

BY-LAWS
OF
NATIONAL HISPANIC PHARMACISTS ASSOCIATION, INC. (DRAFT 1.12.21)

1 GENERAL

1.1 Name

The name of the organization is the National Hispanic Pharmacists Association, Inc. hereinafter called “NHPA” or the “Corporation.”

1.2 Location

The principal offices of the Corporation shall be in Washington, D.C. at 1920 L St., NW, Suite 725, Washington, DC 20036.

1.3 Registered Agent

The Executive Board shall have the authority to appoint/change the registered agent and change the location of registered offices in the state of incorporation and any other state in which NHPA conducts business.

1.4 Purposes

The Corporation is organized primarily for such purposes as to be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with its primary purposes: (1) providing support and guidance to Hispanic pharmacists in the United States; (2) providing education programs and continuing education programs for Latino and Hispanic pharmacists in the United States; (3) promoting pharmaceutical research addressing the specialized and unique needs of the Hispanic population in the United States; (4) promoting research in health policy, including cultural competence, language barriers and interpreter programs to address the health care needs of the Hispanic community in the United States; (5) promoting involvement in pharmaceutical research by Hispanic pharmacists in the United States to address health and health care disparities affecting the Hispanic community in the United States; (6) encouraging Hispanic students to pursue pharmacy careers which address the health care needs of members of the Latino and Hispanic community in the United States; and (7) the conduct of any other activities related to the above-stated purposes, including the promotion of charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax laws. The Corporation may engage in such means as may be necessary and proper to accomplish the foregoing objectives and purposes.

The Corporation is organized and operated exclusively for such purposes as to come within the meaning of IRC Section 501(c)(3) and such other sections of the Code regulating the activities of non-profit corporations established primarily for educational and charitable purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, officers, other private individuals, or other organizations organized and operated for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the provisions as herein above stated). No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publication and distribution of statements) in any campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions contained herein, the Corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxation under IRC Section 501(a) as an organization described in Section 501(c)(3).

2 GOVERNING BODY

2.1 Board of Directors

The initial Board of Directors shall be composed of two members. Thereafter, the numbers of Directors may be increased or decreased by a two-thirds vote of the Directors then in office but shall not be increased to more than nine members. Additional vacancies created in such manner shall be filled by the Board of Directors creating such vacancies until such time as the next regular election of Directors, as set out below. The Board of Directors shall retain complete control and discretion over all aspects of NHPA.

2.2 Election and Term of Office of Directors

The initial members of Board of Directors shall serve for a period of five (5) years or until their successors are elected and qualified. Thereafter, the terms of the Directors shall be for a period of three (3) years. At the time of expiration of the terms of any or all Directors, their positions shall be filled by Directors elected by the Board. Prior to the first such election, the Board shall develop procedures for conducting such election, including a manner of receiving nominations. There is no limit as to the number of terms a qualified person may serve as a Director of the NHPA. Notwithstanding the foregoing, the Board of Directors may by resolution stagger the terms Directors may serve so that a minority of Directors' terms may expire each year.

2.3 Vacancies

Any vacancy occurring in the Board of Directors for any reason may be filled by appointment by the remaining Directors for the remaining term of the vacancy or until the successor of such appointed Director is elected and qualified.

2.4 Removal

Any Director may be removed by a two-thirds vote of the Board of Directors whenever it is determined that the best interests of NHPA will be served thereby. Cause for removal may include, but shall not be limited to, noncompliance with any policy adopted by the Board of Directors regarding attendance at meetings, participation in the affairs of NHPA or other duties of Directors. The Board of Directors shall have the authority to replace a Director removed pursuant to this section for the remainder of the removed Directors unexpired term, or until the successor of the appointed Director is elected and qualified.

3 OFFICERS

3.1 General

The Officers of NHPA shall be a President, President-Elect, Immediate Past President, Secretary, Treasurer, National Hispanic Health Foundation (NHHF) Advisor, and Executive Director elected by the Board of Directors and shall all be active members of NHPA. In addition, the NHHF Advisor and Executive Director shall serve as *ex officio* member in the Board of Directors.

3.2 Election and Terms of Office

The Officers shall be elected for a two-year term by the Board of Directors biannually at its annual meeting. Furthermore, each Officer shall hold office until the next designated annual meeting of the Board of Directors or until their successor is elected and qualified, or until their earlier death, resignation, or removal. A Board Director may also serve as an Officer.

3.3 President

The President is the principal representative of and spokesperson for NHPA, responsible for stimulating public understanding and support for the programs of NHPA. The President shall serve as Chair of the Board of Directors and preside over all meetings of the Board of Directors. In addition, with the approval of the Board of Directors, the President shall annually appoint Chairs of Committees and Subcommittees. Furthermore, the President shall be an ex-officio member of all committee and subcommittee groups and may attend meeting from time to time. They will have general supervision of the affairs of NHPA Board of Directors, will report to and advise the Board of Directors on all official matters to further NHPA's mission and vision, and will do and perform such other duties as may be determined by the Board of Directors from time to time.

3.4 President-Elect

The President-Elect shall be elected biennially and serve for two years, after which will be President the following two years, and then Immediate Past President the next two years. They

are the second principal representative of NHPA and shall assist the President in stimulating public understanding and support for the programs of NHPA. The President-elect shall carryout the duties of the President in the absence of the President and shall serve as Vice Chair of the Board of Directors. The President-Elect will attend all meetings of the Board of Directors. They shall do and perform such other duties as may be determined by the President or Board of Directors.

3.5 Immediate Past President

The Immediate Past President shall serve for two years in an advisory role to the President and President-Elect to provide historical context of NHPA. The Immediate Past President shall be a voting member of the Board of Directors and shall carryout other duties as assigned by the President or Board of Directors.

3.6 Secretary

The Secretary shall keep and maintain an accurate record of the meetings of the Board of Directors, Executive Committee, and other activities as directed by the Board of Directors. The Secretary shall be a member of the Board of Directors.

3.7 Treasurer

The Treasurer shall oversee the maintenance and investment the funds of NHPA as directed by the Board of Directors, work in collaboration with the fiscal staff, and shall serve as Chair of the Finance Subcommittee. The Treasurer shall be a member of the Board of Directors and shall carryout other duties as assigned by the Board of Directors.

3.8 National Hispanic Health Foundation Advisor

The National Hispanic Health Foundation (NHHF) is the fiscal agent for NHPA and its Advisor, shall provide expert advice, as deemed necessary by the NHPA Board of Directors, to the NHPA Officers in order for NHPA to fulfill its mission and vision. The Advisor shall be an ex officio voting member of the Executive Committee and Board of Directors and shall carryout other duties as assigned by the Board of Directors.

3.9 Executive Director

Shall be an employee of NHHF and oversee the staff in the planning, implementation, and evaluation of all NHPA activities. They shall perform budget analysis, fundraising, develop relationships with potential partners to the Board of Directors, and work with the President on agenda for the Board of Directors meetings. The Executive Director shall be an ex officio non-voting member of the Executive Committee and Board of Directors and shall carryout other duties as assigned by the Board of Directors.

3.6 Removal or Delegation

Any Officer shall be subject to removal by the Board of Directors with or without cause. In the case of the absence of any Officer of NHPA, the Board of Directors may, without removal,

delegate the powers and duties of such Officer or agent to any other Officer, agent or suitable person selected by the Board of Directors for such period as the Board may deem proper.

3.7 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4 COMMITTEES

4.1 General

The standing committees shall be: Corporate Advisory, Program, and Development. The main objective of the committees shall be to provide relevant recommendations to the Board of Directors that support NHPA's Mission and Vision.

4.2 Terms and Procedures of Committees

The President shall annually appoint Chairs of Committees and Subcommittees with the approval of the Board of Directors and any ad hoc committee that the Board of Directors establishes. The President shall be an ex-officio member of all committees and ad hoc committees. The Board of Directors may establish, modify, change, or eliminate committees based on the needs of NHPA and its membership. Committee Chair shall be an NHPA Board Director and Subcommittee Chair shall be an active licensed Pharmacist NHPA member. Committee Members shall be active NHPA members, including pharmacy technicians, and pre-pharmacy and pharmacy students in good academic standing.

4.3 Corporate Advisory Committee

Shall be composed of independent individuals and representatives of corporations supportive of NHPA's goals and purposes. The Corporate Advisory Committee will operate in a manner established by resolution of the Board of Directors and shall meet periodically to propose strategies and actions to the Board of Directors and advise and assist the Board of Directors in furthering the goals and purposes of NHPA. The role of the Corporate Advisory Committee is advisory only, and nothing in these By-Laws is intended to remove any authority to govern NHPA from the Board of Directors. The members of the Corporate Advisory Committee shall be selected by the Board of Directors for such terms as the Board of Directors shall from time to time determine. The President shall be an *ex officio* member of the Corporate Advisory Committee.

4.4 Program Committee

The Program Committee shall be made up of: Professional Development, Pipeline, Research, and Patient Education. The Chairs of the Subcommittees shall report the Chair of the

Program Committee. The Chair of the Program Committee shall report to the Board of Directors.

- a. Professional Development Subcommittee:** Shall develop Pharmacists Continuing Education and Pharmacy Student Webinars
- b. Pipeline Subcommittee:** Shall develop NHPA's presentation programming for K-12 and Undergraduate/Pre-Pharmacy Students. Shall build collaborations with other organizations and institutions to help increase the pipeline of Hispanic/Latinx students into the profession of Pharmacists.
- c. Research Subcommittee:** Shall drive collaborations among Pharmacists Scientific Investigators to conduct research and secure research funding to help fulfill NHPA's Mission and Vision with the overarching objective of closing the health disparities gaps in the Hispanic/Latinx communities. In addition, a second research priority is the recruitment and development of Hispanic/Latinx Pharmacy Students and Faculty.
- d. Patient Education Subcommittee:** Shall focus on patient education to help fulfill NHPA's Mission and Vision with the overarching objective of closing the health disparities gaps in the Hispanic/Latinx communities.

4.5 Development Committee

The Development Committee shall be made up of the following subcommittees: Sponsors, Membership, Finance, and Legislative. The Chairs of the Subcommittees shall report to the Chair of the Program Committee. The Chair of the Program Committee shall report to the Board of Directors.

- a. Sponsors Subcommittee:** Shall provide recommendations for new sponsors and partners that may lead to funding opportunities for NHPA's growth.
- b. Membership Subcommittee:** Shall provide recommendations for the annual membership drive, membership benefits, dues, and other related activities. The Chair shall review NHPA Pharmacy Student Scholarship applicants.
- b. Finance Subcommittee:** Shall provide recommendations for the accounting and fiscal management and reporting to the Board of Directors. The Treasurer shall be the Chair of the Finance Committee. As specified in section 3.7 for additional requirements of the Finance Committee.
- c. Legislative Subcommittee:** Shall investigate national legislation to support those which fulfill NHPA's Mission and Vision. Shall draft position letters for NHPA Board Members to approve, with the overarching objective of closing the health disparities gaps in the Hispanic/Latinx communities.

4.6 Removal or Delegation

Any Committee Chair, Subcommittee Chair, or Committee Member shall be subject to removal by the Board of Directors with or without cause. In case of the absence of any Committee Chair, Subcommittee Chair, or Committee Member of NHPA, the Board of Directors may, without removal, delegate the powers and duties of such Committee Chair, Subcommittee Chair, or Committee Member or agent to any other Committee Chair or Committee Member, agent or suitable person selected by the Board of Directors for such period as the Board may deem proper.

4.7 Vacancies

A vacancy in any Committee Chair, Subcommittee Chair, or Committee Member because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5 REGIONAL DIRECTORS AND ASSISTANT REGIONAL DIRECTORS

5.1 GENERAL

There shall be five Regional Directors and five Assistant Regional Directors. The Regional Directors and Assistant Regional Directors shall report to the President-Elect.

5.2 TERMS AND PROCEDURES OF REGIONAL DIRECTORS AND REGIONAL ASSISTANT DIRECTORS

The President shall annually appoint Regional Directors and Assistant Regional Directors with the approval of the Board of Directors. The President-Elect shall be an *ex-officio* member of all Regions. The Board of Directors may establish, modify, change, or eliminate Regions based on the needs of NHPA and its membership. A Regional Director shall be an NHPA Licensed Pharmacist member. An Assistant Regional Director shall be an NHPA member who is a Pharmacy Technician, Pharmacy Student in good academic standing, or a Pre-Pharmacy/Undergraduate Student in good academic standing.

5.3 REGIONAL DIRECTORS

Shall report to the President-Elect, oversee NHPA Chapters in their region, and serve as bidirectional communication between the NHPA Chapters and NHPA Officers. They shall organize remote meetings and at least one networking event per year within their region. They shall assist the NHPA Officers in executing NHPA's Hispanic Heritage Month events and NHPA's Annual Conference. The main objective shall be to achieve NHPA's Mission and Vision. The Regional Directors shall do and perform such other duties as may be determined by the Board of Directors.

5.4 ASSISTANT REGIONAL DIRECTORS

Shall support and report to their Regional Director to achieve the goals of the Regional Director and NHPA. The Assistant Regional Directors shall do and perform such other duties as may be determined by the Board of Directors.

5.5 WEST REGION

Alaska, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming.

5.6 MIDWEST REGION

Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

5.7 SOUTHWEST REGION

Arizona, New Mexico, Oklahoma, Texas.

5.8 SOUTHEAST REGION

Alabama, Arkansas, Delaware, District of Columbia, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Virginia, West Virginia, Puerto Rico.

5.9 NORTHEAST REGION

Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont.

5.10 Removal or Delegation

Any Regional Director or Assistant Regional Director shall be subject to removal by the Board of Directors with or without cause. In case of the absence of any Regional Director or Assistant Regional Director of NHPA, the Board of Directors may, without removal, delegate the powers and duties of such Regional Director or Assistant Regional Director or agent to any other Regional Director or Assistant Regional Director, agent or suitable person selected by the Board of Directors for such period as the Board may deem proper.

5.11 Vacancies

A vacancy in any Regional Director or Assistant Regional Director because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6 MEETINGS

6.1 Annual Meeting of the Board of Directors

Annual Meeting of the Board of Directors shall be held during the first quarter of the year, or at such other place and time as may be designated in the notice of meeting, for the purpose of electing officers, Directors at such times as there may be expired terms of such Directors, appointing committees, and engaging in other business of the Corporation.

6.2 Other Board Meetings

Other meetings of the Board of Directors may be called at any time by the President or by any two Directors of the Board. Such meetings shall be held at the principal office of the Corporation or at such other place and time as the Board may determine.

6.3 Notice of Meetings of the Board

Notice of each meeting, stating the time and place thereof, shall be given to each Director by mail to his/her last known post office address at least five (5) days before the meeting, or by fax, e-mail, or personal delivery at least three (3) days before the meeting. Any meeting of the Board of Directors may be held without notice if all the Directors then in office are present.

6.4 Quorum-Board Meetings

At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn the meeting from time to time until a quorum is present. Except as otherwise provided by law or in these By-Laws, any business may be transacted at any meetings of the Board at which a quorum is present, and the act of a majority of Directors present at a meeting at which there is a quorum shall constitute the act of the Board of Directors.

6.5 Action by Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by two-thirds (2/3) of the Directors and such written consent is filed with the minutes of the proceedings of the Board.

6.6 Meeting by Telephone

The Board of Directors may participate in a meeting by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meetings.

6.7 Attendance

Attendance at a regular or special meeting shall constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

7 MEMBERSHIP

7.1 Membership Categories

Initially, there shall be three categories of NHPA members: (1) licensed pharmacists from any jurisdiction in the United States; (2) Pharmacy Residents/Fellows from any jurisdiction in the United States (3) professionals who are supportive of NHPA's goals and purposes (Affiliates Members); (4) licensed pharmacy technicians from any jurisdiction in the United States; (5) full-time and part-time pharmacy students enrolled in an accredited pharmacy degree program in the United States; and (6) full-time and part-time pre-pharmacy students enrolled in an accredited undergraduate program in the United States. Any revisions to the structure of membership classes shall be established by resolution of the Executive Board from time to time.

8 FINANCE

8.1 Authority to Receive and Disburse

NHPA may receive and disburse funds for such purposes as are within the scope of its purposes and powers. NHPA, upon acceptance of funds designated for a specific purpose, shall expend and administer such funds for the purposes specified.

8.2 Annual Budgets

The Executive Board shall formulate and approve an annual budget based upon recommendations of the Treasurer, which shall be drawn up in accordance with accepted accounting standards.

8.3 Deposits and Investments

The funds of NHPA may be deposited in such banks or other financial institutions as may be designated by the Executive Board, and such funds which are not required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred or common stock or other securities, and in such other manner as the Executive Board may direct in conformity with the law.

8.4 Audit

Financial transactions of NHPA and its books and accounts may be audited from time to

time by a certified public accountant, selected by the Executive Board.

8.5 Checks

All checks, drafts and money orders for the payment of money of NHPA shall be signed by such officers and agents with such number of signatures as the Executive Board may specify by resolution.

8.6 Withdrawal of Securities

Securities of NHPA deposited in any safe deposit box or held by a custodian shall be subject to withdrawal for corporate purposes by such person or persons as may be determined from time to time by the Executive Board.

9 MISCELLANEOUS

9.1 Fiscal Year

The fiscal year of NHPA shall begin on January 1 and end on December 31.

9.2 Waiver of Notice

Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

9.3 Corporate Dissolution

Upon the dissolution of NHPA, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of NHPA, dispose of all the assets of the NHPA exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of NHPA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.4 Books and Records

NHPA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and its committees.

9.5 Indemnification

NHPA shall indemnify each member of the Executive Board and its officers to the fullest extent permitted by the General Corporation Law of the State of Delaware. Where NHPA must make certain investigations on a case-by-case basis prior to indemnification, NHPA hereby obligates itself to pursue such cases diligently, it being the specific intention of these By-Laws to indemnify each such person it may indemnify to the fullest extent permitted by law.

9.6 Common or Interested Officers and Directors

The officers and Directors shall exercise their powers and duties in good faith and with a view toward the best interests of NHPA. All contracts or other transactions between NHPA and one or more of its officers or Directors, or between NHPA and any entity in which one or more of the officers or Directors of NHPA are Officers or Directors, or are pecuniarily or otherwise interested, shall be disclosed to the full Executive Board in accordance with the General Corporation Law of the State of Delaware.

9.7 Parliamentary Authority

Any points of order not covered by the NHPA Bylaws shall be governed by the current Robert's Rules of Order. This applies to the Board of Directors, all committees, and all agencies of NHPA.

9.8 Amendments

These By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by the Executive Board at any regular or special meeting of the Executive Board if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting.