

Bylaws of the Kansas Pharmacists Association

August 23, 2025

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ARTICLE I: NAME

The Association shall be called the Kansas Pharmacists Association.

ARTICLE II: OFFICES AND REGISTERED AGENT

2.1 PRINCIPAL OFFICE

The principal office of the Kansas Pharmacists Association (the Association) shall be in the State of Kansas.

2.2 OTHER OFFICES

The Association may have such other office(s) within the State of Kansas, as may be designated from time to time by the Board of Directors of the Association.

2.3 REGISTERED AGENT

The Association will have and continuously maintain in the State of Kansas a registered agent which shall be the Association itself.

ARTICLE III: PURPOSES

3.1 SECTION 501(c)(6) ORGANIZATION

The Kansas Pharmacists Association (the Association) is organized and operated on a non-stock basis exclusively for charitable and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

3.2 SPECIFIC PURPOSE AND MISSION

The Association is a membership-led state professional organization of pharmacy professionals united for and dedicated to the advancement and promotion of quality and rational public health, with particular reference to assuring optimal pharmacotherapy for the citizens of Kansas. The Association is founded upon its commitment to preserve, protect, and advance the interests of, and to serve the economic, educational, ethical, and social needs of the pharmacy profession.

ARTICLE IV: MEMBERS

4.1 ASSOCIATION MEMBERSHIP

4.1.1 Membership shall allow the member to vote for all positions of the Executive Committee and the Board of Directors and shall be open to those pharmacy professionals licensed to practice pharmacy.

4.1.2 Membership shall be open to individuals supporting the goals and objectives of the Association. Memberships categories are Student Pharmacist, Pharmacy Technician, Pharmacist, Professional/Associate, and Corporate Affiliate. Members in membership categories may vote in Association elections as enumerated below.

4.2 MEMBERSHIP CATEGORIES

Membership categories include Pharmacist, Student Pharmacist, Pharmacy Technician, Professional/Associate, and Corporate Affiliate. Each Membership Category may include sub-categories as deemed appropriate by the Board.

4.2.1 Pharmacist Members must adhere to the Code of Ethics and abide by the Oath of the Pharmacist. Pharmacist Members shall have the right to vote for all positions of the Executive Committee, Academy Representatives from their respective academy and Member at Large Officers.

4.2.2 Student Pharmacist Members must be enrolled and in good standing with an accredited school of pharmacy. Student Pharmacist Members shall have the right to vote for all positions of the Executive Committee, Academy Representatives from their respective academy, Student Council Representation and Member at Large Officers.

4.2.3 Pharmacy Technician Members must be registered and in good standing with their respective state board of pharmacy. Pharmacy Technician Members shall have the right to vote for all positions of the Executive Committee, Academy Representatives from their respective academy, Technician Council Representation and Member at Large Officers.

4.2.4. Professional and Corporate Members are classified as businesses/companies that support, advance, and help members and the Kansas pharmacy profession by providing valuable resources. Pharmacists deciding to join as Professional or Corporate members shall have the right to vote for all positions of the Executive Committee, Academy Representatives from their respective academy and Member at Large Officers. All other individuals in these categories shall only have the right to vote in Member-at-Large Officer elections.

4.2.5 Associate Members are individuals who are not pharmacists, residents, student pharmacists, pharmacy technicians, professional or corporate affiliate members but are interested in advancing the profession of pharmacy. Associate Members shall only have the right to vote in Member-at-Large Director elections.

4.2.6 Retired Members are pharmacists no longer in active practice. Retired is defined as working as a pharmacist fewer than 20 hours per month, averaged across an annual period. Retired members shall have the right to vote for all positions of the Executive Committee, Academy Representatives from their respective academy and Member at Large Officers

4.3 MEMBERSHIP APPLICATION

All individuals or corporations desiring to become members of the Association shall complete the application form created by the Association. Any willful misstatements in the application shall be grounds for automatic rejection of the application or subsequent expulsion if the applicant has previously been granted membership. The application shall be accompanied by the prescribed dues as specified by the Board of Directors.

4.4 DUES

Association dues shall be approved by the Board of Directors. The Board shall develop a membership dues structure within the Membership Categories and sub-categories sufficient to fund the events, activities, and mission of the Association.

4.5 REFUNDS

No dues shall be refunded to any member whose membership terminates for any reason.

4.6 IDENTIFICATION OF MEMBERSHIP

All members in good standing shall have the right to represent themselves as members of the Association and to wear such insignia as shall be designated by the Association for the use and identification of members.

4.7 ANNUAL MEMBERSHIP MEETING

There shall be an annual meeting of the Association Membership. The Annual Meeting shall be held in the second half of each calendar year. The Board shall determine the location of the Annual Meeting. Duly elected officers shall take the oath of office; the Treasurer shall give the annual financial report and Annual Meeting minutes shall be presented for approval; Councils shall provide a report of their activities during the preceding year; and committee membership and leadership shall be announced.

4.8 QUORUM

There shall be a quorum when 50 voting members are present at the annual meeting.

ARTICLE V: EXECUTIVE BOARD OFFICERS

5.1 ASSOCIATION EXECUTIVE BOARD OFFICERS

The Executive Board Officers of the Association's Board of Directors shall consist of a President, President-elect, Treasurer and Immediate Past President.

5.2 QUALIFICATIONS OF THE PRESIDENT-ELECT

To be nominated to the office of President-elect of the Association's Board of Directors, an individual must:

- a) Have served at least one year as a Director on the Board, elected representative of an Academy or Council or as a Member-at-Large Officer;
- b) Be able to attend and actively participate in the Board's regular and special meetings;
- c) Be able to provide leadership for the Association and the Board; and
- d) Be a licensed pharmacist in the State of Kansas.

5.3 QUALIFICATIONS OF THE TREASURER

To be nominated to the office of Treasurer of the Association's Board of Directors, an individual must be:

- a) Be knowledgeable about budget and finance;
- b) Be able to attend and actively participate in the Board's regular and special meetings;
- c) Able to provide leadership for the Association and the Board; and
- d) Be a licensed pharmacist in the State of Kansas.

5.4 TERMS OF OFFICE

The term of office for the Immediate-Past President, President and President-elect shall be one (1) year or until a successor is elected or appointed. The term of office for the Treasurer shall be three (3) years or until a successor is elected or appointed.

5.5 EXECUTIVE OFFICER SUCCESSION

Upon the general election, the President of the Board shall become Immediate Past President, the President-elect of the Board shall become the President, the elected President-elect and Treasurer shall hold their respective offices.

5.6 EXECUTIVE OFFICER POWERS

- a) President: Shall preside at all organizational, regular, annual, and special Board meetings. The President shall have the authority to delegate this privilege to the President-elect. The President shall be responsible for supervising and evaluating the work performance of the Association's Executive Director. The President shall have authority to execute contracts and other legal documents on behalf of the Association. The President shall also determine the dates and times of special Board meetings.
- b) President-elect: The President-elect shall perform all duties incumbent upon the President during the absence or disability of the President, shall prepare for his or her succeeding term as President, shall coordinate the general election of Officers to the Board of Directors, the appointment of committee members and leadership in preparation for their Presidential year of service, and shall perform such other duties as the Board of Directors or the President may, from time to time, designate.
- c) Immediate Past President: The Immediate Past President shall serve as recording Secretary Officer of the Association including but not limited to:
 - i. Ensure that all notices are given in accordance with these bylaws; and
 - ii. Shall serve as Chair of the Nominations Committee; and
 - iii. Shall perform such other duties as the Board of Directors or President may, from time to time, designate.
- d) Treasurer: The Treasurer shall have overall responsibility for the Association's finances including, but not necessarily limited to:
 - i. Directing the preparation and review of monthly and annual financial reports and providing a financial report on a monthly and annual basis; and

- ii. Ensuring that an audit of the Association's financial statements occurs at least every three years and, if requested by the Board, more frequently.
- iii. Shall serve as Chair of the Finance Committee.

ARTICLE VI: BOARD OF DIRECTORS

6.1 ASSOCIATION BOARD OF DIRECTORS

The voting members of the Association's Board of Directors (referred to in these bylaws as the "Board") shall include the Executive Board Officers in addition to the following officers:

- a) The elected representative (or designee) from each Academy;
- b) The president (or designee) of the Kansas Pharmacy Foundation (KPF);
- c) Two Member-at-Large Officers;
- d) Technician Council Director (or designee);
- e) Kansas New Practitioners' Council Director (or designee), and
- f) Student Council Representative.

The Board shall also include the following ex officio, non-voting members:

- a) School of Pharmacy Representative (Dean of the University of Kansas School of Pharmacy or designee).

6.2 QUALIFICATIONS OF THE BOARD OF DIRECTORS

To serve on the Association's Board of Directors (except for the Pharmacy Foundation President) an individual must meet all the following qualifications:

- a) Be duly elected as the representative of their Academy or Council; or as a Member-at-Large Officer;
- b) Able to assist the Association in accomplishing its purpose, mission and vision;
- c) Be able to attend board meetings as scheduled;

- d) Be able to provide leadership within as a Board Liaison to KPhA Committees
- e) Be able to attend KPhA Annual Meeting;
- f) Be able to generate the ideas to promote interest in KPhA;
- g) Be able to understand the purpose of the member population that they seek to represent;
- h) Be able to identify topics of interest to present to board members and committees;
- i) Be able to work well with KPhA staff;
- j) Be able to attend one legislative dinner annually;
- k) Be able to assist with planning of educational events or workshops;
- l) Be able to identify and collaborate with potential sponsors of KPhA; and
- m) Live and/or work in the state of Kansas.

6.3 TERMS OF SERVICE

Each non-executive member of the Board of Directors elected by his or her Academy, Council or as a Member-at-Large Officer shall serve for two years, unless they resign or are removed pursuant to these bylaws. The term of office will be from annual meeting to annual meeting.

6.4 POWERS

The Board shall have full power and authority over the affairs of the Association, except as otherwise provided by these Bylaws. The Board shall be responsible for planning, financing, implementing, and evaluating the activities of the Association. All of the actions and decisions of the Board shall be solely for the fulfillment of the purposes of the Association. The powers of the board shall include, but not be limited to the following:

- a) Confirm Directors elected by Academies, general electorate, or Councils;
- b) Approve the establishment of new Academies;
- c) Fill Officer vacancies;

- d) Determine dates and times of regular, special, and annual Board meetings;
- e) Select the legal counsel, and auditors for the Association;
- f) Adopt long range, annual, and project plans for the Association;
- g) Adopt an annual budget;
- h) Establish such committees as are required to conduct the business of the Association;
- i) Conduct special events related to Association purposes;
- j) Seek, accept, award, exchange, lease, or sell Association resources;
- k) Authorize investment policies and expenditures for the Association;
- l) Authorize legal agreements and contracts on behalf of the Association;
- m) Adopt special rules of order and standing rules to govern its proceedings and affairs of the Association over which it has power and authority;
- n) Fulfill the rights, duties, and powers of Directors according to applicable Kansas statutes and regulations; and
- o) Perform any and all other Association business as necessary.

6.5 DUTIES

Directors and Officers shall exercise their powers in good faith and while fulfilling their fiduciary duties and duties of loyalty and good faith. The Board shall adopt policies regarding confidentiality and conflicts of interest.

6.6 LIABILITY OF DIRECTORS

A Director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred upon such Director by the Association if such Director acted in accordance with his or her good faith judgment in the best interests of the Association or, unless such Director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such Director relied upon information, opinions, reports, or statements prepared or presented by (a) one or more Officers or employees of the Association whom the Director believes, in good faith, to be reliable and competent in the matters presented, or (b) legal counsel, public accountants, or other persons as to matters the Director

believes, in good faith, are within the person's professional or expert competence.

ARTICLE VII: ACADEMIES

7.1 CHARTER ACADEMIES

The following professional practice areas and member groups are recognized as Academies approved and authorized by the Association:

- a) Community Pharmacy Academy;
- b) Health-System Academy;
- c) Managed Care and Specialty Pharmacy Academy; and
- d) Pharmacy Owners Academy.

7.2 ESTABLISHING NEW ACADEMIES

Academies other than those delineated herein may be formed by any group of Association members wishing to submit a proposal to the Board of Directors. To establish a new Academy, at least 25 Members who share similar professional needs, interests, and professional concerns must support its formation. The Association's Board of Directors will consider the proposal and approve the establishment of a new academy so long as its goals and objectives are consistent with the Association's Purpose and Mission.

When a new Academy is approved by the Board of Directors, they will be initiated to the Board in Provisional Status, with their Academy Representative not having a Board vote until the Bylaws of the Association can be updated and approved by the membership formalizing the Academy as a Charter Academy of the Association.

7.3 APPLICATION FOR MEMBERSHIP

Association Members desiring to become members of an established Academy or Academies shall select their academy membership when renewing their general membership. A member can change or alter their academy membership via the membership portal at their discretion.

7.4 ASSOCIATION BOARD REPRESENTATION

The Academy Representative shall serve as a voting member on the Association's Board of Directors. If an Academy fails to fill its position on the Board for a two (2) year period and/or has less than ten (10) members, the Academy shall be deemed to have forfeited Board representation and shall be deemed dissolved upon majority vote of the Board.

7.5 ACADEMY POWERS

In its representation of the special interests of the practice setting, Academies may publicly comment on issues of special interest; provided, however, that any such comments are those of the Academy and not the Association. Academies may recommend programs, professional policies, and priorities related to pharmacy practice in their particular setting to the governance committees. Academies may act in an advisory capacity and make recommendations to the Board of Directors. Academies do not have the authority to bind the Association or speak for the Association, unless the Board, by resolution, authorizes the Academy to do so.

ARTICLE VIII: COUNCILS

8.1 CHARTER COUNCILS

The following professional practice areas and member groups are recognized as Councils approved and authorized by the Association:

- a) Kansas New Practitioners' Council;
- b) Student Pharmacist Council; and
- c) Pharmacy Technician Council.

8.2 ESTABLISHING NEW COUNCILS

Councils other than those delineated herein may be formed by any group of Association members wishing to submit a proposal to the Board of Directors. To establish a new Council, at least 25 Members who share similar professional needs, interests, and professional concerns must support its formation. The Association's Board of Directors will consider the proposal and approve the establishment of a new council so long as its goals and objectives are consistent with the Association's Purpose and Mission.

When a new Council is approved by the Board of Directors, they will be initiated to the Board in Provisional Status, with their Council Director not having a Board vote until the Bylaws of the Association can be updated and approved by the membership formalizing the Council as a Charter Council of the Association.

8.3 APPLICATION FOR MEMBERSHIP

Association Members become members of an established Council based on their membership type (i.e. New Practitioner, Student Pharmacist, Pharmacy Technician) when renewing their general membership.

8.4 ASSOCIATION BOARD REPRESENTATION

The Council Director shall serve as a voting member on the Association's Board of Directors. If a Council fails to fill its position on the Board for a two (2) year period and/or has less than ten (10) members, the Council shall be deemed to have forfeited Board representation and shall be deemed dissolved upon majority vote of the Board.

8.5 KANSAS NEW PRACTITIONERS' NETWORK OBJECTIVES

The Kansas New Practitioners' Council, hereby known as the Kansas New Practitioners Network, promotes the professional activity of new practitioners within the Association by providing a network to foster dialogue with other new practitioners and Association members. The new practitioner is defined as a pharmacist within seven years or less of graduation from an accredited college or university of pharmacy.

8.6 STUDENT PHARMACIST COUNCIL OBJECTIVES

The Kansas Student Pharmacist Council, promotes the professional activity of student pharmacists' within the Association by providing a network to foster dialogue with other student pharmacists and Association members.

8.7 PHARMACY TECHNICIAN COUNCIL OBJECTIVES

The Kansas Pharmacy Technicians' Council, promotes the professional activity of pharmacy technicians within the Association by providing a network to foster dialogue with other pharmacy technicians and Association members.

8.8 COUNCIL MEMBERSHIP MEETINGS AND DUES

The Council may hold meetings in locations and at times mutually agreeable to the members. The Council is not a separate legal entity and has no authority to legally bind the Association. The Council may determine the fee for dues required for membership to

the Council and which will adequately fund the Council's budget, according to its goals, events, and activities.

8.9 COUNCIL POWERS

In its representation of the special interests of Council membership, the Council may comment on issues of special interest; provided, however, that any such comments are those of the Council and not the Association. The Council may establish programs, professional policies, and priorities related to pharmacy practice for their members. The Council may act in an advisory capacity and make recommendations to the Board of Directors. The Council may adopt a committee and governance structure that supports their mission at their sole discretion. The Council does not have the authority to bind the Association or speak for the Association, unless the Board, by resolution authorizes the Council to do so.

ARTICLE IX: MEMBER-AT-LARGE OFFICERS

9.1 Selection of Member-at-Large Officers

Any member in good standing may be nominated for one (1) of two (2) Member-at-Large Officers positions. These Officer are members of the Board of Directors and are full voting members of the Board. All members in good standing may vote in the Member-at-Large Officer Elections. Elections for Member-at-Large Officer 1 shall be held in odd-numbered years, and elections for Member-at-Large Officer 2 shall be held in even-numbered years. Member-at-Large Officer elected shall serve two-year terms. Newly elected Member-at-Large Officers will assume their respective offices at Annual Meeting. Any member of the association of any category may serve as a Member-at-Large Officer should they receive the majority of votes during an Association election.

9.2 Purpose of Member-at-Large Officer

Member-at-Large Officers serve to represent the general membership in the operation of the Board.

ARTICLE X: COMMITTEES

10.1 COMMITTEES

The Association shall have an Executive Committee, Finance Committee, Nominations Committee and other committees as needed and directed by the Board of Directors. Ad hoc committees may be appointed at the direction of the President of the Board.

10.2 EXECUTIVE BOARD COMMITTEE

The Executive Board Committee will be composed of the President, President-Elect, Immediate Past President, and the Treasurer. The Association's Executive Director shall serve on the Board's Executive Committee in an advisory capacity. The Board President shall serve as the chair.

The Executive Committee may act for the Board between meetings as required for the orderly conduct of Association business. Such actions shall be ratified by the full Board at its next regular meeting. The Executive Committee is not empowered to:

- a) Approve or recommend action that requires full Board approval; and
- b) Adopt, amend, or repeal the Association Bylaws.

10.3 STANDING COMMITTEES

The Association's standing committees shall include a Finance and Nominations Committee. Other standing committees may be established by a majority vote of the Board upon recommendation of the Executive Committee. Each standing committee will be required to have a policy and annual charges to remain an active committee. A standing committee can be dissolved by a majority vote of the Board.

10.4 QUALIFICATIONS

Any qualified member may serve on a committee. The President-elect will present a slate of "at-large" committee members, selected from the Association's members in good standing so long as the individual has a record of interest in the mission and purposes of the Association and is able to actively participate in committee meetings and related activities. The slate of nominees to committees will be presented to the Board. The Board, by simple majority vote of those present, may accept the slate of candidates. Any appointee may be pulled from the slate by a motion and a second, then a majority vote of Board members. .

10.5 FINANCE COMMITTEE COMPOSITION

The Finance Committee shall be composed of the Association's Executive Board Officers with the Treasurer serving as chair. The President may appoint other Board members as needed to meet the goals of the Committee.

10.6 NOMINATIONS COMMITTEE COMPOSITION

The Nominations Committee shall be composed of the Association's Officers and general membership with the Immediate Past President serving as chair. Individuals seeking elected offices within the Association will not be eligible to serve in the year of their bid for election. The President may appoint other Board members as needed to meet the goals of the Committee.

10.7 COMPOSITION OF ALL OTHER COMMITTEES

The composition of all other committees established by the Board shall be determined at the discretion of the Board of Directors considering the purpose, function, and practical requirements for participation. The Board will endeavor to appoint committee members from diverse practice settings and geographic locations. The Board may solicit recommendations for committee membership from the Academies and Councils.

10.8 TERMS

Unless stipulated otherwise upon appointment, the terms of all Committee Chairpersons and Members shall be one (1) year or until successors are elected or appointed. Terms shall begin at Annual Meeting and be reassigned with each Annual Meeting. The Committee Chair and Members shall be eligible for reappointment and may serve an unlimited number of consecutive or non-consecutive terms, regardless of whether they are partial or complete terms.

10.9 COMMITTEE POWERS

Committees act in an advisory capacity and make recommendations to the Board of Directors. Committees do not have the authority to bind the Association or speak for the Association, unless the Board, by resolution, authorizes the Committee to do so.

ARTICLE XI: ELECTION PROCEDURES

11.1 AUTHORITY

The President-elect is responsible for coordinating the election of Officers to the Board of Directors. The President-elect shall oversee all election procedures and certify the ballots cast in all Association elections. The Nominations Committee under the leadership of the Immediate Past President shall verify the eligibility of nominees and slate candidates, as appropriate. This committee should also contact nominees to verify that they are interested and available to serve in the position for which they have been nominated.

11.2 NOMINATION PROCEDURES

A "Call for Nominations" form will be sent via email and posted on the Association website at least 60 days before the Annual Meeting. The form will contain a description of the duties for each Officer position, as well as a general description of the authority of Association Board Directors as outlined in these Bylaws. Nominations will be accepted for at least 30 calendar days after the distribution of the "Call for Nominations."

11.3 ELECTION PROCEDURES

A ballot of slated nominees will be sent via email to eligible voting members. Association members in good standing are eligible to vote and will have at least 15 calendar days in which to cast a ballot. Members will vote electronically. At the end of the election period, the President-elect shall count the number of votes for each nominee. They may enlist the assistance of the Nominating Committee to perform this task. The President-elect shall notify the nominees of the election results. Newly elected Officers will assume their respective offices at the next Annual Meeting.

ARTICLE: XII CONFIDENTIALITY AND CONFLICTS OF INTEREST POLICIES

All Board and Committee members shall read and sign Confidentiality and Conflict of Interest Statements at or ahead of their first board meeting and on an annual basis thereafter. These statements will be reviewed by the Executive Board Committee and addressed on an as needed basis.

ARTICLE: XIII COMPENSATION POLICIES

All Board and Committee Members shall receive no monetary or other compensation for the performance of their duties to the Association. They may, however, receive reimbursement for reasonable expenses related to performing Association business as authorized by the Board.

ARTICLE: XIV RESIGNATION PROCEDURES

A Board or Committee Member may resign their office by giving written notice to the Board President. The President may resign by giving the same notice to the President-elect. Should the office of President be vacant, notice of resignation shall be provided to the President-elect. Should a Committee Member resign, a copy of the notice shall also be provided to the Committee Chairperson.

ARTICLE: XV REMOVAL PROCEDURES

15.1 PROCEDURE FOR THE REMOVAL OF A BOARD MEMBER

A Board Member may be removed from office at a regular or special Board meeting by a two-thirds vote of the Board of Directors if the Board determines in its discretion that such an action is in the best interests of the Association. Failure to attend board meetings is grounds for dismissal from the Board of Directors. Any member of the Board of Directors that misses 50% or more of the meetings held in a 12-month rolling period will be considered to have provided notice of resignation and be removed from office by the President without a vote. Any Board Member so removed shall be notified of the Board's decision in writing as soon as feasible. An Officer who is removed shall return all Association documents, equipment, materials, supplies, and other items to the Association office within ten (10) days following the receipt of such removal notice.

15.2 PROCEDURE FOR THE REMOVAL OF A COMMITTEE MEMBER

A Committee Chair or Member may be removed from office by the Board President at any time, should it be determined in the discretion of the Board President that such action is in the best interest of the Association. Failure to attend committee meetings is grounds for dismissal from the Committee. Any member of a Committee that misses 50% or more of the meetings held in a 12 month rolling period will be considered to have provided notice of resignation and be removed from office by the President.

ARTICLE: XVI VACANCY PROCEDURES

16.1 PROCEDURE FOR FILLING OF A BOARD MEMBER VACANCY

In the event that the President-elect assumes the office of President thereby creating a vacancy in the President-elect's office, the successor President shall call a special advisory election of the full Membership within 60 days of the vacancy to fill the position.

In the event that the Immediate Past President position is vacated, the position may remain empty until the next election.

Any vacancy other than noted above may be filled for the balance of the unexpired term by a vote of the Executive Board Committee at a regular or special Board meeting. The newly appointed member will then serve the remainder of the term until the next election.

16.2 PROCEDURE FOR FILLING OF A COMMITTEE MEMBER VACANCY

Committee Chair or Member vacancies shall be filled for the balance of the unexpired term by the Board President after consideration of recommendations from the Committee Chair. At the discretion of the President the position may remain empty until the annual reassignment of committee member rosters.

ARTICLE XVII: BOARD MEETINGS

17.1 REGULAR BOARD MEETINGS

Regular meetings of the Association Board of Directors shall be held on a quarterly basis. The Board shall determine the specific date and time for the regular quarterly meetings which shall be held at the Association office unless another location is selected by the Board. Directors may participate in a meeting by live video teleconferencing. Participation by such means constitutes presence in person and waiver of notice.

17.2 SPECIAL MEETINGS

The President of the Board may call a Special Meeting upon 24 hours' notice. Other Board Directors may request a Special Meeting by notifying the Board President upon 24 hours' notice and such a request shall not be unreasonably denied. Special Meetings shall be held at the office of the Association, or at any other location selected by the Board. Directors may participate in a Special Meeting by live video teleconferencing. Participation by such means constitutes presence in person and waiver of notice.

17.3 NOTICE

Advance notice of all Regular and Annual meetings shall be provided to the Directors and Officers at least sixty (60) days before such meeting is to be held, with the exception of unforeseeable circumstances. Notices shall indicate the date, time, and location of the meetings. Notices will be sent by electronic means to each of the above individuals at their preferred email address as listed in the Association's records. If the notices are provided electronically, such meeting notices shall be deemed to be delivered when sent by the Association to the last known email address provided by the recipient. A written meeting agenda will be provided to the members of the Board of Directors no less than 7 days before the meeting by the President or Executive Director of the Association.

17.4 WAIVER OF NOTICE

Any member of the Board of Directors may waive meeting notice before, during, or after the Board meeting. Attendance at a meeting shall be deemed a waiver of notice unless the Director states otherwise at the beginning of the meeting, or objects to the transaction of business because of failure to receive adequate notice.

17.5 QUORUM

A majority of the Directors present at a meeting constitutes a quorum for the official transaction of Association business. When such a quorum is present, the Directors may call a Board meeting to order and may continue to conduct Association business until adjournment. Should a quorum not be present prior to a Board meeting, the meeting shall not be called to order until a quorum is present.

17.6 VOTING

Each director present at a Board meeting shall be entitled to cast one vote on each matter requiring an official vote. The affirmative vote of a majority of directors present and entitled to vote on the subject shall be the act of the board of directors unless the vote of a greater number is required by the law, the articles of incorporation, these bylaws, or the parliamentary authority. Voting may be by electronic means. If confronted with a situation in which a super-majority of the Board has determined, by the making of an appropriate motion and subsequent positive vote by two-thirds of the Board Directors present and voting, that a Board member with a conflict of interest should recuse themselves from a Board vote, the Board member determined to have a conflict of interest will not be allowed to vote on the contested action.

17.7 ACTION WITHOUT A MEETING

Any action required to be taken at a meeting of the Board of Directors (including any action required by law or otherwise to be taken by resolution of the Board), may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all the Directors and filed with the minutes of the meetings of the Board. All Directors need not sign the same document. Such consent may be obtained by electronic communication.

ARTICLE XVIII: INDEMNIFICATION

The corporation shall indemnify and defend its Members, Directors, Officers, Employees, and Agents from and against liability arising from their offices or for their acts on behalf of the Association to the extent permitted by Kansas Statutes and by the applicable provisions of the Internal Revenue Code. The Board shall be authorized to maintain an insurance policy or other appropriate mechanism to provide for such indemnification. The property of Members, Directors, Officers, employees, and agents of this Association shall not be liable for corporate debts or other obligations.

ARTICLE XIX: DISSOLUTION

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute all the residual assets of the Association in such manner as the Board of Directors shall determine.

ARTICLE XX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XXI: AMENDMENT

The bylaws may be amended by a two-thirds vote so long as the Membership has been given thirty calendar days to consider the proposed amendments. The bylaws may be amended by a four-fifths vote of the members present and voting in annual or special session without previous notice. These bylaws may be amended by a vote of the members present and voting in an annual meeting or by an electronic ballot, which must be returned to Association Headquarters within twenty days following submission of the ballot to the members.

THESE BYLAWS ARE DULY ADOPTED ON THIS 24TH DAY OF AUGUST 2024.

2024 KPhA President