization groups will appoint
259 the delegates and alternate delegates to which they are entitled.
260 Delegates and alternate delegates are appointed to serve from
261 June 1 through May 31 of each year. Delegates representing
262 the student pharmacist membership organization group shall be
263 appointed in accordance with procedures and length of terms
264 established by the student pharmacist membership organization
265 group. Those delegates unable to attend the regular meeting of
266 the House of Delegates will be replaced with 30 days' notice
267 prior to the meeting. Appointing organizations shall notify the
268 Secretary of the House of Delegates at least thirty (30) days
269 before the June 1 appointment date of the name and address of
270 each of its delegates and alternate delegates. The Speaker shall
271 appoint up to 10 delegates from House committee members
272 not appointed as delegates from other delegations. All dele-
273 gates and alternate delegates other than Delegates Ex Officio
274 shall serve until their successors have been appointed. Dele-
275 gates Ex Officio shall serve for life or, in the case of Trustees
276 serving as Delegates Ex Officio, until their successors have been

277 duly appointed or elected and installed.

278 **Section 5. Officers.** The Officers of the House of Delegates
279 shall be a Speaker, a Speaker-elect, and a Secretary. The
280 Speaker shall appoint delegates and Committees as provided in
281 these Bylaws, shall preside at meetings of the House of Dele-
282 gates, and shall be responsible for a report of the actions of the
283 House of Delegates to the members of this ASSOCIATION.
284 The Speaker-elect shall assist the Speaker in the performance of
285 the Speaker's duties and/or perform such duties as specified by
286 the House of Delegates. In the event of a vacancy in the Office
287 of Speaker, or in the event the Speaker is unable to perform the
288 duties of the office during a meeting of the House of Delegates,
289 the Speaker-elect shall assume the duties of the Speaker. In the
290 event of a vacancy in both the Office of Speaker and the Office
291 of Speaker-elect, or in the event both the Speaker and the
292 Speaker-elect are unable to perform the duties of the offices
293 during a meeting of the House of Delegates, the House of Del-
294 egates shall elect a Speaker pro tem, at which time a Speaker
295 and a Speaker-elect shall be elected. The Secretary of the
296 House of Delegates shall be responsible for the administrative
297 functions of the House of Delegates.

298 **Section 6. Elections.** The Speaker-elect shall be elected dur-
299 ing the Annual Meeting of the ASSOCIATION by the House of
300 Delegates from among a slate of delegates nominated by the
301 House of Delegates Committee on Nominations and as other-
302 wise may be provided for in rules or procedures adopted by
303 the House of Delegates. Speaker-elect elections will be held
304 every other year. The Speaker-elect shall serve until the end of
305 the next Annual Meeting of the ASSOCIATION following elec-
306 tion at which time the Speaker-elect shall be installed in the
307 Office of Speaker. The Speaker shall serve for two years. The
308 Speaker shall serve until a successor is duly elected and/or in-
309 stalled. The Executive Vice President of the ASSOCIATION
310 shall serve as Secretary of the House of Delegates.

311 **Section 7. Meetings.** The House of Delegates shall hold a
312 regular meeting during the Annual Meeting of this
313 ASSOCIATION, this regular meeting to consist of such sessions
314 and to have an order of business as specified in the official pro-
315 gram of the Annual Meeting. The House of Delegates may hold
316 special meetings at the call of the Speaker with the approval of
317 the Board of Trustees, or upon written petition of a majority of
318 authorized delegates. The time and place of special meetings of
319 the House of Delegates shall be established by the Speaker with
320 the approval of the Board of Trustees.

321 **Section 8. Quorum.** A majority of the delegates registered at
322 any regular or special meeting of the House of Delegates shall
323 constitute a quorum for the transaction of business.

324 **Section 9. Committees.** The House of Delegates shall have
325 committees as established by the Speaker and the Board of
326 Trustees. Such Committees shall be appointed by the Speaker
327 of the House of Delegates. The House of Delegates shall have
328 the following standing committees:

329 Committee on Nominations
330 Canvassers Committee
331 Policy Committees.

332 Committees shall have such number of members as the
333 Board of Trustees may establish and shall consider subjects only
334 on agendas approved by the Board of Trustees. The House of
335 Delegates Committee on Nominations shall nominate candi-
336 dates for Speaker of the House of Delegates in accordance with
337 such Bylaws, rules, or procedures as the House of Delegates
338 deems necessary or desirable to facilitate its business. The
339 House of Delegates Canvassers Committee shall certify the
340 results of the House of Delegates elections.

ARTICLE VII. RECOGNIZED AND AFFILIATED ORGANIZATIONS

341 **Section 1. Recognized National Organizations.** Any national organization representing pharmacy, the purposes of which are consistent with the purposes of this ASSOCIATION, may be designated a Recognized National Organization by the Board of Trustees. The status of such an organization as a Recognized National Organization may be terminated by the Board of Trustees.

348 **Section 2. Affiliated State Organizations.** A State Organization may be designated as an Affiliated State Organization by the Board of Trustees in its discretion.

ARTICLE VIII. ORGANIZATION OF MEMBERS

351 **Section 1. Organization.** The Association shall have a membership organization group representing at least the following segments of members: pharmacy practitioners, student pharmacists, and pharmaceutical scientists. Each group shall have an Executive Committee consisting of a President, a President-elect, and such additional members as the Board of Trustees may establish from time to time. Each Executive Committee shall be elected by the members of the group pursuant to procedures established by the Board of Trustees.

360 **Section 2. Additional membership organization groups.** The Board may, from time to time, establish additional membership organization groups reflecting the diverse professional needs of the membership.

364 **Section 3. Programming.** Each membership organization group shall conduct such programs as may be established from time to time for the benefit of its members, the profession, or the public. Programs are subject to the approval of the Board of Trustees. The student pharmacist organization group may recognize an affiliated student pharmacist chapter at any ACPE-accredited or American Association of Colleges of Pharmacy recognized school or college of pharmacy.

ARTICLE IX. MEETINGS

372 **Section 1. Annual Meeting.** This ASSOCIATION shall hold an Annual Meeting each calendar year at a time and place established by the Board of Trustees. The Annual Meeting shall consist of such sessions and shall have an order of business as specified in the official program for the Annual Meeting.

377 **Section 2. Special Meetings.** The ASSOCIATION may hold special meetings at the call of the President with the approval of the Board of Trustees. The time and place of special meetings shall be established by the President. The order of business for a special meeting shall be as specified in the call, notice or agenda of the special meeting.

ARTICLE X. ELECTIONS

383 **Section 1. Nominations.** Candidates for election as ASSOCIATION President-elect and Elected Trustees shall be from among pharmacists in the Member category. A slate of

386 two (2) candidates shall be nominated for each Elected Trustee slot and President-Elect.

388 **Section 2. Nominating Committee.** The Committee on Nominations shall nominate all candidates for President-elect and Elected Trustees as provided for in this Article. The Committee on Nominations shall consist of the most recent nonincumbent Former President, the immediate former Speaker of the House of Delegates, and three (3) other members appointed by the President. No individual shall serve on the Committee on Nominations in more than three (3) consecutive calendar years.

397 **Section 3. Election Procedure.** Except as may otherwise be provided in these Bylaws, the names of candidates for election and a mail ballot shall be provided all members entitled to vote. Executed ballots must be received by the date published on the ballot.

402 The Committee of Canvassers shall certify the results of all ASSOCIATION elections, except for elections in the House of Delegates. The Committee of Canvassers shall meet following a tally of timely, valid ballots and shall review the election procedure for compliance with these Bylaws. It shall certify to the Board of Trustees the results of the election for each position. The names of candidates elected shall be made public following certification of the election by the Committee of Canvassers. Once certified, the results of any election shall not be subject to challenge.

412 **Section 4. Time of Election.** Except as may otherwise be provided in these Bylaws, the ASSOCIATION nomination and election process shall be conducted pursuant to a schedule established by the Executive Vice President with the approval of the Board of Trustees, which will permit candidates elected to assume office as provided in these Bylaws.

418 **Section 5. Installation.** Except as may otherwise be provided in these Bylaws, Officers and Elected Trustees of the ASSOCIATION and the elected officers of the membership organization groups shall assume office at the conclusion of business on the last day of the Annual Meeting of the ASSOCIATION following the year in which they are elected.

424 **Section 6. Honorary President.** When nominated by the Board of Trustees, an Honorary President of the ASSOCIATION shall be elected pursuant to the election procedures established in these Bylaws. The Honorary President shall be a member of the ASSOCIATION, shall have made significant contributions to the ASSOCIATION, and shall serve for a one-year term commencing on the first day of the Annual Meeting following the year in which elected.

ARTICLE XI. FINANCES

432 **Section 1. Financial and Investment Policy.** The financial and investment policy of this ASSOCIATION shall be as established from time to time by the Board of Trustees with the advice of the Treasurer, Executive Vice President, and such other financial advisors as the Board of Trustees may deem necessary or desirable. Investments shall not be restricted to those approved by law by the District of Columbia or any other jurisdiction.

440 **Section 2. Financial Administration.** The Executive Vice President, with the approval of the Treasurer, shall be responsible for the continuing management of the financial affairs of this ASSOCIATION. The Board of Trustees shall approve any bank intended to serve as a repository of ASSOCIATION assets and a public accounting firm that shall be retained to con-

446 duct an annual audit of ASSOCIATION accounts. All dis-
447 bursements of ASSOCIATION funds shall be pursuant to such
448 policies and procedures as may be established from time to
449 time by the Board of Trustees and are to be monitored and
450 reviewed on a regular basis by the Treasurer and the Executive
451 Vice President or by the Executive Vice President alone.

452 **Section 3. Bonds.** The Treasurer, the Executive Vice Presi-
453 dent, and such other members, employees, or agents of this
454 ASSOCIATION as the Board of Trustees may direct shall be
455 bonded for proper care and disposition of ASSOCIATION
456 property in their possession or custody. Such bonds shall be in
457 amounts and subject to such conditions as the Board of Trus-
458 tees shall direct. The expense of such bonds shall be borne by
459 the ASSOCIATION.

460 **Section 4. Financial Report.** The Treasurer shall make an
461 annual financial report to the membership that includes an au-
462 dited financial statement for the preceding fiscal year.

ARTICLE XII. BOARD OF PHARMACY SPECIALTIES

463 **Section 1. Purposes.** The Board of Pharmacy Specialties shall
464 exist for the following purposes:

- 465 a. To grant recognition of appropriate pharmacy practice
466 specialties based on criteria established by the Board of
467 Pharmacy Specialties.
- 468 b. To establish standards for certification and recertification
469 in recognized pharmacy practice specialties.
- 470 c. To grant qualified pharmacists certification and recertifica-
471 tion in recognized pharmacy practice specialties.
- 472 d. To serve as a coordinating agency and informational clear-
473 inghouse for organizations and pharmacists in recognized
474 pharmacy practice specialties.

475 **Section 2. Bylaws and Composition.** The Board of Pharma-
476 cy Specialties shall operate under Bylaws (and subsequent
477 amendments) approved by the ASSOCIATION's Board of Trus-
478 tees. The composition of the Board of Pharmacy Specialties
479 shall be outlined in the approved Bylaws.

480 **Section 3. Finances.** The ASSOCIATION shall act as fiscal
481 agent for the Board of Pharmacy Specialties in accordance with
482 procedures established by the ASSOCIATION's Board of Trus-
483 tees. The ASSOCIATION shall prepare an annual audited fi-
484 nancial report of Board of Pharmacy Specialties activities.

ARTICLE XIII. PARLIAMENTARY AUTHORITY AND PRECEDENCE

485 **Section 1. Parliamentary Authority.** The rules contained in
486 the current edition of Robert's Rules of Order shall govern this
487 ASSOCIATION in all cases to which they are applicable. The
488 Executive Vice President may retain the services of a qualified
489 parliamentarian for any meeting when such services are deemed
490 necessary or desirable and shall do so for all deliberative meet-
491 ings of the House of Delegates.

492 **Section 2. Precedence.** In any case of conflict between these
493 Bylaws and any other bylaws, parliamentary authority, or rules
494 or procedures of any membership organization group, these
495 Bylaws shall prevail. All such apparent conflicts shall be re-
496 solved by the Board of Trustees whose decision shall be binding
497 on all interested parties.

ARTICLE XIV. AMENDMENTS

498 **Section 1. Bylaws.** Every proposed amendment of these By-
499 laws, following the approval of counsel and the Board of Trus-
500 tees, shall be submitted with a mail ballot to all members enti-
501 tled to vote. Executed ballots must be received by this
502 ASSOCIATION by the date published on the ballot. A pro-
503 posed amendment of these Bylaws shall become effective upon
504 receiving a two-thirds (2/3) affirmative vote certified by the
505 Committee of Canvassers to the Board of Trustees. Once
506 certified, the results of any vote on a proposed Bylaw amend-
507 ment shall not be subject to challenge.

508 **Section 2. Code of Ethics.** Every proposed amendment of
509 the Code of Ethics, with the approval of counsel and the Board
510 of Trustees, shall be submitted with a mail ballot to all members
511 entitled to vote. Executed ballots must be received by this
512 ASSOCIATION by the date published on the ballot. A pro-
513 posed amendment of the Code of Ethics shall become effective
514 upon receiving a two-thirds (2/3) affirmative vote certified by
515 the Committee of Canvassers to the Board of Trustees.

ARTICLE XV. NOTICE

516 **Section 1. Previous Notice.** Any previous notice required to
517 be provided any member of this ASSOCIATION may be given
518 by printing the notice in a publication regularly provided the
519 member entitled to notice or by mailing the notice to each
520 member entitled to notice at the member's mailing address
521 then indicated in the membership records of this
522 ASSOCIATION.