

**SOUTHERN TIER SOCIETY OF HEALTH-SYSTEM
PHARMACISTS, INC.**

CONSTITUTION

AND

BYLAWS

Approval: Constitution & ByLaws

Southern Tier Board of Directors – xx/xx/xx

NYSCHP Board of Directors – 02/22/2016

Southern Tier Members – xx/xx/xx

This Southern Tier Constitution & ByLaws supersedes all previous editions

**SOUTHERN TIER SOCIETY OF HEALTH-SYSTEM
PHARMACISTS, INC.**

CONSTITUTION

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ARTICLE I NAME AND OBJECTIVES

A. Name

The name of this organization shall be Southern Tier 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, 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

- 2.1 The membership of the Society shall consist of Active, Associate and Honorary members as defined in the ByLaws of the Council with the exception that Associate members may vote at Society meetings and in Society elections.
- 2.2 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

- 3.1 The officers of the Society shall be the President, Immediate Past President, President-Elect, Secretary, and Treasurer.
- 3.2 Election of officers shall be held annually as provided in the ByLaws of the Society.

ARTICLE IV BOARD OF DIRECTORS

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

ARTICLE V AFFILIATION

- 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

- 6.1 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 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 mail or email ballot to be returned within twenty-one days. The returned ballots shall be counted and the results reported back at the next general membership meeting. The proposed amendment will require an affirmative vote of the majority of ballots returned in order to become effective.

**SOUTHERN TIER SOCIETY OF HEALTH-SYSTEM
PHARMACISTS, INC.**

BYLAWS

CHAPTER I MEMBERSHIP

Article I Members

As defined by the New York State Council of Health-system Pharmacists [hereafter referred to as “Council”] ByLaws, the exception that Associate members have the right to vote in Southern Tier Society of Health-System pharmacists [hereafter referred to as “Society”] elections.

Article II Dues

As defined by the Council ByLaws.

Article III Applications

As defined by the Council ByLaws.

Article IV Period of Membership

As defined by the Council ByLaws.

CHAPTER II OFFICERS

Article I Composition

The officers of the Society shall be the President, Immediate Past President, President-Elect, Secretary and Treasurer.

Article II Term

[a] 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.

[b] The Secretary shall be elected annually.

[c] The Treasurer shall be elected to a two year term and may hold office for no more than two consecutive terms.

Article III Nominations

The President shall appoint an Elections Committee no later than March 1st. The Immediate Past President shall oversee this committee.

By no later than the March Board of Directors’ meeting of the Society, the Board 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 March member meeting.

Article IV Ballots

The chairperson of the Elections Committee, or designee, shall mail or email ballots to all Active and Associate Society members no later than the first week of April. The ballots shall be returned to the chairperson/designee within twenty-one days.

The chairperson/designee and at least one other member shall count the ballots and the chairperson/designee shall certify the results to the President.

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.

Article VI Installation

The newly elected officers shall be installed at the June member meeting and will serve until their term expires.

Article VII Duties

[a] President

The President shall be the principal elected official of the Society and shall be so recognized at all Society affairs, programs, and activities. He shall preside at all meetings of the Society and its Board of Directors. He shall appoint all chairpersons and members of all standing committees and Ad-hoc committees, and shall be an ex-officio member of each committee. He shall appoint additional committees as needed. He shall fill all vacancies by appointment and shall have the usual administrative powers of his office except as otherwise stated in the ByLaws. He 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.

[b] Immediate Past President

The 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 he shall preside over the Board of Directors. The Immediate Past President shall serve as overseer of the Elections Committee.

[c] President-Elect

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 as well as the funding for these programs, subject to approval of the Board of Directors, and shall assume other responsibilities as directed by the President.

[d] Secretary

The Secretary shall keep and distribute the minutes of the Board of Directors' meetings of the Society. The Secretary shall submit a copy of the minutes of all meetings and special programs to the Council office.

[e] Treasurer

The Treasurer shall serve as custodian of the Society's funds, and serve as chairperson of the Finance Committee. He 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. He 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. A statement of finances shall be presented at the June member meeting of the Society or as designated by the Board of Directors. Expenditures of \$500.00 or more require Board of Directors approval.

Funds unrelated to the operation of the Society may not be expended without approval of the majority of the Board of Directors.

[f] 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 his resignation by a majority vote of the voting members of the Board of Directors. If a resignation is not offered, the Board of Directors may remove that member from the Board of Directors by a majority vote of 4 voting members of the Board of Directors.

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 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.

[c] If the office of the Immediate Past President becomes vacant during the year, the President shall appoint the most recent Past President.

CHAPTER III BOARD OF DIRECTORS

Article I Composition

The Board of Directors of the Society shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. The President may appoint Society members to its Board of Directors to assume specific tasks as nonvoting 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.

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. The Treasurer shall serve as the custodian of Society funds.

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.

Article IV Meetings

The Board of Directors shall meet at the call of the President at least four 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.

Article V Duties

The Board of Directors shall conduct the affairs of the Society consistent with the Society's objectives.

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

Article I Number

The number of delegates, from the Society, is defined by the Council's ByLaws. Only active members of the Society are eligible to be delegates.

Article II Nominations

At a general membership meeting no later than the last day of March, 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.

Article III Election

Delegates are elected to a one year term. 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. If any elected delegates or alternate delegates are unable to attend the annual meeting or an additional delegate is allowed, the position shall be filled by appointment of the Board of Directors.

The election of delegates shall be held through mail or email ballot, usually on the same ballot as for nominations 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.

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.

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 COMMITTEES

Article I Standing Committees

The Standing Committees of the Society may include the following: a chairperson and 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:

[a] Communications Committee

This committee is responsible for the Society publications 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 overseen 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 March member meeting of the Society and shall be responsible for selecting nominees for delegate to the House of Delegates of the Council. The overseer 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 of 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.

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

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. All Society members shall be notified of each meeting in a timely manner.

Article II Quorum

The presence of 10 active members of the Society 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

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 mail or email ballot within twenty-one days. The returned ballots shall be counted 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.

CHAPTER IX 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:

- [a] All liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made thereof.
- [b] 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
- [c] 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.

CHAPTER X MISCELLANEOUS

Whenever a word of the masculine gender appears in these ByLaws, it shall be considered, without prejudice, to include the feminine gender.