

NAPPSA Bylaws

Nigerian Association of Pharmacists and Pharmaceutical Scientists in the Americas,
Inc.

Approved September 2018 · Updated September 2019

NAME

The Association shall be known as Nigerian Association of Pharmacists and Pharmaceutical Scientists in the Americas, Inc. (NAPPSA).

MISSION

NAPPSA shall serve as a forum for interaction among Nigerian Pharmacists, Pharmaceutical Scientists and related healthcare professionals in their quest to improve pharmaceutical research and development, pharmaceutical education and pharmacy practice in Nigeria, Africa and the rest of the world.

ARTICLE I - Purpose

The Association is an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of contributions to other section 501(c)(3) organizations.

The purpose of the ASSOCIATION shall include, but is not be limited to the following:

A. Membership Mobilization

- Identify and organize Nigerian Pharmacists, Pharmaceutical Scientists and other healthcare professionals.

B. Membership Development

Enhance educational and professional empowerment of NAPPSA in the Americas.

Serve and develop members in pharmacy practice, industry, academia and government to enhance their professional performance and growth.

C. Information Exchange and Dissemination

Organize seminars, symposia and conferences to facilitate the exchange of knowledge.

Provide a neutral forum for discussion of national, regional and global aspects of drug research, development and registration.

Seek and propagate critical information in the medical, biological, pharmaceutical and related healthcare-technology fields to facilitate the discovery, development, regulation and utilization of pharmaceutical products.

D. Collaboration and Cooperation

Promote effective communication between NAPPSA and healthcare related professional associations/regulatory agencies in Nigeria.

Strengthen healthcare-related public service through programs, projects, and inter-society collaboration with similar organizations in Nigeria, Africa, and the rest of the world.

ARTICLE II - Use of Funds

None of the earnings of the Association shall inure to the benefit of or be distributable to its

members, Trustees, Executives or other private persons.

The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, and investments and to create a charitable foundation in furtherance of the purposes set forth in Article I hereof.

No part of the activities of the Association shall be the carrying on of promotion, advertising, lobbying, or otherwise attempting to influence legislation.

The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted for (a) by an Association exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by an

Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE III - Publications

The official publication of NAPPSA shall be called NAPPSA Journal.

NAPPSA will additionally publish a newsletter and other publications on a regular and timely basis to meet member needs.

ARTICLE IV - Membership

Membership is open to anyone interested in upholding and contributing to the mission and purpose of NAPPSA.

Membership categories are as follows:

- Active Members

Eligibility for active membership in NAPPSA shall extend to Nigerian pharmacists, pharmaceutical scientists and other healthcare professionals.

Every application for active membership shall be submitted to NAPPSA along with annual dues. Membership is granted on a calendar year basis including the year in which dues are paid.

Each active member shall be entitled to one vote for election of Board of Trustees and Executive Officers as stipulated under criteria for election of officers.

- Associate Members

Eligibility for associate membership in NAPPSA shall extend to individuals committed to NAPPSA's mission and purposes but who are otherwise ineligible for Active membership.

Application for associate membership shall be submitted to NAPPSA along with annual dues. Associate membership is granted on a calendar year basis including the year in which dues are paid.

Associate members shall not be eligible to nominate candidates, vote or hold office and cannot propose changes to the bylaws.

- Student Members

Student members shall be enrolled in a full-time capacity in college level courses relevant to the mission and purposes of NAPPSA.

Student membership dues shall be set by the Board of Trustees and will typically be discounted from active membership dues.

Student members shall be entitled to membership level access on the NAPPSA website and to all documents and services therein but shall not be eligible to receive any printed material distributed by the Association.

Student members shall not be eligible to nominate candidates, vote or hold office and cannot propose changes to the bylaws.

- Termination and Reinstatement of Membership

Membership shall lapse for failure to pay dues within any calendar year of their due date.

Lapsed membership shall be eligible for reinstatement following payment of the calendar year dues.

Membership may be terminated, based on a recommendation from the Ethics and Public Policy committee and Board approval if the member commits an egregious act. Such action shall require approval by two-thirds (2/3) of Board members present for the meeting at which the termination is discussed.

ARTICLE V - Executive Committee

The Executive Committee shall comprise the:

President,

Secretary,

Treasurer,

President-elect, and

Immediate Past President.

Executive Officers shall be members of the Board.

The President may not succeed him/herself but shall remain on the Board as the immediate Past-President for two years after the end of his/her term.

The President-elect shall assume the presidency after the current President completes his or her term.

The President will serve a term of two years

The Secretary and Treasurer shall be elected for terms of four years.

The President, Secretary and Treasurer shall serve only one term and shall not succeed themselves.

The Secretary and Treasurer are eligible to run for other positions on the Executive Committee.

Responsibilities:

The Executive Committee shall make decisions on matters arising between regularly scheduled Board meetings. The Board shall be notified in a timely manner of such decisions.

In the event of a true emergency as determined by the Executive Committee, the matter will be

brought to the attention of the Board of Trustees for resolution via face-to-face meeting, teleconference or videoconference.

The Executive Committee cannot authorize the following actions: distribution of assets, dissolution or merger, sale of assets, or amendments to or repeal of the corporate articles or Bylaws.

President:

The President shall be the Chair of the Executive Committee and of the Board of Trustees

The President shall govern NAPPSA affairs according to NAPPSA Bylaws and in accordance with the decisions of the Board of Trustees.

The President will be an ex-officio (non-voting) member of all committees except the Audit, Bylaws and Nominations and Elections committees.

The President will appoint members of the individual committees with approval of the Board of Trustees.

In the event of a Standing Committee Chair vacancy, the President may appoint an acting Chair.

The President will be a signatory to the NAPPSA bank accounts.

President-Elect:

The President-Elect shall assist the President in all duties

The President-Elect shall be a member of the Executive Committee, Board of Trustees and the Chair of the National Conference Organizing Committee (NCOC).

The President-Elect will be an ex-officio (non-voting) member of all committees except the Audit, Bylaws and Nominations and Elections committees

Secretary:

The Secretary shall keep records of all affairs of the Association including membership directories, minutes of all meetings, correspondences and other such relevant transactions inherent to the position.

The Secretary is responsible for assuring the accurate recording of the minutes of each meeting.

The Secretary shall be responsible for records and seal of the Association.

The Secretary shall serve as the secretary to the Board.

The Secretary shall be a signatory to the NAPPSA bank accounts.

Treasurer:

The Treasurer shall be the Chair of the Finance Committee and custodian of all properties belonging to the Association.

The Treasurer shall review the financial status of the Association and report to the Board on a quarterly basis

The Treasurer shall prepare an annual financial report to NAPPSA membership.

The Treasurer shall be a signatory to the bank account.

Immediate Past President:

The Immediate Past President shall be a member of the Executive Committee until succeeded by

a new Immediate Past President.

The Immediate Past President shall continue to share his/her experience of the operations of the Association with the current President.

He/she shall be the Chair of the Nominations and Elections Committee, and the Bylaws Committee.

The Immediate Past President shall rotate off the Board upon completion of the term as Immediate Past President and shall be eligible for election to the board 2 years after leaving the Board.

ARTICLE VI - Board of Trustees

The Board of Trustees (the Board) shall consist of 23 members including the President, Secretary, Treasurer, President-Elect, and the Immediate Past President.

Board members shall be elected at the annual meeting by the general membership for a 4-year term renewable once for another 4 years.

To provide a balanced representation from the diverse membership of the Association, at least one member each shall be drawn from Academia, Industry, Regulatory, Institutional Pharmacy, Community Pharmacy and other healthcare professions.

Any vacancy on the Board before the next general elections shall be filled by the President with the approval of the Board.

One Board member may be selected from outside NAPPSA at the recommendation of the President and approval of the Board and such member shall have full Board privileges.

The NAPPSA Secretary shall serve as Secretary to the Board.

Responsibilities:

The Board of Trustees shall be responsible for:

Establishing the direction of the Association;

Setting overall strategy and policy objectives for the Association;

Reviewing the President's plans for achieving the Association's goals;

Final approval of the Association's budget; and

- Oversight of all Association's activities.

The Board is accountable to the general membership.

Trustees have fiduciary duties, including but not limited to:

Standards of Conduct: In carrying out their functions for NAPPSA, the members of the Board are subject to two primary obligations; a Duty of Care and a Duty of Loyalty.

The Duty of Care: Each Board member is expected to be reasonably informed, to participate in decision-making, and to do so in good faith and with the care of a prudent person in similar circumstances. Also, each member is expected to participate in all scheduled meetings of the Board.

The Duty of Loyalty: Members of the Board are required to exercise the power of their positions in the sole interest of NAPPSA. Members of the Board shall recuse themselves in any matter

pending before the Board where conflict of interest may exist.

Board members shall:

Attend all scheduled Board meetings including, at least, 2 face to face meetings during their 4-year term

A Board member may provide appropriate notification in advance to the President and/or the Secretary of inability to attend a meeting. Notification in writing, by email, or phone call shall be deemed appropriate.

Participate on, at least, one Standing Committee, with the same conditions for attendance, notification and removal as described below for Board meetings.

Consistently respond to questions presented via email by the requested deadline. This includes but is not limited to, voting on pending NAPPSA matters.

Attend scheduled NAPPSA-sponsored general events and activities (e.g. Annual Meetings).

Regularly solicit suggestions and new ideas from colleagues about issues relevant to NAPPSA.

Board Membership Performance and Removal:

If a Board member misses two consecutive scheduled Board meetings without providing notification in advance to the President and/or Secretary, or three or more consecutive Board meetings despite providing notification in advance to the President and/or Secretary, that member shall be contacted to inquire about his/her interest in continuing to serve on the Board.

If a Board member misses at least two thirds of the scheduled meetings of the Standing Committee to which he or she has been assigned, that member shall be contacted to inquire about his/her interest in continuing as a member of that Standing Committee.

If a Board member continues to miss meetings after being contacted to confirm continued interest in belonging to the NAPPSA Board, the member may be brought before the full Board for a vote of removal from the Board.

On occasions when late arrival or early departure is necessary, the Board member shall be considered to have attended the meeting if they were present for at least one half of its scheduled time.

Lack of attendance at committee meetings that are scheduled less than a week in advance shall not count towards removal.

A Board member may be removed from the Board if the member is not fulfilling the duties expected by participating in scheduled NAPPSA Board meetings, including face to face meetings.

A Board member shall be removed from the Board following a vote to do so cast by two-thirds (2/3) majority or more of all NAPPSA Board members present.

A Board member shall be removed from the Board for improper conduct by a two-thirds (2/3) majority of the Board members present at a Special meeting of the Board called solely for this purpose following a minimum of one week's notice.

An Executive Officer or Board member convicted of a felony shall resign or leave the Board upon indictment.

Vacancies:

The President, in consultation with the Executive Committee shall recommend to the Board the names of persons to fill a vacancy on the Board of Trustees or the Executive Committee.

The vacancy shall be filled for the remainder of the term of the vacancy by the vote of the majority of the remaining Board members.

Board Meetings:

The Board shall hold regular meetings and may schedule the meetings at such a date, time and place deemed appropriate. Such scheduled meetings of the Board may be held without further notice.

Special meetings of the Board may be called by the President or by any four members of the Board of Trustees in consultation with the President and with a week's notice.

Meeting Quorum:

A minimum of two-thirds (2/3) majority of members attending a meeting shall constitute a quorum of the Board and any decision reached shall be considered binding.

Meeting Procedure:

The President shall preside at all meetings of the Board.

In the absence of the President, the President-Elect shall preside.

The presiding officer shall have no vote except to break a tie.

Conduct of Board meetings shall follow the general provisions of "Robert's Rules of Order"

Financial Transactions:

The President, Treasurer and Secretary are signatories to all NAPPSA bank accounts.

Approvals by two of the three signatories are needed for issuance of checks.

NAPPSA bank and financial records shall be accessible to the account signatories.

All payments originating from NAPPSA accounts shall be made on NAPPSA business checks or by Board approved electronic means.

Limited funds shall be set aside by the Board for the President and the Executive to spend on NAPPSA matters without prior Board approval. The Treasurer shall, however, report to the Board on how the fund was spent as well as the remaining balance, if any, as part of the annual financial report.

Indemnification:

NAPPSA shall indemnify any Executive Officer, Board member or employee against expenses, judgments, penalties and settlements in connection with or arising out of any civil proceedings in which that person may be involved as a party or otherwise by reason of their having been an Executive Officer, Board member, or employee.

Such indemnification may be made only in accordance with NAPPSA Bylaws to the extent that NAPPSA Bylaws are not at variance with any Federal, State, or local laws in the United States in which case such laws shall prevail.

ARTICLE VII - Elections

The Immediate Past President shall be the Chair of the Nominations and Elections Committee. Elections of Executive Officers and Board Members shall be conducted at NAPPSA Annual Meeting.

The Chair of the Nominations and Elections Committee shall call for nominations of candidates for the Executive Committee and the Board of Trustees six (6) months prior to the Annual Meeting.

All responses received to the call for nominations shall be made available to the Nominations and Elections Committee who shall screen the candidates for presentation to the Board for approval.

The names and biographical information of certified candidates shall be posted on NAPPSA website three (3) months before the Annual Meeting. A nominee's consent to run in the election shall be obtained before his/her name is presented to the membership.

The procedure for the election and counting of the ballots shall be developed by the Nominations and Elections Committee.

The Chair of the Nominations and Elections Committee shall announce the winners of election at the Annual Meeting.

The new Board members and Executive Officers shall be sworn in at the Annual Meeting and shall commence their terms at the end of the Annual Meeting.

The outgoing President shall swear in the incoming President, who, in turn, shall swear in the newly elected Board members and Executive Officers.

A minimum of two-year consecutive membership of NAPPSA is required for any member to be eligible to vote and/or contest elections to the Board of Trustees.

Any member of NAPPSA in good standing and who has paid his or her annual membership dues for the past four consecutive years shall be eligible to run for the positions of President-Elect, Secretary and Treasurer.

Procedure for Conducting Elections

The Nominations and Elections Committee shall supervise and conduct the election.

With the approval of the Board, the Nominations and Elections Committee shall have the discretion to appoint at least three Returning Officers from among itself and/or from the general membership.

Voting shall be by individual paper ballot at the Annual Meeting. There shall be no voting by proxy.

The winner of the election for any office shall be selected by a simple majority of the votes cast.

In the event that no candidate can be declared a winner, a second ballot shall be taken.

After two successive ballots without a winner, the winner shall be selected by a simple majority of the vote cast by members of the Board present.

Returning Officers shall certify and report the results of the ballots cast before the end of the Annual Meeting.

The Nominations and Election committee shall thoroughly review and verify the biographical information and qualifications of all candidates running for office.

Election Prohibitions

A member of the Nominations and Elections Committee who is a candidate for office shall recuse himself/herself from further participation on the Nominations and Elections Committee.

No member of the Nominations and Elections Committee shall engage in any actions that may influence the outcome of an election such as nominating, sharing confidential information or canvassing for or against a candidate. Such actions shall lead to the disqualification of the candidate involved.

Any candidate found making false claims, providing untruthful information or harassing other candidates shall be disqualified immediately by the Nominations and Elections Committee.

Any prospective candidate for NAPPSA office seeking voters' support or campaigning in person and/or by their supporters prior to the official announcement of candidates by the Nominations and Elections Committee shall be disqualified immediately.

No member shall misuse NAPPSA information, documentation or mailing lists to further a candidacy for office. Any such misuse shall result in disqualification of the candidate.

Campaigning shall be professional and limited to areas outside the meeting rooms at the Annual Meeting.

Campaigning shall not be conducted beyond 2 hours before the election. Candidates found seeking voters' support in person and/or by their supporters within this timeframe shall be disqualified.

ARTICLE VIII-Annual Business Meeting and Annual Meeting of the Association

NAPPSA shall hold an Annual Business meeting of the general membership each year. This business meeting shall coincide with the Annual Meeting of the Association.

The Executive Committee shall have direct responsibility for the Annual meeting.

The Board of Trustees shall approve the venue, date and budget for the Annual Meeting.

ARTICLE IX - Standing and Other Committees Standing Committees

- The following Standing Committees of NAPPSA shall be appointed by the President with the approval of the Board and shall report to the Board. Every Committee shall have, at least, one non-Board member who must be a NAPPSA member in good standing for a minimum of two consecutive years.

Archive

Audit

Business to Business

Bylaws

Education and Mentoring

Ethics and Public Policy

Fellowship

Finance

Membership

National Conference Organizing Committee

Nominations and Elections

Program

Strategic Vision

Website and Publications

Young Professionals

Archive Committee

The Archive Committee shall be responsible for collecting, organizing and maintaining NAPPSA records, including presentations made in the US and overseas, annual convention programs, reports and communiques, and tax documents.

The Archive Committee shall be composed of at least five members and chaired by the Secretary.

Audit Committee

The Audit Committee shall assist the Board of Trustees with oversight of the following areas: integrity of the Association's financial statements; compliance with legal and regulatory requirements; internal controls; independent auditor's qualifications and independence, and performance of the independent auditor.

The Audit Committee shall consist of five members: a Chair, who is a member of the Board; two members of the Board; and two members at large.

The Committee shall conduct an audit of the organization's finances and report to the Board, at least, once a year.

The Committee can work on ad hoc basis, if needed.

Members of the Executive Committee and the Finance Committee shall not serve on the Audit Committee.

An independent audit shall be conducted by a certified public accountant (CPA) every three years.

Business to Business

The Business to Business Committee shall be responsible for the development of business interactions between NAPPSA member businesses and outside commercial and governmental entities.

The Committee shall be secondarily responsible for fund raising activities such as soliciting scholarships and rebates to support ongoing NAPPSA activities.

The Business to Business Committee shall be composed of, at least, four members.

The Chairperson shall provide progress reports to the Executive Committee on an ongoing basis and quarterly reports to the Board of Trustees.

Bylaws Committee

The Bylaws Committee may initiate or receive from the general membership proposals for changes in the Bylaws

The committee shall review proposals for Bylaws changes then recommend changes in the Bylaws to the Executive Committee who will in turn pass such recommendations to the Board for approval.

Once approved by the Board, the proposed amendment(s) to the Bylaws shall be approved by the

general membership at the next annual general meeting.

The Bylaws Committee shall be composed of, at least, five members.

The Immediate Past President shall be the Chair of the Bylaws Committee.

Education and Mentoring Committee

The Education Committee shall consist of 5 members. The chairperson shall be a member or ex-member of the Board. The committee shall be responsible for the following:

Review of Pharmacy Education programs including identification, recommendation and implementation of additional competencies to maintain or improve its quality and standard.

Facilitate exchange programs and collaboration between Nigerian pharmacy schools and institutions in the Diaspora to promote excellence in pharmaceutical research and development, pharmacy practice, and pharmacy education.

Identify opportunities to enhance professional growth of the NAPPSA membership through mentoring and promotion of excellence in pharmacy practice, pharmaceutical research and development, and pharmacy education.

Facilitate identification and matching of students/trainees with esteemed leaders in the fields of pharmacy practice, pharmaceutical science, regulation or education to help develop the next generation of Nigerian pharmacists and pharmaceutical scientists.

Ethics and Public Policy Committee

The Ethics and Public Policy Committee may initiate or shall consider and make recommendations on proposals that the Association take positions or engage in activities to:

- (a) Foster integrity in pharmacy practice and pharmaceutical research and development, and
- (b) Promote understanding of societal and individual rights and duties regarding pharmacy practice and pharmaceutical research and development.

All recommendations by the Committee shall require approval of the Board before becoming effective.

The Committee shall receive and investigate complaints from NAPPSA membership and make appropriate recommendations to the Executive Committee.

The Ethics and Public Policy Committee shall be composed of, at least, five members.

Fellowship Committee

The Fellowship committee shall be appointed by the President with approval of the Board

The Fellowship committee shall consist of five members all of whom shall be NAPPSA Fellows. The Chair of the committee will be designated by the President.

The committee shall request nominations of fellowship candidates from the Board and from NAPPSA membership.

The committee shall evaluate nominations for recommendation as Fellow of NAPPSA

A committee member shall recuse him or herself from deliberations on a candidate recommended by the member to avoid conflict of interest

The committee will forward the recommended list of fellowship candidates to the NAPPSA Board for approval

Fellowship awards will be presented at the banquet during the annual meeting.

Finance Committee

The Finance Committee shall ensure the development of the annual budget of the Association, review the financial status of the Association on an ongoing basis and, at least quarterly, develop a plan for fund-raising and other financial activities for the coming year, and make recommendations regarding the management and disposition of funds.

The Finance Committee shall be composed of at least six members nominated by the President and approved by the Board. At least two members shall be appointed from the Board while the others may be from the general membership.

The Treasurer shall be the Chair of the committee.

The Chair of the committee shall give a financial report at each Board meeting.

Membership Committee

The Membership Committee shall consist of at least five members.

The Chair of the committee shall be a member or ex-member of the Board

At least two members of the committee shall be appointed from outside the Board of Trustees

The Committee shall be responsible for developing and presenting strategies for recruiting new members, membership retention activities, and appropriate membership services to the Board.

National Conference Organizing Committee

The National Conference Organizing Committee (NCOC) shall consist of as many members as the President considers necessary to assure a successful annual meeting.

The President-Elect shall be the Chair of the Committee.

Members shall include, at least, two Board members and other members appointed by the President

The Committee shall make all arrangements for the Annual Meeting

The NCOC shall be responsible for all logistics involved in organizing a successful scientific conference, including recommending the theme and keynote speaker(s) to the Board for final approval.

The Local Organizing Committee comprising members from the hosting location, shall be constituted once the venue of the conference is announced and shall work with the NCOC in laying the groundwork for the conference including suggesting local hotels.

Final decision on the facility for the conference shall be made solely by the Board.

Nominations and Elections Committee

The Nominations and Elections Committee shall assure the nomination process is conducted in accordance with these Bylaws, oversee the nomination process for Executive Officers and Board Members and ensure appropriate procedures are in place for the selection and presentation of qualified candidates to the membership.

The Committee shall promote Board representation that reflects the composition of the membership; obtain consent, biographical material, and other information as appropriate from each proposed candidate before his/her name is presented to the membership; and review the procedures for constructing ballots, hard copy and electronic, for the counting of ballots, and for the certification of the results.

The Nominations and Elections Committee shall consist of five members. The Immediate Past President shall be the Chair. Two members shall be selected from the Board. The other two

members shall be members in good standing with at least two years of active membership.

Program Committee

The program committee shall consist of at least 8 members including at minimum, 4 members of the Board of Trustees.

The Chair of the committee must be a Board member.

The program committee shall be responsible for:

Developing the NAPPSA Annual Conference programs

Working with speakers, creating program themes, session themes, and presentation topics for the conference

Ensuring that session themes and presentation topics are aligned with the Conference theme.

Facilitating the creation of the Conference Brochure and other conference literature and documents (Including but not limited to CE Learning Assessment, conference marketing flyers, etc.)

Assisting in the proof reading and finalization of the conference brochure

Identifying and inviting Speakers and Moderators for the conference

Obtaining all speaker materials (including but not limited to Disclosure documents, Speaker CV, presentation abstract, and presentation slides).

Managing the program flow during the conference and ensure that the conference proceeds according to the program agenda

Ensuring that all the requirements that will enable participating NAPPSA members to obtain Continuing Education credits are met

Facilitating the development and execution of special NAPPSA program Events

Strategic Visions Committee

The Strategic Visions Committee shall be responsible for developing NAPPSA's long-term vision in terms of Objectives, Goals, Strategies, and Measures for goal achievement (OGSM).

The Committee shall comprise the Executive Committee plus two Board members and shall be chaired by the President.

The OGSM shall be presented to the Board annually for review and approval.

The Strategic Vision Committee shall be composed of, at least, 7 members.

Website and Publications Committee

The Website and Publications Committee shall be responsible for maintenance of the official website (www.napppsa.org), and for editing of all paper and online publications of the Association subject to approval of the Board.

The Chair of the committee shall be a member of the Board and shall be responsible for ensuring the quality of NAPPSA publications.

The committee shall recommend the Editor for approval by the Board.

The Editor shall serve a term of three years and shall be eligible for reappointment.

The Committee shall recommend a NAPPSA Editorial Board, subject to the approval of the Board

The NAPPSA Editorial Board shall consist of at least six members and may include members of the Website and Publication Committee.

The Editor shall be the Chair of the Editorial Board

Young Professionals Committee

The Young Professionals (YP) Committee shall nurture and foster a viable and active young professionals' group within the association.

Young Professionals include all student members and NAPPSA members who are within 10 years of graduation into their chosen profession

The YP committee will provide leadership for young professional and liaise with the Executive Board on a regular basis.

The YP committee will help define the roles, benefits and expectations of YPs in the association and facilitate appropriate organizational support, dedicated educational programs for YPs, including mentoring activities.

The YP committee will collaborate with the Nominations and Elections committee to facilitate YP representation on the NAPPSA board

The YP Committee will partner with the Education Committee and Program Committee to implement YP related programs in the annual conference and other NAPPSA programs

The YP Committee will partner with the Membership Committee to help attract YPs to become NAPPSA members.

ARTICLE X - Membership Dues

The Board of Trustees shall determine the annual fee for NAPPSA dues.

Dues shall be payable to NAPPSA upon application for membership and annually thereafter according to NAPPSA procedures.

NAPPSA fiscal year shall run from January 1 to December 31 of every year. Dues paid anytime within the fiscal year will be applied only to that fiscal year.

ARTICLE XI - Annual Report

The President shall present an Annual Report on the status of the Association yearly at the annual meeting.

The Annual Report will be published in NAPPSA Website by the Secretary within 3 months of the annual meeting.

ARTICLE XII - NAPPSA Foundation

NAPPSA will establish a NAPPSA Foundation to seek funding and provide resources to enhance the mission and purpose of NAPPSA and to support NAPPSA's philanthropic initiatives including educational and professional goals.

The NAPPSA Foundation Board will develop the strategies for implementation of policies and procedures that will ensure accountability and good stewardship of the funds raised.

NAPPSA Foundation initiatives will include (but are not limited to):

Scholarships for students currently enrolled in pharmacy degree programs and/or for those

enrolled in graduate programs in basic or applied pharmaceutical sciences.

Scholarships for undergraduate and graduate students to attend Annual NAPPSA Scientific meetings.

Support for NAPPSA continuing pharmacy education (CPE) initiatives.

Underwriting educational materials and programs for certain healthcare professionals and the public.

Promoting other initiatives to improve the quality of healthcare delivery in Nigeria, Africa and the rest of the world.

Membership: The membership shall consist of 13 individuals with five (5) members selected from NAPPSA and eight (8) members who shall be non-NAPPSA members. The NAPPSA President shall be an Ex-Officio member. The criteria for selection of all members of the Foundation shall be as follows:

Ability to demonstrate passionate support of the Foundation's Vision and Mission

Ability to make a significant financial contribution to the Foundation and Willingness to actively participate in its fundraising activities.

The Foundation Board shall be led by an Executive Chair who shall be a non-NAPPSA member. The Executive Chair shall be appointed by the NAPPSA President with approval of the NAPPSA Board. The Executive Chair shall have demonstrable potential to access funding from various sources to fulfill the Foundation's Vision and Mission.

The Executive Chair shall be assisted by an Executive Vice Chair who shall be a member of NAPPSA and cannot replace the Executive Chair. The Executive Vice Chair shall be appointed by the NAPPSA President with approval of the NAPPSA Board. The Executive Vice Chair shall assume the responsibilities of the Executive Chair in his/her absence.

The Executive Chair shall appoint a Secretary with the approval of the Foundation Board.

All Foundation Board members shall serve for a term of four years. The NAPPSA President, with the approval of the NAPPSA Board, shall reassess performance of the Board members and reappoint them on case-by-case basis.

An Office of Advancement shall be created by the NAPPSA Board for the sole purpose of coordinating fundraising initiatives for the Foundation.

An Executive Director shall be appointed through a search process with a full oversight of the NAPPSA President and the NAPPSA Board.

The Executive Director shall lead the Office of Advancement with he/she reporting to the Executive Chair of the Foundation.

Duties and Responsibilities of the Executive Director shall include:

Developing a strategic plan for fund raising

Actively seeking opportunities for fundraising by means of grant writing and other outreach activities.

The total number of the Officers of the NAPPSA Foundation Board shall not exceed 13 (thirteen) and for a given meeting of the Foundation Board, a Quorum is reached when 9 (nine) members participate.

The Foundation Board shall review all requests for support and present recommendations to the

NAPPSA Board for approval

The business activities and governance of the Foundation shall reside within a purposeful Office housed at the NAPPSA Headquarters.

The Foundation will seek funding from all sources (i.e., individual, corporate, governmental and other foundations) to support its activities.

ARTICLE XIII - NAPPSA Fellowship

NAPPSA Fellowship program is to recognize individuals with exemplary contributions to the achievement of the NAPPSA mission and purpose

NAPPSA Fellows shall be selected from the NAPPSA membership or from outside the NAPPSA membership

Criteria for recommendation as Fellow shall include (but are not limited to):

Current NAPPSA membership and active NAPPSA membership for at least 5 years

- Distinguished service on the NAPPSA Executive Committee or Board of Trustees.

Attendance and active participation at a minimum of three NAPPSA annual conferences.

Distinguished leadership and contributions in one or more committees of the Association.

Distinguished service as a representative of NAPPSA at designated events.

Distinction in professional area e.g. peer-reviewed publications, fellowship in professional organizations, for-profit and non-profit activities related to NAPPSA's mission and purpose

Criteria for recommendation of NAPPSA Fellow outside the NAPPSA membership shall include (but are not limited to):

Extraordinary financial contribution in support of NAPPSA's mission and purpose

- Extraordinary accomplishments in a field related to NAPPSA mission and purpose.
- Distinguished service as a representative of NAPPSA at designated events.

Fellows may use the title FNAPPSA after their names.

Fellows will be provided with a medal and lapel pin upon receipt of award.

Fellows will be entitled to wear a Fellows Ribbon on their name badges during the annual conference.

The Fellowship of NAPPSA can be awarded posthumously.

The NAPPSA Fellowship committee shall be responsible for recommending NAPPSA Fellows to the Board for approval.

ARTICLE XIV - Dissolution of the Association

Upon dissolution of the Association, the Board shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the exempt purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 Board shall determine.

Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for the Association's exempt purposes.

ARTICLE XV-Amendments to Bylaws

The Bylaws will be reviewed by the Bylaws Committee on an ad hoc basis. The Committee will submit a report of its findings to the Board of Trustees.

Proposed amendments to the Bylaws must be approved by two-thirds majority of the entire Board of Trustees no sooner than one month after proposal and sent to all active members. An affirmation vote by a simple majority of the active members attending the Annual Meeting shall be needed for approval of the change(s) in the Bylaws.

A NAPPSA member wishing to make any change to the Bylaws shall submit his/her proposal to the Bylaws Committee.

The Committee shall then present it to the Board for discussion at the next scheduled Board meeting provided such initial request is submitted within 6 months before the Annual Meeting.

ARTICLE XVI - Relationship of NAPPSA With Other Organizations

NAPPSA will collaborate with Nigerian organizations in pharmacy practice, pharmaceutical sciences, pharmaceutical industry, pharmacy education, medical sciences and drug regulation, operating under the applicable laws of the United States of America.

NAPPSA will work with such organizations in any capacity that fosters the mutual growth of NAPPSA and the organization to advance the mission of NAPPSA.