

BYLAWS
OF
**THE CENTRAL NEW YORK CHAPTER OF
THE NEW YORK STATE COUNCIL OF HEALTH-SYSTEM PHARMACISTS, INC.,**
A New York Not-for-Profit Corporation

ARTICLE I: OFFICES

1.01 Principal Office. The principal office of this corporation in that State of New York shall be located at 750 E. Adams Street in the City of Syracuse, County of Onondaga.

1.02 Other Offices. The corporation may have such other offices, either within or without the County of Albany, State of New York, as the board of directors may from time to time determine.

ARTICLE II: MEMBERS

2.01 Classes of Membership. The corporation shall have one class of members, and no person may hold more than one membership. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

2.02 Qualifications. Any pharmacist, technician or health care provider in good standing and member of the New York State Council of Health-system Pharmacists, Inc., that agrees to be bound by the certificate of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

2.03 Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

2.04 Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment.

2.05 Transfer, Termination and Reinstatement. Membership in this corporation may not be transferred. Membership shall terminate on this resignation or death of a member, or if a member ceases to be a member in good standing of the New York State Council of Health-system Pharmacists or when the member's appointed term expires.

2.06 Annual Meeting. The annual meeting of members shall be held at the headquarters of the Central Chapter of the New York State Council of Health-system Pharmacists, Inc., or at such other time and date within thirty days before or after said date as may be fixed by or under the authority of the Board of Directors. This meeting shall be held to elect directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, or at any adjournment thereof, the Central Chapter of the New York State Council of Health-system Pharmacists, Inc., Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

2.07 Special Meeting. The president, the board of directors, or not less than one-twentieth of such members as many be qualified to vote may call special meetings of members.

2.08 Place of Meeting. The board of directors may designate any place, either within or without New York State, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be the principal business office of the corporation in the State of New York. However, if all members shall meet at any time and place, either within or without New York State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

2.09 Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail to each member entitled to vote at such meeting. Such notice shall be sent not less than five (5) nor more than fifty (50) days before the date of such meeting, by or at the direction of the president, secretary, or such officers or persons are calling the meeting. In the case of special meetings, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing.

2.10 Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without such meeting is a consent in writing, setting forth the action to be taken shall be signed by all members entitled to vote with respect thereto.

2.11 Quorum. Except as otherwise provided in the certificate of incorporation, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If a quorum is not present, a majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.

2.12 Proxies. At any meeting of members, any member entitled to vote may do so by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided in the proxy. The board of directors shall have the power and authority to make rules regarding the validity and sufficiency of proxies.

2.13 Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner, as the board of directors shall determine.

2.14 Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights.

ARTICLE III: BOARD OF DIRECTORS

3.01 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided by law or the Certificate of Incorporation.

3.02 Numbers. The authorized number of directors of this corporation shall be a minimum of five (5), and may be changed by the board of directors from time to time.

3.03 Qualifications: Directors must be members of this corporation and except for the initial directors shall be elected at the Annual Meeting of members.

3.04 Tenure: The directors named in the Certificate of Incorporation as the first board of directors shall hold office for two (2) years, and until his or her successor shall have been elected, or until his or her death, resignation or removal. Thereafter, each director shall hold office for one (1) year, and until his or her successor shall be elected or until his or her death, resignation or removal. A director may resign at any time by filing his or her written resignation with the secretary of the corporation.

3.05 Replacement or Removal. (a) Whenever a vacancy exists on the board of directors, whether by death, resignation or otherwise, the vacancy shall be filled by appointment of a new director by the then Chair of the Central Chapter of the New York State Council of Health-system Pharmacists, Inc. Any person appointed to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated and shall hold office for the unexpired term of his or predecessor in office, subject to the power of removal stated above.

(b) Any director may be removed, with or without cause, by the affirmative vote of two-thirds of the members of the board of directors at a special meeting called for that purpose.

3.06 Regular Meetings. At least two (2) regular meetings shall be held as such time and such place or places as the board of directors may from time to time designate. Notice of such meetings shall be signed by the executive director and mailed to each director at the address last recorded on the books of the corporation, not less than five (5) days nor more than fifty (50) days before the date of such meeting. However, this requirement may be waived by resolution of the board of directors.

3.07 Special Meetings. The chair may, as he or she deems necessary, and the secretary shall, if so requested in writing by any two (2) members of the board of directors, call a special meeting of the board. In such event, three (3) days written notice to each director shall be deemed sufficient.

3.08 Quorum. Except as otherwise provided by law or by the Certificate of Incorporation or these bylaws, a majority of the board shall constitute a quorum for the transaction of business. IF less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.09 Manner of Acting. Except as may otherwise be provided in these bylaws or in the Certificate of Incorporation or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

3.10 Conduct of Meetings. All meetings of the board of directors shall be governed by *Robert's Rules of Order*, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, the Certificate of Incorporation or applicable law.

3.11 Compensation. The board of directors shall serve without compensation.

3.12 Action Without Meeting. No meeting need to be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the Certificate of Incorporation and the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

3.13 Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities or other obligations.

3.14 Attendance by Telephone. Members of the board of directors may participate in a meeting of the board by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute attendance in person at such meeting.

ARTICLE IV: OFFICERS

4.01 Designation. The officers of the corporation shall be **President, President elect, Secretary, and Treasurer.** Each officer shall be elected by the **members of Central Chapter.** Such other officers or assistant officers may be elected or appointed by the board of directors.

4.02 Election and Tenure. The officers shall be annually elected by the **members of Central Chapter** at the regular annual meeting. Each officer shall serve until the next succeeding annual meeting of the board and until his or her successor is duly elected and qualified, or until his or her death or resignation or removal in the manner provided by these bylaws

4.03 Removal. The board of directors may remove any officer or agent, with the exception of the executive director, whenever in its judgment the best interests of the corporation will be best served thereby. Any such removal shall be without prejudice and the contract right, if any, of the officer so removed.

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

4.05 President. The President shall preside at all meetings of the members and directors, shall perform the usual and customary duties of chair, and shall perform such other duties as may be prescribed from time to time by the board of directors.

4.06 President Elect. In the absence of the chair or in the event of his or her death, disability, inability or refusal to act, the vice chair shall perform the duties of chair, and when so acting, shall have all the powers of and be subject to all the restriction upon the chair. The vice chair shall perform such additional duties as may from time to time be assigned by the chair or by the board of directors.

4.07 Secretary. The secretary shall: (a) cause to be kept minutes of all meetings of the members and the board of directors, in one or more books provided for that purpose; (b) in general, perform all duties incident to the office of secretary and such other duties as from time to time be assigned by the chair or by the board of directors.

4.08 Treasurer. The treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the corporation; (b) cause to be kept a full and accurate record of receipts and disbursement of such funds in books belonging to the corporation; and (c) perform all duties incident to the office of treasurer, including yearly federal and state tax filing, and such other duties as from time to time may be assigned by the chair or by the board of directors.

ARTICLE V: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.01 Contracts. The board of directors may authorize any officer or officers to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances.

5.02 Gifts and Contributions. The boards of directors may:

(a) Accept on behalf of the corporation any contribution, gift, bequest or devise of any type of property for the general and special charitable purposes of the corporation, on such terms as the board or executive director shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or executive director may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable purposes as the board may determine;

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board of directors devote the principal or income from that donation according to the agreement.

5.03 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

5.04 Checks, Drafts and Orders for Payment. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, the

instruments shall be signed by the Chair of the **Central** Chapter of the New York State Council of Health-system Pharmacists, Inc.

ARTICLE VI: SEAL

6.01 Seal. The board of directors shall provide a corporate seal, which shall be circular in form and shall have inscribed the name of the corporation, the state of incorporation and the word “seal”.

ARTICLE VII: WAIVER OF NOTICE

7.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law of New York or under the provisions of the Certificate of Incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII: AMENDMENTS

8.01 By Members. The bylaws of this corporation may be amended, repealed, added to, or new bylaws adopted, by affirmative vote of two-thirds of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

8.02 By Directors. Subject to the limitations of the Certificate of Incorporation, these bylaws, and the Not-for-Profit Corporation Law of New York, the bylaws of this corporation may be amended, repealed, added to, or new bylaws adopted, by resolution of the board of directors.