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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

OMB No 1545-1150

2009Department of the Treasury
Internal Revenue Service

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements

**Open to Public
Inspection**

A For the 2009 calendar year, or tax year beginning 7/01, 2009, and ending 6/30, 2010

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

C Please use IRS label or print or type. See Specific Instructions.
OREGON STATE PHARMACEUTICAL ASSOCIATION
147 SE 102ND AVENUE
PORTLAND, OR 97216

D Employer identification number
93-0442683

E Telephone number
503-253-9385

F Group Exemption Number ☐

G Accounting method ☐ Cash ☒ Accrual
 Other (specify) ☐

H Check ☐ if the organization is not required to attach Schedule B (Form 990 990-EZ, or 990-PF)

I Website: WWW.OREGONPHARMACY.ORG

J Tax-exempt status (check only one) — ☒ 501(c) (6) (insert no) ☐ 4947(a)(1) or ☐ 527

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 355,483.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1 Contributions, gifts, grants, and similar amounts received	1	<u>45,242.</u>
2 Program service revenue including government fees and contracts	2	<u>192,582.</u>
3 Membership dues and assessments	3	<u>79,038.</u>
4 Investment income	4	<u>107.</u>
5a Gross amount from sale of assets other than inventory	5a	
5b Less cost or other basis and sales expenses	5b	
5c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6 Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
6a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	<u>2,456.</u>
6b Less direct expenses other than fundraising expenses	6b	<u>339.</u>
6c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	<u>2,117.</u>
7a Gross sales of inventory, less returns and allowances	7a	
7b Less cost of goods sold	7b	
7c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8 Other revenue (describe ► <u>SEE STATEMENT 1</u>)	8	<u>36,058.</u>
9 Total revenue Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	<u>355,144.</u>
10 Grants and similar amounts paid (attach schedule)	10	
11 Benefits paid to or for members	11	
12 Salaries, other compensation, and employee benefits	12	
13 Professional fees and other payments to independent contractors	13	<u>105,853.</u>
14 Occupancy, rent, utilities, and maintenance	14	
15 Printing, publications, postage, and shipping	15	<u>420.</u>
16 Other expenses (describe ► <u>SEE STATEMENT 2</u>)	16	<u>186,801.</u>
17 Total expenses. Add lines 10 through 16	17	<u>293,074.</u>
18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<u>62,070.</u>
19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<u>23,753.</u>
20 Other changes in net assets or fund balances (attach explanation) <u>SEE STATEMENT 3</u>	20	<u>-6,588.</u>
21 Net assets or fund balances at end of year Combine lines 18 through 20	21	<u>79,235.</u>

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ (See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	<u>69,171.</u>	<u>99,514.</u>
23 Land and buildings		
24 Other assets (describe ► <u>SEE STATEMENT 4</u>)	<u>39,879.</u>	<u>32,112.</u>
25 Total assets	<u>109,050.</u>	<u>131,626.</u>
26 Total liabilities (describe ► <u>SEE STATEMENT 5</u>)	<u>85,297.</u>	<u>52,391.</u>
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	<u>23,753.</u>	<u>79,235.</u>

BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form 990-EZ (2009)

Expenses

(Required for section 501(c)(3) and (4) organizations and section 4947(a)(1) trusts, optional for others.)

28 a

29 a

30 a

31 a

32

(e) Expense account and other allowances	
--	--

0.

Part V Other Information (Note the statement requirements in the instrs for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If 'Yes' attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions 37a 0.		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38b N/A		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a N/A		
b Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 N/A , section 4912 N/A , section 4955 N/A		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I 40b		
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization 0.		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T 40e		X
41 List the states with which a copy of this return is filed NONE		
42a The organization's books are in care of UPDATE MANAGEMENT Telephone no 503-253-9385 Located at 147 SE 102ND AVENUE PORTLAND OR ZIP + 4 97216		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts		
c At any time during the calendar year, did the organization maintain an office outside of the U S ? If 'Yes,' enter the name of the foreign country		X
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the tax year 43 ☐ N/A N/A		
44 Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ 44		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ 45		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	46	
47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II	47	
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	48	
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	
b If 'Yes,' was the related organization a section 527 organization?	49b	

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

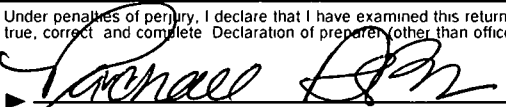
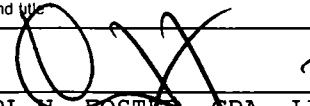
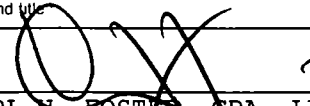
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	 Signature of officer	Date 10/20/10	
Paid Preparer's Use Only	 Type or print name and title: Rachael DeBarmore - Treasurer		
	Preparer's signature:  Firm's name (or yours if self-employed), address, and ZIP + 4: CARL W. FOSTER, CPA, LLC 1675 SW MARLOW AVE STE 112 PORTLAND, OR 97225-5102	Date: 9/20/10	Check if self-employed: ☐ Preparer's Identifying Number (See instructions): N/A
			EIN: N/A
			Phone no: (503) 297-2610

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes ☐ No

BAA

Form 990-EZ (2009)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2009

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If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations complete Part I-A only.

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III.

Name of organization

OREGON STATE PHARMACEUTICAL ASSOCIATION

Employer identification number

93-0442683

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If 'Yes,' describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total of exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ ☐ Yes ☒ No
- 4 Did the filing organization file **Form 1120-POL** for this year?
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule C (Form 990 or 990-EZ) 2009

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group
- B** Check ☐ if the filing organization checked box A and 'limited control' provisions apply

Limits on Lobbying Expenditures –
(The term 'expenditures' means amounts paid or incurred.)

(a) Filing organization's totals

(b) Affiliated group totals

1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)**b** Total lobbying expenditures to influence a legislative body (direct lobbying)**c** Total lobbying expenditures (add lines 1a and 1b)**d** Other exempt purpose expenditures**e** Total exempt purpose expenditures (add lines 1c and 1d)**f** Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

g Grassroots nontaxable amount (enter 25% of line 1f)**h** Subtract line 1g from line 1a. If zero or less, enter -0-**i** Subtract line 1f from line 1c. If zero or less, enter -0-**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

BAA

Schedule C (Form 990 or 990-EZ) 2009

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation including any attempt to influence public opinion on a legislative matter or referendum through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? If 'Yes,' describe in Part IV			
j Total Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If 'Yes,' enter the amount of any tax incurred under section 4912			
c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		X
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		X

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered 'No' OR if Part III-A, line 3 is answered 'Yes.'

1 Dues, assessments and similar amounts from members	1	79,038.
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	18,790.
b Carryover from last year	2b	
c Total	2c	18,790.
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	23,711.
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	0.
5 Taxable amount of lobbying and political expenditures (see instructions)	5	0.

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Part IV Supplemental Information (continued)[illegible]

OREGON STATE PHARMACEUTICAL ASSOCIATION

93-0442683

STATEMENT 1
FORM 990-EZ, PART I, LINE 8
OTHER REVENUE

ENDORSEMENTS & MARKETING	\$	27,844.
TAX REFUND RECEIVED		7,241.
JOB POSTINGS		792.
MISCELLANEOUS INCOME		124.
ROYALTIES		57.
TOTAL	\$	<u>36,058.</u>

STATEMENT 2
FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

BANK CHARGES	\$	3,699.
BOARD EXPENSES		1,245.
CONFERENCES, CONVENTIONS, AND MEETINGS		132,039.
DONATIONS		2,956.
DUES & SUBSCRIPTIONS		1,235.
EQUIPMENT LEASE		9,513.
INCOME TAXES		2,000.
INSURANCE		675.
INTERNET/WEBSITE		2,766.
LICENSES & FEES		50.
LOBBYING & LEGISLATIVE		18,118.
MARKETING/PUBLIC RELATIONS		716.
MEMBER SERVICES		4,993.
MISCELLANEOUS		385.
OFFICE EXPENSES		901.
STORAGE		180.
TELEPHONE		1,443.
TRAVEL		3,887.
TOTAL	\$	<u>186,801.</u>

STATEMENT 3
FORM 990-EZ, PART I, LINE 20
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

PAID AMOUNT DUE TO FOUNDATION AT 6/30/09 BUT NOT RECORDED	\$	-6,588.
TOTAL	\$	<u>-6,588.</u>

STATEMENT 4
FORM 990-EZ, PART II, LINE 24
OTHER ASSETS

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS RECEIVABLE	\$ 4,806.	\$ 3,647.
INVESTMENT IN BUYING GROUPS	28,405.	28,405.
PREPAID EXPENSES AND DEFERRED CHARGES	80.	60.
RECEIVABLE FROM FOUNDATION	6,588.	0.
TOTAL	<u>\$ 39,879.</u>	<u>\$ 32,112.</u>

OREGON STATE PHARMACEUTICAL ASSOCIATION

93-0442683

STATEMENT 5
FORM 990-EZ, PART II, LINE 26
TOTAL LIABILITIES

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	\$ 3,291.	\$ 4,303.
DEFERRED REVENUE	60,270.	48,088.
MISC LIABILITIES PAYABLE	51.	0.
SECURED MORTGAGES AND NOTES PAYABLE	19,000.	0.
UNRELATED BUSINESS TAXES PAYABLE	2,685.	0.
TOTAL	\$ 85,297.	\$ 52,391.

STATEMENT 6
FORM 990-EZ, PART IV
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
KENNETH WELLS, RPH 3683 BANNER STREET EUGENE, OR 97404	PAST PRES 2.00	\$ 0.	\$ 0.	\$ 0.
WAYNE KRADJAN, PHARM D 1025 NW HEATHER DRIVE CORVALLIS, OR 97330	PAST PRES/TREAS 2.00	0.	0.	0.
IRENE CROSWELL, RPH 8900 SW SWEET DR #1631 TUALATIN, OR 97062	DIR -CHAIN ACAD 2.00	0.	0.	0.
DOUGLAS SMOCK 6 SHEFFIELD COURT HEATH, TX 75032	DIR - CONS LTC 1.00	0.	0.	0.
KATHY STONER, PHARM D 13018 SW KNAUS ROAD LAKE OSWEGO, OR 97034	DIR - HOSP/HLTH 0.50	0.	0.	0.
DIANA COURTNEY, RPH 1399 SW MCVEY AVE LAKE OSWEGO, OR 97034	DIR-IND 1.00	0.	0.	0.
KATHLEEN KELLY, RPH, BS 2128 SW WRIGHT COURT TROUTDALE, OR 97060	PRESIDENT 3.00	0.	0.	0.
RACHAEL DEBARMORE, RPH 1241 PRAIRIE GRASS AVE NE KEIZER, OR 97303	TREASURER 2.00	0.	0.	0.
BRIAN CROOK, RPH 2484 BORDERS DRIVE EUGENE, OR 97404	PRES ELECT 2.00	0.	0.	0.

OREGON STATE PHARMACEUTICAL ASSOCIATION

93-0442683

STATEMENT 6 (CONTINUED)

FORM 990-EZ, PART IV

LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANN MURRAY, RPH PO BOX 427 HEPPNER, OR 97836	DIR-CENT/EAST 1.00	\$ 0.	\$ 0.	\$ 0.
STACY RAMIREZ, PHARM D 129 PHARMACY BUILDING CORVALLIS, OR 97331	DIR-OSU PHARM 1.00	0.	0.	0.
JEFF FORTNER, PHARM D 1741 NE 58TH AVENUE PORTLAND, OR 97213	DIR-PACU PHARM 1.00	0.	0.	0.
SHELLEY BAILEY, CPHT 538 SW 4TH AVENUE PORTLAND, OR 97204	DIR-TECH ACAD 0	0.	0.	0.
JACQUELINE FOSTER PO BOX 2223 CORVALLIS, OR 97339	DIR-NONVOTE OSU 0.50	0.	0.	0.
SHANNON BUXELL 3300 NW 185TH AVE #225 PORTLAND, OR 97229	DIR-NONVOTE PAC 0.50	0.	0.	0.
ERIC LITNER 4560 SE INTERNATIONAL WAY STE MILWAUKIE, OR 97222	DIR - CONS LTC 1.00	0.	0.	0.
MARCUS WATT, RPH 16200 S MOORE RD OREGON CITY, OR 97045	DIR - NORTHERN 1.00	0.	0.	0.
GARY DELANDER, RPH 203 PHARMACY BUILDING CORVALLIS, OR 97331	DIR - VAL/COAST 1.00	0.	0.	0.
JOSH BISHOP, PHARM D 3751 NE PURCELL BLVD BEND, OR 97701	DIR - CENTRAL 1.00	0.	0.	0.
PAMELA LEVINE 155 NW KINGS BLVD #242 CORVALLIS, OR 97330	DIR-NONVOTE OSU 0.50	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

OREGON STATE PHARMACY ASSOCIATION

BYLAWS

(Revised May 5, 2009)

ARTICLE I- MEMBERSHIP APPLICATIONS

Section 1. Applications for Active and Associate Membership shall be submitted to OSPA and reviewed and accepted by the Board of Directors. Dues must accompany the applications for membership. When an individual changes vocation so as to no longer fit the definition of an active Pharmacist or Technician Member, the member shall automatically become an associate member with the rights and privileges of associate membership.

ARTICLE II. PERIOD OF MEMBERSHIP

Section 1. Active and Associate membership shall be for a period of twelve (12) months from the date of payment of dues. Membership in OSPA and the obligation for dues shall continue unless the member's written resignation is received by OSPA prior to the end of the current membership year or until the member's dues are delinquent more than ninety (90) days. Any member in arrears for ninety (90) days shall cease to be a member of OSPA, provided that at least thirty (30) days before the member's name is removed from the rolls, a written notice of delinquency has been sent to the member's last known address

Section 2. Honorary Members shall be elected for life.

ARTICLE III - DUES

Section 1. Dues shall be established by the Board of Directors and collected annually by OSPA. The Board shall notify the membership of proposed changes in the dues structure and allow thirty (30) days for comment. A two thirds (2/3) vote of the Board is required to approve a change in dues.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. Meetings of the general membership shall be held annually at such time and place as determined by the Board of Directors with a required advance notice to membership of 30 days. In addition, special meetings may be called by the President of OSPA or upon a written request signed by ten (10) OSPA members in good standing.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors, hereinafter, may be referred to as the Board, shall act, during the interim between meetings of the general membership, on behalf of the OSPA membership.

Section 2. The Board, in addition to any other assigned duties, responsibilities or requirements shall:

- (a) Review and approve all requests for membership
- (b) Implement policies and may determine necessary policies, not in variance with nor contrary to the OSPA Constitution or Bylaws;
- (c) Supervise all property, funds and other financial concerns;
- (d) Approve the OSPA annual budget; the fiscal year of OSPA is July 1 to June 30.
- (e) Establish a schedule of membership dues sufficient to maintain OSPA in a fiscally sound position, maintain an emergency reserve fund, and provide that dues shall be automatically reviewed each year;
- (f) Select the time and location of the annual, and if applicable, other meetings of the membership; OSPA committees may set their own meeting schedules;
- (g) Ratify the appointment of committee chairpersons appointed by the President;
- (h) Evaluate and establish affiliate relationships with regional and county chapters of OSPA and other health care organizations (e.g., OSHP and OSCP)
- (i) Publish Board actions to the membership on a periodic basis;
- (j) Shall serve as the governing body of the OSPA;
- (k) Consider, at their meeting/meetings, the proposals from any OSPA member, committee, regional or county chapter of OSPA, or the Board of any affiliated organizations.

Section 3. Any member of OSPA may attend any session of the OSPA's Board of Directors and have the privilege of the floor at a time designated by the chairman of the meeting, except those portions of a meeting conducted in executive session.

Section 4. The Board of Directors shall be composed in accordance with the OSPA Constitution.

Section 5. The duties of the Board of Directors are as follows:

- (a) Elected and appointed Board members shall assist the president in setting the agenda for Board sessions; provide a communication link with other pharmacy associations and regional and county chapters of OSPA; assist in developing successful Board meetings; and help recruit candidates for future board positions.
- (b) Each Board member, other than officers, shall participate in one or more OSPA committee or other projects, and shall participate in the recruitment of new OSPA members and the raising of funds for any pharmacist political action committee designated by the Board.

- (c) Each Board member shall maintain a personal email address to facilitate communication between the OSPA office and the Board and among Board members.
- (d) The Board shall appoint from among its members a Finance Committee.
- (e) The Board shall appoint a Membership Development Committee led by a Board member.
- (f) The Board shall have the authority to establish any committee, composed of active members, the Board deems advisable including, but not limited to a Continuing Education Committee, an Annual Meeting and Convention Planning Committee, and a Legislative Affairs Committee.
- (g) Upon joining the Board of Directors, each director shall sign a Non-Disclosure Agreement and an agreement to avoid conflicts of interest.
- (h) The Board of Directors shall annually review these Bylaws and the OSPA Constitution and, if necessary, appoint a Constitution and Bylaws Committee to propose any necessary changes to the membership at least sixty (60) days prior to the annual meeting as described in Article IX of the OSPA Constitution.

Section 6. The officers of OSPA shall, in addition to any additional duties that may be assigned, perform the following:

- (a) **President:** The President shall preside at all membership, Board of Directors and Executive Committee meetings. The President shall monitor and be responsible for all OSPA committees. The President shall conduct the day-to-day affairs of OSPA in accordance with the OSPA Constitution, Bylaws, and adopted policies. In addition, the President shall perform any further duties as assigned by the OSPA Constitution and Bylaws, or the Board.
- (b) **President-Elect:** The President-Elect shall assume the duties of the President in the absence of the President, as well as those responsibilities assigned by the President or the Board. The President-Elect position is a three-year commitment and acknowledgment of this commitment shall be addressed in written correspondence to the President prior to the election. If the president for any reason fails to complete his or her term of office, the president-elect shall assume the Office of President.
- (c) **Past President:** The Immediate Past President shall be a voting member of both the Executive Committee and the Board of Directors, and serve as the Liaison to the Oregon Society of Health Systems (OSHP) Board of Directors
- (d) **The Treasurer** shall be a member of the Board of Directors, serve as the chair of the Finance Committee, and shall have check writing authority along with the President. He or she shall serve as custodian of OSPA funds and shall invest funds at the discretion of the Board of Directors. The Treasurer shall present statements on the financial condition of OSPA at each Board meeting, and present a report and financial statement at the annual meeting. The Treasurer shall keep or cause to be kept a current account of Association finances and shall produce or cause to be produced, as requested, to the Board of Directors a true and complete

report of such finances. True copies of these reports shall be made available for examination by members of the Board of Directors or any other member of this Association at regular Board meetings, the OSPA office, or at other times deemed necessary by the President. The Treasurer shall keep, or cause to be kept, a complete record of all bills, orders, claims and demands against the Association and shall supervise all disbursements authorized by the Board of Directors. The Treasurer shall in a timely manner, prepare an annual budget for the coming year and either prepare or cause to be prepared a financial statement for the past year and shall perform such duties as may be assigned by the President or Board of Directors.

(e) The Treasurer, members of the Board of Directors, and all OSPA staff or contracted management services dealing with finances will be bonded to the extent the Board shall direct.

Section 7. A majority of the number of voting members then serving on the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board. The act of a majority of the directors present at any meeting at which the quorum is present shall be the act of the Board of Directors.

ARTICLE VI - Technicians

Section 1. As indicated in Article I, Section 1 of the OSPA Constitution, a Pharmacy Technician may be appointed or elected to the Board. Article V of the Constitution allows for the formation of a Technician Academy of OSPA that may select its own officers and committees, subject to the approval of the Board of Directors. Technician dues and services shall be determined by the Board of Directors

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee of OSPA shall act on behalf of the Board between meetings, bearing in mind the restrictions set forth in Article V, Section 2 of these Bylaws. The Executive Committee shall monitor the management of OSPA. The Executive Committee shall notify the Board and membership promptly of decisions that affect OSPA policy or directives.

Section 2. The Executive Committee shall consist of the President, as presiding officer; President-Elect; Past- President; Treasurer and two (2) members of the current Board of Directors, selected by the Board. An ex-officio administrator from a contracted management firm and/ or the Executive Director may be invited to attend Executive Committee meetings if considered appropriate by the President.

Section 3. The Executive Committee shall meet upon the call of the President.

Section 4. A quorum of the Executive Committee shall be a majority of the current voting members.

ARTICLE VIII - COMMITTEES

Section 1. The OSPA President may appoint advisory committees as may be needed. Such committees shall report to the President. Committee members serve at the pleasure of the OSPA President. The President shall report activity of such committees to the Board.

(a) The OSPA Nominating Committee and Finance Committee shall be a function of the Board of Directors.

(b) Other committees may include, but not be limited to a Membership Committee, a Constitution and Bylaws Committee, a Continuing Education Committee, an Annual Meeting and Convention Planning Committee, and a Legislative Committee

(c) The Chairpersons and members of any remaining standing committees shall be appointed by the OSPA President and ratified by the Board.

Section 2. A quorum is a majority of standing committee membership or as determined by the President.

ARTICLE IX - RESOLUTIONS

Section 1. Resolutions are to be confined to Bylaws and Constitution.

Section 2. Any member, any committee, or the Board, may submit a proposed resolution.

Section 3. A proposed resolution must be submitted to the Board in writing a minimum of thirty (30) days prior to the last scheduled Board meeting prior to the annual meeting. The proposal shall include a "pro" statement in support of the proposed resolution by the sponsoring individuals or body.

Section 4. The President of the Board, in a report to the membership, shall recommend either: (I) to accept, (II) reject, or (III) refer to the appropriate body for further study.

Section 5. The Membership, by a mail or electronic ballot, may accept by a majority vote or reject the recommendation or proposed resolution.

ARTICLE X - NOMINATING COMMITTEE RESPONSIBILITIES

Section 1. The Nominating Committee shall seek out one or more candidates for President-Elect, Treasurer, and for each open Director position.

Section 2. The Nominating Committee must submit their list of candidates to the President and the Board of Directors no later than ninety (90) days prior to the annual meeting.

Section 3. Any group of ten (10) or more "active members" of OSPA may act as an ad hoc nominating committee and may nominate candidates for any of the vacancies in their region. This ad hoc committee must submit their nomination(s) in writing, signed by all the "active

members" of the ad hoc committee, together with a suitable picture and an appropriate biography of the candidate(s), to the President or a member of an employed management firm no later than ninety (90) days prior to the annual meeting.

Section 4. The Chair of the Nominating Committee or a member of an employed management firm shall publish or cause to be published the pictures and biographies of all the candidates for election by mail or electronic ballot, in the most appropriate OSPA publication available, sixty (60) days prior to the annual meeting and thirty (30) days prior to the mailing out of the ballots.

ARTICLE XI - CANDIDATE QUALIFICATIONS

Section 1. Any candidate for an elected position, except the Technician representative to the Board, must be pharmacist member of OSPA at the time they are nominated, and must remain so during their term of office.

Section 2. Candidates for an officer position must have been a pharmacist member for a minimum of two (2) years.

Section 3. No member may be a candidate for, nor serve in, two (2) elected positions of OSPA at the same time, with the exception of any current or future wholly-owned subsidiary of OSPA. If an individual currently serving on the Board as an appointed regional at large representative is elected to the Board, a replacement shall be appointed to fill the unfilled term of appointment.

Section 4. Any candidate for the Technician representative on the Board must be a full-time (32 hours/week minimum) practicing technician and a technician member of OSPA at the time they are nominated and remain so during their term of office.

ARTICLE XII - TERMS OF OFFICE FOR BOARD OF DIRECTORS

Section 1. For the Board, the terms of office shall be:

- (a) One (1) year for the Past-President, President President-Elect, and the Treasurer;
- (b) the President-Elect shall ascend automatically to the office of President and Immediate Past President, serving one year in each position.
- (c) Two (2) years for the elected Regional Directors, who may be re-elected for one (1) additional term of two (2) years. Beginning in and including 2010 the Directors from the Eastern and Southern Regions shall be elected for two-year terms during elections held in even-numbered years; the elections for the Northern, Central Willamette/Central Coastal, and Central Oregon Regions shall be held in odd-numbered years;
- (d) Two (2) years for the appointed Directors at Large, who may be reappointed for one additional two (2) year term.

Section 2. Officers, elected Directors and appointed Directors may serve two (2) consecutive terms in any elected or appointed office, but no more than eight (8) consecutive years on the

Board of Directors. If a President serves two consecutive terms, the President Elect and Immediate Past President would also serve two-year terms in those respective offices.

Section 3. Installation of officers - Officers shall take office at the time of the annual meeting immediately following the election.

ARTICLE XIII - RESIGNATIONS FROM ELECTED POSITIONS

Section 1. Any individual elected to a position in the Board may resign at any time by giving written notice to the President.

Section 2. If an officer or Board member is absent from two (2) consecutive or a total of five (5) board meetings during their term of office for reason(s) determined to be insufficient by the Board, the Board may deem a resignation has been tendered and accepted.

Section 3. Vacancies on the Board are to be filled by appointment by the President of OSPA from the region represented by the individual vacating the position, subject to the approval of the Board. That individual shall fill the remainder of the unexpired term. In the event the term is one (1) year or less, that individual may be elected to two (2) succeeding terms.

Article XIV. VACANCIES FROM THE BOARD OF DIRECTORS

Section 1. Should an elected or appointed member of the Board be unable to complete their term of office, the Board of Directors shall appoint from its membership a replacement to serve for the balance of the unexpired term.

Section 2. If the President is unable to complete his or her term of office, the President Elect shall immediately ascend to the Office of the President and the Board of Directors shall appoint from its membership a President Elect to serve for the balance of the unexpired term. At the next election, nominations shall be presented by the Nominations Committee for the offices of President and President Elect to be elected by the membership according to the provisions of these bylaws.

Section 3. If the President-Elect is unable to complete his or her term of office, the Board of Directors shall appoint from its membership a President Elect to serve for the balance of the unexpired term. At the next election, nominations shall be presented by the Nominations Committee for the offices of President and President Elect to be elected by the membership according to the provisions of these bylaws.

Section 4. If the President Elect for any reason fails to complete his or her term of office, the President, with guidance from the Board, appoint an interim President Elect to complete the current term. During the regularly scheduled elections, both a President and President Elect will be nominated and elected.

ARTICLE XV – REGIONS

Section 1. The State of Oregon has been divided into five (5) geographic areas as specified in the OSPA Constitution.

ARTICLE XVI - ELECTIONS

Section 1. The election of the Officers and members of the OSPA Board shall be by mail or electronic ballot.

Section 2. The ballot shall list the candidates for each position alphabetically.

Section 3. At least thirty (30) days prior to the annual meeting, the Nominating Committee shall mail or make available by electronic means one ballot to every eligible "active member", along with voting instructions which also identifies the OSPA paper or electronic publication that contains the biography of the candidates.

Section 4. The member shall return the special ballot so that it is received by the OSPA office not later than fifteen (15) days prior to the annual meeting. The Chair of the nominating committee or a staff member designated by the Board shall verify the eligibility of each voting person, record that the member voted and make a permanent record of the total vote results. The records of individual member votes will be kept on file for a period of 90 days following the election, after which the records may be disposed only if no active member has challenged the election results.

Section 5. In cases where two or more members have been nominated for the same office, election shall be by electronic or mail ballot. Election will be by a majority vote on the first ballot or by a plurality vote on the second or subsequent ballot. In the case where a single slate exists, no election will be required.

ARTICLE XVII - FINANCIAL RECORDS AND DISBURSEMENTS

Section 1. The Treasurer shall have responsibility for all funds of OSPA and shall keep an accurate accounting of all monies received, including date, amount, purpose and from whom, as well as records of all disbursements, including amount, to whom and for what service. The Treasurer and Finance Committee shall create an annual budget for distribution to the Board of Directors.

Section 2. No monies shall be disbursed except upon the signature of the Treasurer or, in absence of the Treasurer, by a designated Board member. The Finance Committee and Treasurer shall establish internal controls designed to assure proper control of the receipt and disbursement of all funds and, in addition, continually monitor the process to support that current and projected income and expenses meet the numbers of the approved OSPA annual budget.

Section 3. The Finance Committee shall be responsible for overseeing the conservation and prudent investment of the assets and funds of the OSPA, and also the expenditures are in accordance with the approved annual budget and/or Board-approved changes to the budget.

Section 4. The Board shall secure the services of an outside accountant to conduct periodic audits and to prepare annual financial statements following the close of the fiscal year and at other times as requested by the Board, as well as tax and other work deemed necessary by the Treasurer or the Board.

ARTICLE XVIII – MEETINGS

Section 1. General Membership. The annual meeting of the general membership of the association for the transaction of business shall be held during each and every calendar year at the association annual convention. Special meetings of the general membership may be called at the discretion of the Board of Directors for consideration of current matters or extreme necessity; however, such special meetings shall not alter the necessity of the regularly-required annual meeting. The President shall cause written notice of any and all such meetings to be distributed to the membership by mail or electronically at least forty-eight (48) hours in advance of such meetings, including a summary agenda.

Section 2. Board of Directors. Board of Directors shall meet no less than four (4) times a year. Proper notice of any and all such meetings shall be given to each member of the Board of Directors at least forty-eight (48) hours in advance of the meeting.

Section 3. Special Meetings. Special meetings of the general membership may be called by the Board of Directors as provided in Section 1 of this article. Special meetings of the Board of Directors may be called by the president or upon demand of at least twenty-five (25) percent of the members of the Board of Directors, provided, however, that written notices of such meetings be distributed to the members of the Board at least five (5) days in advance of said meeting, and states the purpose for which the meeting is called.

ARTICLE XIX - INDEMNIFICATION

Section 1. In any proceedings brought against any officer or Board member that officer or Board member shall not be liable for any monetary damages exceeding one (1) dollar arising out of any transaction, occurrence, or course of conduct, unless, in such proceedings, a judgment shall have been entered because of a finding that the act or omission for which the officer or Board member was judged liable and had been proven guilty due to their willful misconduct or knowing violation of state or federal law(s).

Section 2. To the full extent required or permitted by applicable law, OSPA shall indemnify any officer or Board member, or any other individual who is party to such proceedings by reason of the fact that person is or was serving at the request of OSPA, as a trustee, committee member, council member, employee or agent of a subsidiary corporation, joint venture, trust, or other OSPA business enterprise whether or not it is for profit. OSPA shall promptly pay for, or reimburse, the reasonable expenses, including attorney's fees, incurred by any of the above identified persons, in connection with any proceedings, whether or not made a party of. Any payment or reimbursement of expenses shall be made in advance or final disposition of such proceedings upon receipt by OSPA from such officer or Board member of:

(a) a written statement of good faith belief he/she is entitled to indemnity by OSPA; and

(b) a written statement, executed personally or on his/her behalf, to repay the amount so paid or reimbursed, if after the final disposition of such proceeding it is determined he/she did not meet the applicable standards of conduct.

SECTION 3. The Board is hereby empowered, by majority vote to non-implicated members, to contract in advance to indemnify any officer or Board member, or any employee or agent of OSPA as may be permitted by law.

ARTICLE XX – AMENDMENTS

Section 1. Every proposal to alter or amend these Bylaws must be submitted in writing to the Constitution and Bylaws Committee who, after due consideration, shall present the proposed changes to the Board who shall review, may make comments if they choose, and must refer the proposal to the OSPA active membership for a vote.

Section 2. If approved by the Board, the proposed amendment(s) shall be distributed to all "active members" either by direct mail or by inclusion in a printed or electronic OSPA publication no later than sixty (60) days prior to the next annual meeting. At least thirty (30) days before the annual meeting the Executive Director shall mail or make available by electronic means a ballot for each active member, along with standard voting instructions. Each ballot shall be returned to OSPA office at least fifteen (15) days prior to that annual meeting. The Chair of the Constitution and Bylaws Committee or a delegated employee of the management firm shall verify the eligibility of each ballot, record that a member voted and make a permanent record of the total vote results. The records of individual member votes will be kept on file for a period of 90 days following the election, after which the records may be disposed only if no active member has challenged the election results. The vote shall be announced at a general membership meeting of that annual meeting.

Section 3. In order for any proposed amendment(s) to become part of the Bylaws, two-thirds (2/3) of the votes cast must be affirmative votes.