

**ROYAL COUNTIES SOCIETY OF
HEALTH-SYSTEM PHARMACISTS, INC.
CONSTITUTION AND BYLAWS**

**ROYAL COUNTIES SOCIETY OF
HEALTH-SYSTEM PHARMACISTS, INC.
CONSTITUTION**

CONSTITUTION

ARTICLE I: NAME AND OBJECTIVES

A. Name

- The name of this organization shall be Royal Counties Society of Health-system Pharmacists, Inc. hereafter referred to in this Constitution as the "Society".

B. Objectives

- The objectives of the Society shall be:
 1. To advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health care settings through:
 - 1.1. Fostering pharmaceutical services aimed at drug-use control and rational drug therapy.
 - 1.2. Developing professional standards for pharmaceutical services.
 - 1.3. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
 - 1.4. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
 - 1.5. Disseminating information about pharmaceutical services and rational drug use.
 - 1.6. Improving communication among pharmacists, other members of the health care industry, regulatory agencies and the public.
 - 1.7. Promoting research in the health and pharmaceutical sciences, and in pharmaceutical services.
 - 1.8. Promoting the economic welfare of pharmacists and associated personnel.

2. **To foster rational drug use in society through advocating appropriate public policies.**
3. **To encourage the growth of its membership by providing them with guidance and assistance in keeping with the Society's goals and objectives.**
4. **To pursue any other lawful activity that may be authorized by the Society's Board of Directors.**
5. **To provide assistance to other affiliated chapters of the New York State Council of Health-system Pharmacists [hereafter referred to in this Constitution as the "Council"] in keeping with the Council's goals and objectives.**

ARTICLE II: MEMBERSHIP

2.
 - 2.1. **The membership of the Society shall consist of Active, Associate (Supporting, Student and Technician) and Honorary members as defined in the Bylaws of the Council.**
 - 2.2. **Active, Supporting and Honorary members may vote at Society meetings and in Society elections.**
 - 2.3. **All members of the Society must be members of the Council. Active members are encouraged to be members of the American Society of Health-system Pharmacists.**

ARTICLE III: OFFICERS

3.
 - 3.1. **The officers of the Society shall be the President, Immediate Past President, President-Elect, Secretary, Treasurer, and two Directors-at-Large.**
 - 3.2. **Election of officers shall be held annually as provided in the Bylaws of the Society.**
 - 3.3. **Only Active and Honorary members may hold elected office.**

ARTICLE IV: BOARD OF DIRECTORS

4.
 - 4.1. **There shall be a Board of Directors of the Society consisting of the officers, Directors-at-Large and those person[s] appointed by the President.**

4.2. Only the elected officers shall be the voting members of the Board.

ARTICLE V: AFFILIATION

5.

5.1. The Society shall be affiliated with the Council and shall be guided by the objectives of that organization. The Council shall represent and speak for the Society in matters of State concern.

5.2. The Society shall be represented in the Council as described in the Constitution and Bylaws of the Council.

ARTICLE VI: AMENDMENTS

6.

6.1. Any proposition to alter or amend this Constitution shall be submitted in writing to the Society's President by two or more active Society members. The President shall submit the proposed amendment, with any recommendations for approval or disapproval, to the Board of Director at its next regular meeting. If the majority of the Board of Directors approves the proposed amendment, it shall be submitted to the Board of Directors of the Council for approval. After receiving approval for the amendment from the Council, the amendment shall be submitted to all Society members by electronic ballot. The returned ballots shall be reviewed and the results reported back at the next general membership meeting. Proposed amendment will require an affirmative vote of the majority of ballots returned in order to become effective.

**ROYAL COUNTIES SOCIETY OF
HEALTH-SYSTEM PHARMACISTS, INC.
BYLAWS**

INDEX

CHAPTER I	MEMBERSHIP
Article I	Members
Article II	Dues
Article III	Applications
Article IV	Period of Membership
CHAPTER II	OFFICERS
Article I	Composition
Article II	Term
Article III	Nominations
Article IV	Ballots
Article V	Notification
Article VI	Installation
Article VII	Duties
Article VIII	Vacancies
CHAPTER III	BOARD OF DIRECTORS
Article I	Composition

Article II	Officers
Article III	Election and Term
Article IV	Meetings
Article V	Duties
Article VI	Quorum
CHAPTER IV	COUNCIL HOUSE OF DELEGATES
Article I	Number
Article II	Nominations
Article III	Election
Article IV	Stipend
Article V	Duties
CHAPTER V	COMMITTEES
Article I	Standing
Article II	AD-HOC
CHAPTER VI	MEETINGS
Article I	Frequency
Article II	Quorum

CHAPTER VII PARLIMENTARY PROCEDURE

CHAPTER VIII AMENDMENTS

CHAPTER IX OFFICIAL INSIGNIA

CHAPTER X LIQUIDATION

CHAPTER I: MEMBERSHIP

A. Article I: Members

- **As defined by the New York State Council of Health-system Pharmacists [hereafter referred to as “Council”] Bylaws, Chapter I Membership, Article I – Members, with the exception that Supporting members also have the right to vote in Royal Counties Society of Health-system Pharmacists [hereafter referred to as “Society”] elections. Primary members are defined as those choosing the Society as their primary local chapter.**

B. Article II: Dues

- **As defined by the Council Bylaws, Chapter I Membership, Article III – Dues.**

C. Article III: Applications

- **As defined by the Council Bylaws, Chapter I Membership, Article IV - Applications.**

D. Article IV: Period of Membership

- **As defined by the Council of Bylaws, Chapter I Membership, Article V – Period of Membership.**

CHAPTER II: OFFICERS

A. Article I: Composition

- **The officers of the Society shall be the President, Immediate Past President, President-Elect, Secretary, Treasurer and two Directors-at-Large.**

B. Article II: Term

- **The President-Elect shall be elected annually for a term of one year and shall ascend successively to the office of President and Immediate Past President, serving one year in each position.**
- **The Secretary shall be elected annually and may hold office for no more than two consecutive terms. In the event that no successor is found, the current officer may be nominated for additional terms.**
- **The Treasurer shall be elected to a two-year term and may hold office for no more than two consecutive terms. In the event that no successor is found, the current officer may be nominated for additional terms.**

- **The Directors-at-Large shall each be elected to a two-year term and elected in alternate years.**
- C. Article III: Nominations**
- **The President shall appoint an Elections Committee of no less than three Society members no later than March 1st. The Immediate Past President shall serve as chairperson of this committee.**
 - **By no later than the April Board of Directors' meeting of the Society, the Elections Committee shall submit, from the Active membership, no more than three names in nomination for each office of the Society required for that election. Additional nominations may be made from the floor no later than the April member meeting.**
- D. Article IV: Ballots**
- **The chairperson of the Elections Committee shall send ballots to all Active and Associate primary Society members electronically no later than the second week of May. The ballots shall be returned to the chairperson of the Elections Committee within fourteen days.**
 - **The chairperson and at least one other member of the Elections Committee shall review the ballots and the chairperson of the Elections Committee shall certify the results to the President.**
- E. Article V: Notification**
- **The President shall notify all nominees of the results of the Society's election. The President shall notify the Executive Director of the Council of the Society's election results.**
- F. Article VI: Installation**
- **The newly elected officers shall be installed at the June member meeting and will serve until their term expires.**
- G. Article VII: Duties**
- **President**
 - **The President shall be the principal elected official of the Society and shall be so recognized at all Society affairs, programs, and activities.**
 - **The President shall preside at all meetings of the Society and its Board of Directors.**

- **The President shall appoint all chairpersons and members of all standing committees and Ad-hoc committees and shall be an ex-officio member of each committee.**
- **The President shall appoint additional committees as needed.**
- **The President shall fill all vacancies by appointment and shall have the usual administrative powers of the president's office except as otherwise stated in the Bylaws.**
- **The President shall make an annual report to the members at the June member meeting.**
- **The President shall notify all nominees, and the Council office, of the results of the election.**
- **The President shall appoint, or may serve as, the chairperson of the Society's delegates to the Council's House of Delegates.**
- **Immediate Past President**
 - **Immediate Past President shall provide support and advice on Society matters to the Board of Directors.**
 - **In the absence of both the President and President-Elect the Immediate Past President shall preside over the Board of Directors.**
 - **The Immediate Past President shall serve as Chairperson of the Elections Committee and as Student Liaison to the colleges of pharmacy**
- **President Elect**
 - **The President-Elect shall be elected annually for a term of one year and shall ascend successively to the office of President and Immediate Past President, serving one year in each position.**
 - **The President-Elect shall perform the duties of the President when the President is unable to do so.**
 - **The President-Elect shall arrange for the programs of the Society and shall assume other responsibilities as directed by the President.**
- **Secretary**
 - **The Secretary shall be elected annually and may hold office for no more than two consecutive terms. In the event that no successor is found, the current officer may be nominated for additional terms.**
 - **The Secretary shall keep and distribute the minutes of the Board of Directors' meetings of the Society.**

- **The Secretary shall create the invitations for meetings/events and monitor the chapter's email on a daily basis.**
- **Treasurer**
 - **The Treasurer shall be elected to a two-year term and may hold office for no more than two consecutive terms. In the event that no successor is found, the current officer may be nominated for additional terms.**
 - **The Treasurer shall serve as custodian of the Society's funds, serve as chairperson of the Finance Committee, secure funding for meetings/events and shall present a written financial report of the Society's financial status including a current bank statement at each meeting of the Board of Directors.**
 - **The Treasurer shall maintain those funds in a bank approved by the Board of Directors and shall disburse such funds at the discretion of the Board of Directors.**
 - **The Finance Committee shall be chaired by the Treasurer of the Society and composed of the elected officers and one active member of the Society. The Treasurer shall provide a fiscal report in writing to the membership at least once annually which will delineate the current financial status of the Society. The Treasurer should prepare a budget at the start of each fiscal year which must be approved by the Board of Directors. The fiscal year of the Society shall be July first through June thirtieth.**
- **Director at Large**
 - **The Directors-at-Large shall each be elected to a two-year term and elected in alternate years.**
 - **The responsibility for overseeing the Standing Committees [except the Finance and Elections Committees] shall be assigned to a Director-at-Large by the President.**
- **Delegates**
 - **Delegates are elected to a two-year term.**
 - **Delegates shall represent the Society at the Council's House of Delegates with those responsibilities as defined in the Council's Bylaws.**

- **Dereliction of Duty**
 - **If the Board of Directors finds one of its members fails to properly discharge their duties in carrying out the responsibilities of the position, the Board of Directors shall have the authority to request the member's resignation by a majority vote of the voting members of the Board of Directors. Voting members of the Board of Directors shall be the elected officers. If a resignation is not offered, the Board of Directors may remove that member from the Board of Directors by a two-thirds majority vote of the voting members of the Board of Directors.**

H. Article VIII: Vacancies

- **If the President is not able to fill a vacancy on the Board of Directors, then the Board of Directors shall fill all vacancies which may occur in offices after the annual election.**
 - a. **If the office of President becomes vacant during the year or if the President is not able to serve as determined by a majority of the voting members of the Board of Directors, the President-Elect shall succeed to that office and serve for the remainder of the term of office. If both the President and President-Elect are unable to perform the duties of their offices, the Board of Directors shall appoint, from its membership, a President to serve for the balance of the unexpired term. Nominations shall be presented for the offices of President and President-Elect at the next regular election time.**
 - b. **If the office of Director-at-Large, Secretary, or Treasurer, becomes vacant during the year, the President shall appoint an active member to fill that office for the remainder of the term of office.**

CHAPTER III: BOARD OF DIRECTORS

A. Article I: Composition

- **The Board of Directors of the Society shall consist of the President, President-Elect, Immediate Past President, Secretary, two Directors-at-large, and Treasurer. The President may appoint Society members to its Board of Directors to assume**

specific tasks as non-voting ex-officio members. Ex-officio members may include any current member of the Council Board of Directors. No person shall serve in a dual capacity on the Society's Board of Directors.

B. Article II: Officers

- The President shall serve as presiding officer at the Society's Board of Directors meetings. In the President's absence, the President-Elect shall serve as presiding officer of the Board of Directors. The Secretary shall serve as Secretary of the Board of Directors.

C. Article III: Election and Term of Office

- The members of the Board of Directors shall be elected or appointed as provided for elsewhere in these Bylaws.

D. Article IV: Meetings

- The Board of Directors shall meet at the call of the President at least six times a year. All meetings of the Board of Directors shall be open to Society members except when the Board of Directors goes into executive session.

E. Article V: Duties

- The Board of Directors shall conduct the affairs of the Society consistent with the Society's objectives. The responsibility for overseeing the Standing Committees [except the Finance and Elections Committees] shall be assigned to a Director-at-Large by the President.

F. Article VI: Quorum

- A majority of the voting members of the Board of Directors shall constitute a quorum.

CHAPTER IV: DELEGATES TO THE COUNCIL'S HOUSE OF DELEGATES

A. Article I: Number

- The number of delegates, from the Society, is defined by the Council's ByLaws, Chapter V, House of Delegates, Article II, Apportionment. Only active members of the Society are eligible to be delegates.

B. Article II: Nominations

- **At a general membership meeting no later than the last day of April, the Board of Directors shall present, to the members of the Society, nominees for delegates to the House of Delegates of the Council. Additional nominations will be accepted if made and seconded from the floor.**

C. Article III: Election

- **Delegates are elected to a two-year term. Half the total apportionment shall be elected each year. The chairperson of the Society's delegation to the House of Delegates and, except as may be otherwise provided by the Board of Directors, selects a replacement from the pool of alternates when a delegate is unable to attend the House of Delegates meeting. Alternate delegates shall be chosen from the slate of candidates not elected. In the event that the slate of non-elected candidates is exhausted, the President shall appoint an Active member to serve.**
- **The election of delegates shall be held through electronic ballot, usually on the same ballot for nominations as for the Society's Officers. The President of the Society shall certify the results of the election to the Executive Director of the Council. Delegates shall continue in office until their term expires. The Delegate's term of office shall appear on the Delegate election notice.**

D. Article IV: Stipend

- **Each elected delegate of the Society to the House of Delegates of the Council shall receive a stipend as determined by the Board of Directors.**

E. Article V: Duties

- **Delegates shall represent the Society at the Council's House of Delegates with those responsibilities as defined in the Council's Bylaws, Chapter V, House of Delegates, Article VII and VIII and Chapter VIII, Affiliated chapters, Article III, Responsibilities.**

CHAPTER V: COMMITTEES

I. Article I: Standing Committees

- **The Standing Committees of the Society may include the following: a chairperson and one or more members appointed**

by, and reporting to, the President of the Society with the approval of the Board of Directors. The term of each committee shall coincide with the term of office of the President. Some Standing Committees may be free standing or combined as follows:

A. Communications Committee

- **This committee is responsible for the Society social media accounts, (i.e. Instagram, Facebook, LinkedIn), online cloud-based storage (i.e. Google Drive, Dropbox), website, and its public relations activities.**

B. Continuing Competency Committee

- **Chaired by the President-Elect, this committee is responsible for assessing the educational needs of the membership and for establishing the Society's educational programs from January through December.**

C. Finance Committee

- **The Finance Committee shall be chaired by the Treasurer of the Society and composed of the elected officers and one active member of the Society. The Treasurer shall provide a fiscal report in writing to the membership at least once annually which will delineate the current financial status of the Society. The Treasurer should prepare a budget at the start of each fiscal year which must be approved by the Board of Directors. The fiscal year of the Society shall be July first through June thirtieth.**

D. Industrial Relations Committee

- **The Industrial Relations Committee shall be chaired by a member of the Society employed in the pharmaceutical or healthcare related industry. The Industrial Relations Committee shall interact with the Board of Directors on matters of concern to both industry and the Society.**

E. Membership Committee

- **The Membership Committee shall maintain a roster of members of the Society and they shall have the responsibility for seeking new members, for retention of current members and for developing, initiating and conducting the necessary plans and programs for achieving these goals.**

F. Elections Committee

- **The Elections Committee of the Society shall be chaired by the Immediate Past President and composed of no more than 50% of the other officers of the Society. The committee shall present its nominees for elected offices no later than the April member meeting of the Society and shall be responsible for selecting nominees for delegate to the House of Delegates of the Council. The chairperson of the Elections Committee shall inform the Society's President of Society election results.**

G. Organizational Affairs Committee

- **This committee is responsible for developing short-term and long-term goals for the Society and ensuring the efficiency and effectiveness of the Society in meeting its objectives and the needs of the membership. This committee is also responsible for maintaining the Constitution and Bylaws of the Society.**

H. Regulatory Affairs Committee

- **This committee is responsible for regulatory issues affecting the Society's membership and is responsible for keeping the Board of Directors informed of such issues.**

I. Supporting Personnel Committee

- **This committee is responsible for identifying and administering to the needs the technician membership.**

J. New Practitioners Committee

- **This committee is responsible for procuring and identifying new practitioners within the Society, spotlighting new practitioners on a monthly basis, and publishing the Society's quarterly newsletter.**

K. Grassroots Advocacy Committee

- **This committee is responsible for organizing meetings with local legislators to advocate for advancing pharmacy legislation.**

L. Student Liaison Committee

- **This committee is responsible for working with local colleges of pharmacy in the Society's service area to increase student**

membership and ultimately create a student organization on campus if not already present.

Article II: Ad Hoc Committees

- **In addition to the Standing Committees there may be special or ad hoc committees appointed by the President to fulfill particular roles within the Society. These committees shall remain active for the duration of the term of office of the President or shall be disbanded when the purpose of their existence has been achieved.**

CHAPTER VI: MEMBER MEETINGS

A. Article I: Frequency

- **The Society shall hold no less than six general membership meetings September through June except when the Board of Directors shall otherwise direct. Such meetings should be held, whenever possible, in varying parts of the Society's geographic area. All Society members shall be notified of each meeting in a timely manner.**

B. Article II: Quorum

- **Twenty percent of Society primary active members shall constitute a quorum at a member meeting of the Society. If queried, the Secretary is responsible for determining whether a quorum is present.**

CHAPTER VII: PARLIAMENTARY PROCEDURE

A. Article I: Frequency

- **In the absence of any Bylaw or standing rule of the Society to the contrary, the practices described in "Robert's Rules of Order", latest revised edition, shall apply at all meetings of the Society and its committees.**

CHAPTER VIII: AMENDMENTS

- **Any proposition to alter or amend these Bylaws shall be submitted in writing to the Society's President by two or more**

active Society members. The President shall submit the proposed amendment with any recommendations for approval or disapproval to the Board of Directors at its next regular meeting. If the majority of the Board of Directors approves the proposed amendment, it shall be submitted to the Board of Directors of the Council for approval. After receiving approval for the amendment from the Council the amendment shall be submitted to all Society members by electronic ballot. The returned ballots shall be reviewed, and the results reported back, by the Society's President, to the Society's Board of Directors at their next meeting and the Society membership at the next general membership meeting. Proposed amendment will require an affirmative vote of the majority of ballots returned. The President shall request any passed amendments to be posted on the Council's website.

CHAPTER IX: OFFICIAL INSIGNIA

- **The official insignia of the Society shall be a royal blue Rx on a white background. A royal blue crown will be set atop the letter R. An official subtitle shall be added where appropriate and read as such: "Serving Kings, Queens and Richmond Counties of New York"**

CHAPTER X: LIQUIDATION

- **Subject to the terms and provisions of Article 10 of the New York State Not-for-profit Corporation Law and any other applicable provisions of state or federal law or regulation, in the event of the liquidation and dissolution of the Society, any properties, funds, or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to the Society, shall be disposed of as follows:**
 - **All liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made thereof.**
 - **Assets held by the Society subject to legally valid requirements for their return, transfer or conveyances, upon dissolution and liquidations, shall be returned,**

transferred or conveyed in accordance with such requirements; and

- **All remaining assets held by the Society shall be transferred or conveyed, to the New York State Council of Health-system Pharmacists Research and Education Foundation**