

Proposed revision to the Constitution and Bylaws – 2-28-2016

NYSCHP CONSTITUTION

Amended May 3, 2012

Article I. NAME AND OBJECTIVES

- A. Name: This organization shall be known as “The New York State Council of Health-system Pharmacists,” hereafter referred to as the Council.
- B. Objectives: The purposes for which the Council is formed are:
1. To advance public health by promoting the professional interest of pharmacists practicing in hospitals and other organized health care settings through:
 - a. Fostering pharmaceutical services aimed at drug use control and rational drug therapy;
 - b. Developing professional standards for pharmaceutical services;
 - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel;
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel;
 - e. Disseminating information about pharmaceutical services and rational drug use;
 - f. Improving communication among pharmacists, other members of the health care industry and the public;
 - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services;
 - h. Promoting the economic welfare of pharmacists and associated personnel;
 2. To foster rational drug use in society through advocating appropriate public policies toward that end.
 3. Encouraging the establishment and growth of affiliated chapters and providing them with guidance and assistance in keeping with the Council’s goals and objectives.
 4. To pursue any other lawful activity that the Board of Directors may authorize.

Article II. MEMBERSHIP The membership of the Council shall consist of active, associate and honorary members as provided in the Bylaws. Active members shall be pharmacists licensed in any state, district or territory of the United States who have paid dues as established by the Council and

who support the objectives of the Council as stated in Article I of this Constitution.

- Article III. **OFFICERS** The officers of the Council shall be a President, an Immediate Past President, a President-Elect, a Vice President of Public Policy and a Treasurer. 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 Vice President of Public Policy and the Treasurer shall be elected on alternate years for a two-year term of office.
- Article IV. **BOARD OF DIRECTORS** There shall be a Board of Directors consisting of Officers, Chairman of the House of Delegates and Directors as provided in the Bylaws.
- Article V. **EXECUTIVE DIRECTOR** There shall be an Executive Director of the Council provided by the Bylaws. The Executive Director shall serve as the Chief Executive Officer of the New York State Council of Health-system Pharmacists.
- Article VI. **HOUSE OF DELEGATES** There shall be a House of Delegates of the Council consisting of Affiliated Chapter Delegates, Past Presidents and Board of Directors as provided in the Bylaws.
- Article VII. **AFFILIATED CHAPTERS** Any group of pharmacists in New York State practicing in a hospital or organized health care setting may be an affiliate of the Council under a Constitution as described in the Bylaws and on approval of the Board of Directors.
- Article VIII. **AFFILIATION** The Council shall be affiliated with the American Society of Health-System Pharmacists and may be affiliated with other health care organizations when such affiliation is of benefit to the practice of pharmacy and the health care of the State as provided in the Bylaws.
- Article IX. **AMENDMENTS** Every proposition to alter or amend this Constitution shall be submitted in writing by two or more voting delegates at a meeting of the House of Delegates of the Council and shall be approved by a majority of votes cast. The American Society of Health-System Pharmacists must give approval before it is submitted to the entire active membership for vote by **mail-written or electronic** ballot.

BYLAWS

CHAPTER I. MEMBERSHIP

ARTICLE I. Members: The members of the Council shall consist of individuals interested in the objectives of the Council.

A. Active Members: Active members shall be pharmacists as defined in Article II of the Constitution. Only active members shall be eligible to vote and hold elective office. All active members should be members of the American Society of Health-System Pharmacists.

1. Retired Members: Previous active full members age 65 years and older.

B. Associate Members: Associate membership shall consist of supporting members, student members and pharmacy technical personnel. Associate members shall receive publications and general communications of the Council, may attend meetings and may be granted the privilege of the floor, but shall not be entitled to vote or hold elective office. Associate members of the Council need not be members of the American Society of Health-System Pharmacists.

1. Supporting members may be individuals other than those who qualify as active members who by their work in health services, the teaching of prospective hospital pharmacists or otherwise contributing to health-system pharmacy make themselves eligible for membership.

2. Student members shall be individuals enrolled in a registered program in pharmacy in an accredited college of pharmacy.

3. Pharmacy technical personnel are individuals who work under the supervision of a licensed pharmacist and assist in the preparation, distribution or administration of medications.

3.4. Faculty members shall be individuals employed by a College/School of Pharmacy. To be eligible for active membership, the faculty member must meet the qualifications as defined in Chapter I, Article I, Section A of the Bylaws and pay the difference of the active membership dues.

C. Honorary Members: Honorary members may be elected from those individuals who are, or have been, especially interested in, or who have made an outstanding contribution to health care. Honorary members shall not pay dues but may vote or hold office if otherwise eligible for active membership.

ARTICLE II. Affiliated Chapter: Each active and associate member shall select membership in an Affiliated Chapter.

ARTICLE III. Dues: Subject to approval or modification by a two-thirds vote of the House of Delegates, the Board of Directors, shall establish dues for active and other categories of members. Such dues' rates shall include the remittance to the Affiliated Chapters.

ARTICLE IV. Applications

A. Active and Associate Members: Applications for active and associate membership shall be prepared on a standard form and forwarded to the Executive Director. Dues must accompany the application for membership. When an individual changes his/her vocation as to no longer fit the definition of an active member, he/she shall automatically become an associate member with rights and privileges of associate membership.

B. Honorary Members: Nominations for honorary membership must be submitted in writing by two or more active members of the Council thirty days prior to a Board of Directors meeting and shall be approved by unanimous vote of the Board of Directors.

ARTICLE V. Period of Membership

A. Active, Associate and Other Categories of Members: The Board of Directors shall establish membership periods for active and other categories of members.

B. Honorary Members: Honorary members shall be elected for life.

CHAPTER II. OFFICERS

ARTICLE I. Composition: The officers of the Council shall be the President, Immediate Past President, President-Elect, Vice President of Public Policy and Treasurer.

ARTICLE II. Nomination of the President-Elect: The Committee on Nominations shall present to the House of Delegates the name(s) of the candidate(s) together with a brief review of their professional background for the office of President-Elect.

ARTICLE III. Election of the President-Elect: The Executive Director shall

submit by mail or electronic transmission, to every active member of the Council, the names of the candidates, together with a brief review of their professional background. The member shall indicate on the ballot his/her choice of a candidate for the office and return it to the Executive Director by mail or electronic submission within thirty days of the date printed on the ballot.

ARTICLE IV. Ballots: The ballots of dues paid active members only, postmarked or electronically submitted within thirty days of the date printed on the ballot, shall be submitted by the Executive Director to the Board of Canvassers, who shall count the votes. The Board of Canvassers shall certify to the President and Executive Director the results of the election. The Executive Director shall notify all candidates of the results of the election. The results shall be published in a publication of the Council to be distributed to the membership.

ARTICLE V. Election of Vice President of Public Policy and Treasurer: The Vice President of Public Policy and Treasurer shall be nominated by the Board of Directors and elected by a majority vote of the members present at a meeting of the House of Delegates on alternate years for a two-year term of office. The election of the Treasurer shall be on alternate years with election of the Vice President of Public Policy.

ARTICLE VI. Installation of Officers: The President-Elect, shall assume a place on the Board of Directors beginning with installation at the Annual Meeting of the Council following election and shall be installed as President at the next Annual Meeting of the Council. The Vice President of Public Policy and Treasurer shall be installed at the meeting at which they are elected by the House of Delegates.

ARTICLE VII. Duties

A. President: The President shall be the principal elected official of the Council and shall be so recognized at all Council programs and activities. With approval of the Board of Directors, the President shall appoint all committee chairpersons. He/she shall appoint additional committees as needed. Except as otherwise provided, he/she shall fill all vacancies by appointment. He/she shall be an ex-officio member of all committees. He/she shall be a member of the Board of Directors and serve as its Chairperson. He/she shall be a member of the Executive Committee and Committee on Finance and shall serve as Chair of the Executive Committee. He/she shall prepare an address for presentation at the Annual Meeting.

- B. Immediate Past President: The Immediate Past President shall be a member of the Board of Directors and Executive Committee and Committee on Finance to provide support and advice on Council matters as deemed appropriate by the President. He/she shall serve as Vice Chairperson of the House of Delegates and, in the absence of both the President and President-Elect, shall serve as Chairperson of the Board.
- C. President-Elect: The President-Elect shall be a member of the Board of Directors and Executive Committee and Committee on Finance and shall serve as Vice Chair of the Executive Committee. He/she shall perform the duties of the President when the President is unable to do so. He/she shall assume other responsibilities as directed by the President and shall prepare an address for presentation at the Annual Meeting.
- D. Vice President of Public Policy: The Vice President of Public Policy shall be a member of the Board of Directors and Executive Committee and Committee on Finance and serve as primary liaison for the Council with legislative bodies and regulatory agencies.
- E. Treasurer: The Treasurer shall serve as a custodian of the Council's funds. He/she shall invest and disburse them at the direction of the Board of Directors. The Treasurer shall be a member of the Board of Directors and Executive Committee and Committee on Finance and shall serve as Chair of the Committee on Finance. He/she shall prepare periodic statements on the financial condition of the organization and present a report and financial statement to the House of Delegates at the Annual Meeting.

ARTICLE VIII. Vacancies: The Board of Directors shall fill all vacancies in the list of candidates which may occur by death or resignation after the adjournment of the Annual Meeting of the Council and prior to issuance of ballots. If the President becomes unable to perform the duties of his/her office, the President-Elect shall immediately ascend to the office of President. If both the President and President-Elect become 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. At the next Annual Meeting of the Council, nominations shall be presented by the Committee on Nominations for the offices of President and President-Elect. They shall be elected according to the provisions of these Bylaws. If the Vice President of Public Policy or the Treasurer becomes unable to perform the duties of the office, the Board of Directors is empowered

to fill such vacancy until the next Annual Meeting with nominations made according to the provisions of these Bylaws.

CHAPTER III. DIRECTORS

ARTICLE I. Composition: There shall be six elected Directors. Directors shall serve as members of the Board of Directors.

ARTICLE II. Election: The Committee on Nominations shall present to the House of Delegates at the Annual Meeting of the Council, in alternate years, names of candidates for each of three director positions, one of whom shall be elected to the Board of Directors for each position. Election shall be in the manner described for the election of the President-Elect, Chapter II, Article III of these Bylaws.

ARTICLE III. Term: Directors shall serve for a term of two years beginning with their installation at the Annual Meeting of the Council following their election. Directors may not serve more than two consecutive terms.

ARTICLE IV. Duties:

- A. Education and Workforce Development: The Director of Education and Workforce Development shall be responsible for conducting programs of continuing education including the Annual Assembly and Midyear Clinical Programs; creating, developing and monitoring all educational activities including, but not limited to, competencies and certification of continuing education credit. He/she is also responsible for developing and being sensitive to the educational needs of the membership through the resources of the Council and affiliated chapters and the Director of Chapter Services.
- B. Pharmacy Practice: The Director of Pharmacy Practice shall be responsible for reviewing and developing recommendations for the growth of the Council along professional lines. He/she is also responsible for the development of new and maintenance of existing liaisons with other professional organizations involved in the delivery of health care. He/she is also responsible for creating, developing, monitoring and refining the practice and scope of pharmaceutical services.
- C. Pharmacy Management: The Director of Pharmacy Management is responsible for reviewing and recommending revision of the functioning of the Council including, but not limited to, planning for growth through reviewing organization and goals, leadership

training and providing Constitutional and Bylaws changes.

- D. Industry Affairs: The Director of Industry Affairs is responsible for the coordination of issues and activities of the Council in relation to the pharmaceutical industry.
- E. Communication Services: The Director of Communication Services is responsible for the promotion of the Council on State and national levels. He/she is responsible for the supervision of all Council publications and public relations media and to monitor all aspects of Council approved activities.
- F. Chapter Services: The Director of Chapter Services is responsible for the coordination of issues and information between the Board of Directors and the membership through the affiliated chapters. He/she shall provide the Board of Directors with a summary of the activities of the affiliated chapters. He/she is also responsible for the coordination of activities with Schools of Pharmacy.

ARTICLE V. Committees: The Directors will, with approval of the Board of Directors, appoint as many committee members as may be deemed necessary in order to carry forward the work of the Council, and shall recommend members to be appointed to serve in their areas of responsibility. The Director shall be authorized to fill vacancies on committees within his/her area of responsibility, subject to approval by the Board of Directors.

ARTICLE VI. Authority: The Board of Directors shall have the authority to assign a specific matter to a Director for consideration. Any matter presented for consideration directly to the Board of Directors may, prior to action by the Board of Directors, be referred for consideration and recommendation to the appropriate Director. In the event the Board of Directors does not act favorably upon a recommendation received from a Director, the matter shall be returned with explanation for further consideration. The Board of Directors shall have final authority over any project requiring the expenditure of Council funds, the recommendations of Directors and the determination of which proposals require approval by the House of Delegates. Directors shall not secure or attempt to secure funds independently from sources outside the Council without prior approval of the Board of Directors. At the time a project is proposed, the Director or individuals originating the proposal shall state the objectives, estimate the cost and manpower requirements, recommend means of liquidating the costs and describe the overall effect on the profession and society. Final approval of such proposals shall be subject to their practicability,

budgetary constraints and the priority needs of the Council. Directors shall not independently contact other organizations unless authorized by the Board of Directors or the President.

ARTICLE VII. Involuntary resignation: In the event a member of the Board of Directors fails to perform the responsibilities and duties of the elected office, the President, with a majority vote of the Board of Directors, shall ask for a member's resignation. In the event the member of the Board is not willing to resign, the Chairperson of the Board with the majority vote of the Board may tender the resignation of the member of the Board in the best interest of the Council.

ARTICLE VIII. Vacancies: If the office of a Director becomes vacant, it shall be filled by appointment of the Board of Directors for the balance of the term. At the following Annual meeting of the Council, the Committee on Nominations shall present a slate of candidates to serve a full term as Director.

CHAPTER IV. BOARD OF DIRECTORS

ARTICLE I. Composition: The Board of Directors shall consist of the Officers, Chairperson of the House of Delegates and six Directors and an Executive Director, a non-voting member. No person shall serve in any dual capacity on the Board of Directors.

ARTICLE II. Officers: The President of the Council shall serve as Chairperson of the Board of Directors. The President-Elect shall serve as Vice Chairperson of the Board of Directors. The Executive Director shall serve as Secretary of the Board of Directors.

ARTICLE III. Committees of the Board: The Board of Directors shall designate the following committees to report directly to the Board.

A. Executive Committee: The Executive Committee shall consist of five voting members: the President, the President-Elect, the Immediate Past President, the Vice President of Public Policy and the Treasurer. The President shall serve as Chairperson. The Executive Committee shall meet during intervals between Board of Directors meetings. All actions of the Executive Committee are subject to the approval of the Board of Directors. The Committee shall have authority to make and implement policies and/or procedures of an emergent nature subject to final concurrence by the Board of Directors. The Executive Committee shall be responsible for general supervision and guidance of the Executive Director.

B. Committee on Finance: The Committee on Finance shall consist of five voting members: the President, the President-Elect, the Immediate Past President, the Vice President of Public Policy and the Treasurer. The Treasurer shall serve as Chairperson. The Committee on Finance shall establish an operating bank account in the name of the New York State Council of Health-system Pharmacists, maintaining a general ledger which shall individually record the financial details of the Council's activities. The Committee on Finance shall prepare a budget for the period of January 1 to December 31 of the succeeding year and submit it to the Board of Directors for approval.

ARTICLE IV. Other Committees: The President shall appoint such additional committees as are deemed necessary in order to carry out the responsibilities and programs of the Council.

ARTICLE V. Recording of Committee Meetings: If a matter is presented at a committee meeting merely for informational purposes, it shall be acknowledged in the form of an informal statement or suggestion in the records of the meeting. If a matter is considered at a committee meeting which requires no action from higher Council authority, the action shall be expressed as "Voted" in the records of the meeting. If a matter is considered at a committee meeting which requires action from higher Council authority, the action shall be recorded as "Voted to Recommend" in the records of the meeting. It shall be the responsibility of the respective Director or Officer of the Board of Directors to bring the attention of the Board of Directors all "Votes to Recommend," along with an explanation of the sentiment expressed at the committee meeting. It shall be further responsibility of the Director or officer of the Board of Directors to convey back to the committee the resultant action of the Board of Directors with appropriate explanation.

ARTICLE VI. Meetings: The Board of Directors shall meet prior to the Annual Meetings of the Council. In addition, it shall meet at the call of the Chairperson, or upon application, in writing, of any three members of the Board. When it is not possible to physically hold a meeting of the Board of Directors, Executive Committee or Committee of Finance, such meetings may be held by telephone conference call, provided that each member of the Board or Committee shall receive notice of such meeting, either in writing, **by electronic transmission** or by telephone no less than seven days prior to the meeting. For such meetings, the requirements for a quorum shall be two-thirds of the members of the Board or Committee. **No more than one-half of the regularly scheduled meetings may be held by conference call.**—Written minutes of such telephone conference call shall be distributed to the

entire Board of Directors or Committee and shall be subject to review and adoption at the next regular meeting of the board or Committee.

ARTICLE VII. Quorum: A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII. Responsibilities: The Board of Directors shall represent the Council as the official voice for pharmacists practicing in organized health care settings in New York State. The Board of Directors shall have charge of the property of the Council; shall have authority to control and manage the affairs and funds of the Council and shall make decisions regarding the acts of committees and officers. Between sessions of the House of Delegates, the Board shall act on administrative, fiscal and other matters that are consistent with these Bylaws or any prior action taken by the House of Delegates. It shall report action taken on any major policy matters at the next meeting of the House of Delegates. The Board of Directors shall establish and review long-term objectives of the Council and establish the priority of all programs and activities. The Board of Directors shall create, review and modify the professional policies of the Council and submit those policies to the House of Delegates for action under Chapter VI. The Board of Directors shall approve or disapprove all recommendations of Council committees set forth in Chapter III, Article V and any committee or group created by, or which reports to the Board of Directors. The Board of Directors shall approve all nominations to Council committees as set forth in Chapter III, Article V.

ARTICLE IX. Authority: The Board of Directors shall have authority to assign a specific matter to any officer or committee for its consideration. In the event the Board acts unfavorably to a recommendation received from an officer or committee, the matter shall be returned with explanation for further deliberation. The Board shall have final authority over any matter requiring the expenditure of Council funds, and the determination of proposals which shall be submitted to the House of Delegates for approval. Officers or committees shall not attempt to secure funds independently from sources outside the Council without prior approval of the Board of Directors, or independently contact other organizations unless authorized by the Board of Directors or the President.

CHAPTER V. EXECUTIVE DIRECTOR

ARTICLE I. Appointment: The Executive Director shall be chosen by the Board of Directors. The Board of Directors may, on behalf of NYSCHP, enter into an agreement with the Executive Director with such terms and for

such fixed period as the Board of Directors deems reasonable and in the best interest of the New York State Council of Health-system Pharmacists.

ARTICLE II. Responsibilities: The Executive Director shall be responsible for the administrative activities of the New York State Council of Health-system Pharmacists, including the direction of all operations, programs and activities. The Executive Director shall, at all times, support the vision, mission and goals of the New York State Council of Health-system Pharmacists. The Executive Director shall keep and maintain an accurate record of all meetings of the Board of Directors, the House of Delegates and other such activities of the Council. The Executive Director shall be a nonvoting member of all committees and task forces of the New York State Council of Health-system Pharmacists. The Executive Director may execute on behalf of the New York State Council of Health-system Pharmacists, contracts, leases, debt obligations and all other forms of agreement under the direction of the Board of Directors.

CHAPTER VI. HOUSE OF DELEGATES

ARTICLE I. Composition: There shall be a House of Delegates consisting of Affiliated Chapter Delegates, the Board of Directors and past Council Presidents if active members.

ARTICLE II. Apportionment: The Board of Directors shall apportion delegates among the Affiliated Chapters according to their average active membership during the calendar year preceding the House of Delegates meeting. For the purpose of computing the reapportionment, the average number of active members during the calendar year immediately preceding shall be utilized. The average will be determined by utilizing the number of active members on the last business day of each month, January through December. Each Affiliated Chapter shall have one delegate for every ~~twenty~~ **fivetwenty** active members or any portion thereof. Each chapter shall have at least two delegates and no chapter shall have more than twenty five delegates or twenty five percent of the total number of elected delegates. If a new chapter becomes affiliated with the Council during the interim between reapportionment, it shall be entitled to a number of delegates based on the existing apportionment formula. No active member for the purpose of apportionment can be counted twice.

ARTICLE III. Election: The election of delegates and their alternates from each Affiliated Chapter shall be conducted in accordance with the Bylaws of each Chapter. Only active members of Affiliated Chapters are

eligible to be delegates or to vote. The results of the election shall be certified by the Secretary of the Affiliated Chapter and approved by the Board of Directors of the Council. Delegates shall continue in office until the next election and certification.

ARTICLE IV. Meetings: The House of Delegates shall meet during the Annual Meetings of the Council and at such other times and places as it may determine. Meetings of the House of Delegates may also be called by the Chairperson of the House of Delegates or upon written request of a majority of the members of the House of Delegates. At least thirty days notice of the time and place for holding meetings of the House of Delegates shall be given. When it is not possible to physically hold a meeting of the House of Delegates, such meetings may be held by telephone conference call, provided that each member of the House of Delegates shall receive notice of such meeting, either in writing, **by electronic transmission** or by telephone no less than seven days prior to the meeting. Written minutes of such telephone conference call shall be distributed to the entire House of Delegates and shall be subject to review and adoption at the next regular meeting of the House of Delegates.

ARTICLE V. Quorum: A majority of the apportioned total of delegates representing each Affiliated Chapter and the NYSCHP Board of Directors, shall constitute a quorum for meetings of the House of Delegates duly convened. Matters submitted to a vote shall be determined by a majority of total votes cast by Affiliated Chapter Delegates, the Board of Directors and past Council Presidents (if active members) in attendance.

- A. Chairperson: The Chairperson shall be nominated by the Nominations Committee, elected by a majority vote of the House of Delegates in session, installed immediately upon election and serve a two-year term beginning upon completion of the meeting of election. The Chairperson shall serve a maximum of two consecutive terms.
- B. Vice Chairperson: The Immediate Past President shall serve as Vice Chairperson and assume the duties of the Chairperson should he/she is unable to do so.
- C. Secretary: The Executive Director of the Council shall serve as Secretary to the House of Delegates.

ARTICLE VI. Voting: Each member of the House of Delegates shall have one vote; no member shall have more than one vote by virtue of any dual capacity.

ARTICLE VII. Responsibilities: Authority to make professional policy shall be vested in the House of Delegates. It shall be responsible for election of the Vice President of Public Policy and the Treasurer of the Council as provided in Chapter II, Article V of the Bylaws and for election of the Chairperson of the House of Delegates as provided in Chapter VI, Article VI of the Bylaws. The House of Delegates shall have authority to establish its own rules and procedures and to approve, modify, or disapprove such recommendations, reports, actions, or resolutions as may be placed before the House by the officers and modifies a recommendation, report, action or resolution of the Board of Directors, it shall be returned to the Board of Directors who shall have authority to postpone the effectiveness of the action of the House pending study and, if necessary, to resubmit it to the House. Authority to make proposals and recommendations to the Board of Directors shall be vested in the House of Delegates, and such proposals and recommendations shall be referred from the Board of Directors to the appropriate body of the Council for study and recommendations which, if the House so determines, shall again be placed before the House of Delegates for final action. All resolutions or recommendations of the House of Delegates pertaining to the expenditure of monies shall be approved by the Board of Directors before the same shall become effective. The House of Delegates shall have and may exercise all the powers, rights and privileges that are or may lawfully be vested in the members of the Council, except as otherwise specifically provided in these Bylaws.

ARTICLE VIII. Committees of the House of Delegates: The following committees shall be appointed by the Chairperson of the House of Delegates with the approval of the Board of Directors and shall function as Committees of the House of Delegates:

- A. Committee on Nominations: The Committee on Nominations shall consist of at least five members whose duty it shall be to nominate candidates for the offices of President-Elect, Directors and Chairperson of the House of Delegates. The report of the Committee on Nominations shall be presented to the House of Delegates.
- B. Committee on Resolutions: The Committee on Resolutions shall consist of a Chairperson and one representative from each Affiliated Chapter. The Committee shall be responsible for drafting statements in resolution form which shall reflect the official policy of the Council and for reviewing resolutions submitted to it from the Affiliated Chapters and from individual members of the Council. The report of the Committee on Resolutions shall be presented to the House of Delegates.

C. Article X Annual Reports: Directors and Officers of the Board of Directors shall prepare an annual report covering the period between Annual Meetings which shall record all pertinent activities including those actions approved and authorized by the Board of Directors. These reports shall be presented to the House of Delegates at its Annual Meeting.

CHAPTER VII. REPRESENTATION TO OTHER ORGANIZATIONS A representative of the council appointed to another organization shall not be authorized to commit the Council without prior approval by the Board of Directors.

CHAPTER VIII. LIAISON COMMITTEES WITH OTHER ORGANIZATIONS Appointment of representatives of the Council to Liaison Committees with other organizations shall be subject to approval by the Board of Directors. The purpose of a Liaison committee shall be to act as a service agency to its parent organizations and to discuss and recommend solutions to problems of mutual interest. All recommendations of a Liaison Committee shall be subject to regulations, subject to approval by its parent organizations.

CHAPTER IX. AFFILIATED CHAPTERS

ARTICLE I. Definition: Local chapters of pharmacists practicing in a hospital or organized health care setting may be affiliated with the New York State Council of Health-system Pharmacists.

ARTICLE II. Membership: Members in Affiliated Chapters shall be restricted to active associate and honorary members as defined in Chapter I, Article I of these Bylaws. Persons not so classified may attend meetings of the Affiliated Chapters upon invitation. All active members of Affiliated Chapters should be members of the American Society of Health-system Pharmacists. Both active and associate members must be members of the New York State Council of Health-system Pharmacists.

ARTICLE III. Responsibilities: Affiliated Chapters shall foster the objectives of the New York State Council of Health-system Pharmacists. Members of the Affiliated Chapters shall strive to implement the professional policies of the Council among themselves and in the health-system which they serve. By selecting and sending delegates to the Council's House of Delegates, the Affiliated Chapters may report, consolidate and delineate problems, issues and programs which are of general importance to hospital pharmacy, and otherwise, participate in formulating Council policies at meetings of the House of Delegates as defined in Chapter VI, Article VIII of

these Bylaws. Actions of the Council shall represent endorsement by the Affiliated Chapters. Affiliated Chapters are privileged to adopt official professional policies of the New York State Council of Health-system Pharmacists. Affiliated Chapters may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the New York State Council of Health-system Pharmacists which has not been officially adopted by the Council. Acts of the Affiliated Chapters shall in no way commit or bind the Council.

ARTICLE IV. Liaison with Board of Directors: The Director of Chapter Services shall represent and coordinate activities of the membership through the Affiliated Chapters. The election and responsibilities of the Director of Chapter Services are as described in Chapter III, Articles II and IV of these Bylaws.

ARTICLE V. Organization: Each Affiliated Chapter shall adopt a standardized constitution as attached in Appendix I of these Bylaws. The Constitution and Bylaws of Affiliated Chapters shall be approved by the Board of Directors of the Council. All subsequent changes in the Constitution and Bylaws must be approved by the Board of Directors of the Council.

ARTICLE VI. Dues: All dues must be paid directly to the Council which will remit a sum to the Affiliated Chapters as described in Chapter I, Article III of these Bylaws.

ARTICLE VII. Reports: A copy of the minutes of every meeting of Affiliated Chapters should be sent to the Executive Director of the Council and the Director of Chapter Services immediately following such meeting, and not later than ten days following a meeting date. Additions to and changes in the membership and officers of the Chapter are to be included therein.

ARTICLE VIII. Representation in the House of Delegates: Affiliated Chapters will be entitled to delegates to the House of Delegates of the Council in the number prescribed in Chapter VI, Article II of these Bylaws. The methods of selecting delegates shall be provided for in the Bylaws of Affiliated Chapters.

CHAPTER X. ANNUAL MEETING The Council shall hold an Annual Meeting which shall include meetings of the House of Delegates, and such meetings of the Board of Directors and Directors with their committees as may be authorized by the Board of Directors, together with the Council's statewide educational program, the Annual Assembly.

- CHAPTER XI. PUBLICATION
Official Publications: The New York State Council of Health-system Pharmacists shall have an official publication.
- CHAPTER XII. AFFILIATION The Council shall be affiliated with the American Society of Health-System Pharmacists as provided in Article VIII of the Constitution. Affiliation agreements with other groups or organizations as provided in the Constitution shall be considered addenda to these Bylaws when approved by the House of Delegates.
- CHAPTER XIII. OFFICIAL INSIGNIA The Board of Directors will establish an official insignia.
- CHAPTER XIV. LIQUIDATION In the event of the liquidation and dissolution of the Council, any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, otherwise belonging to, the Council shall be disposed of as follows:
- ARTICLE I. All liabilities and obligations of the Council shall be paid and discharged, or adequate provision shall be made therefore;
- ARTICLE II. Assets held by the Council subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements; and
- ARTICLE III. All remaining assets held by the Council shall be transferred or conveyed, without obligation or restriction, to the American Society of Health-System Pharmacists to be used in whatever manner it shall deem appropriate.
- CHAPTER XV. PARLIAMENTARY PROCEDURE Robert's Rules of orders, latest revised edition, shall prevail at all meetings of the Council, except where contrary to this Constitution and Bylaws or any standing rule.
- CHAPTER XVI. AMENDMENTS Every proposition to alter or amend these Bylaws shall be submitted in writing to the Executive Director of the Council by two or more active Council members. All Affiliated Chapters shall be notified of these proposals not less than sixty days prior to the Annual Meeting. At the meeting a two-thirds majority of votes cast in the House of Delegates is required for approval.

NYSCHP Constitution and Bylaws Summary of Changes

Proposal: address the use of electronic voting

Methods:

1. The Constitution and Bylaws of the NYSCHP were searched using the following key words.
 - a. Ballot
 - b. Mail
 - c. Writing
2. Proposed wording changes made as described below.

Page	Article/Section	Proposed Language Change
Constitution		
2 of 17	Article IX. AMENDMENTS	Delete "mail" Add "written or electronic"
Bylaws		
5 of 17	Chapter II. Officers Article III. Election of President-Elect	Add "or electronic transmission" Add "or electronic transmission"
5 of 17	Chapter II. Officers Article IV. Ballots	Add "or electronically submitted"
10 of 17	Chapter IV. Board of Directors Article VI. Meetings	Add "by electronic transmission"
13 of 17	Chapter VI. House of Delegates Article IV. Meetings	Add "by electronic transmission"

Proposal: address retired and faculty members

Methods:

1. The Constitution and Bylaws of the NYSCHP were searched using the following key words:
 - a. Membership
2. Proposed wording changes made as described below.

Page	Article/Section	Proposed Language Change
Bylaws		
3 of 17	Chapter I: Membership Article I: Members Section A: Active Members	Add " 1.Retired Members: Previous active full members age 65 years and older."
3 of 17	Chapter I: Membership Article I: Members Section B: Associate Members	Add " 4.Faculty members shall be individuals employed by a College/School of Pharmacy. To be eligible for active membership, the faculty member must meet the qualifications as defined in Chapter I, Article I, Section A of the Bylaws and pay the difference of the membership dues."

Proposal: assess HOD Delegate apportionment

Methods:

1. The Constitution and Bylaws of the NYSCHP were searched using the following key words:
 - a. House of Delegates apportionment
2. Proposed wording changes made as described below.

Page	Article/Section	Proposed Language Change
Bylaws		
12 of 17	Chapter VI. House of Delegates Article II. Apportionment	Delete "twenty-five" Add "twenty" (See rationale)

Proposal: BOD, Executive Committee and Finance Committee Meetings held via conference call

Methods:

1. The Constitution and Bylaws of the NYSCHP were searched using the following key words:
 - a. Conference Call
2. Proposed wording changes made as described below.

Page	Article/Section	Proposed Language Change
Bylaws		
10 of 17	Chapter IV. Board of Directors Article VI. Meetings	Delete "For such meetings, the requirements for a quorum shall be two-thirds of the members of the Board or Committee."

Rationale For change of apportionment

With decreased active membership, the number of House of Delegates has decreased by 6 delegates in 2016.

By changing to apportionment to every 20 members the following will occur.

Table 1

Assuming no changes in number of active members there would an increase by 7 delegates with 4 chapters increasing by 1 delegate and 1 chapter increasing by 2 delegates.

Table 1: Proposed changes to apportionment to twenty

Chapters	2015 HOD		2016 HOD				Proposed change to Bylaws ¹		
	Number of Delegates	% of Delegates	Average number of voting Members	Number of Delegates	% of Delegates	Change from 2015	Number of Delegates	% of Delegates	Change in Number
Central	3	7.0%	53	3	8.1%	0	3	6.8%	0
Leatherstocking	2	4.7%	16	2	5.4%	0	2	4.5%	0
Long Island	6	14.0%	133	6	16.2%	0	7	15.9%	1
NYC	10	23.3%	226	9	24.3%	-1	11	25.0%	2
Northeastern	5	11.6%	47	2	5.4%	-3	3	6.8%	1
Rochester	2	4.7%	37	2	5.4%	0	2	4.5%	0
Royals	6	14.0%	133	6	16.2%	0	7	15.9%	1
Westchester	4	9.3%	72	3	8.1%	-1	4	9.1%	1
Western	5	11.6%	92	4	10.8%	-1	5	11.4%	1
Total	43			37		-6	44		7

¹ Assuming no changes in active members

Table 2

Adding Southern Tier as a chapter, assuming Southern Tier will have 2 delegates and assuming no changes in number of active members there would an increase by 9 delegates with 4 chapters increasing by 1 delegate and 2 chapters increasing by 2 delegates.

Table 2: Proposed Apportionment to twenty and addition of Southern Tier

Chapters	2015 HOD		2016 HOD				Proposed change to Bylaws ¹		
	Number of Delegates	% of Delegates	Average number of voting Members	Number of Delegates	% of Delegates	Change from 2015	Number of Delegates	% of Delegates	Change in Number
Central	3	7.0%	53	3	8.1%	0	3	6.5%	0
Leatherstocking	2	4.7%	16	2	5.4%	0	2	4.3%	0
Long Island	6	14.0%	133	6	16.2%	0	7	15.2%	1
NYC	10	23.3%	226	9	24.3%	-1	11	23.9%	2
Northeastern	5	11.6%	47	2	5.4%	-3	3	6.5%	1
Rochester	2	4.7%	37	2	5.4%	0	2	4.3%	0
Royals	6	14.0%	133	6	16.2%	0	7	15.2%	1
Southern Tier							2	4.3%	2
Westchester	4	9.3%	20	3	8.1%	-1	4	8.7%	1
Western	5	11.6%	72	4	10.8%	-1	5	10.9%	1
Total	43			92	37		46		9

¹ Assuming no changes in active members

Table 3

Assuming 10% increase in number of active members there would an increase by 12 delegates with 3 chapters increasing by 1 delegate, 3 chapters increasing by 2 delegates and 1 chapter increasing by 3 delegates.

Table 3: Proposed changes to apportionment to twenty

Chapters	2015 HOD		2016 HOD				Proposed change to Bylaws ²			Change in Number
	Number of Delegates	% of Delegates	Average number of voting Members	Number of Delegates	% of Delegates	Change from 2015	10% growth	Number of Delegates	% of Delegates	
Central	3	7.0%	53	3	8.1%	0	58	3	6.1%	0
Leatherstocking	2	4.7%	16	2	5.4%	0	18	2	4.1%	0
Long Island	6	14.0%	133	6	16.2%	0	146	8	16.3%	2
NYC	10	23.3%	226	9	24.3%	-1	249	12	24.5%	3
Northeastern	5	11.6%	47	2	5.4%	-3	52	3	6.1%	1
Rochester	2	4.7%	37	2	5.4%	0	41	3	6.1%	1
Royals	6	14.0%	133	6	16.2%	0	146	8	16.3%	2
Westchester	4	9.3%	72	3	8.1%	-1	79	4	8.2%	1
Western	5	11.6%	92	4	10.8%	-1	101	6	12.2%	2
Total	43			37		-6		49		12

¹ Assuming 10% growth in active members

Table 4

Adding Southern Tier as a chapter, assuming Southern Tier will have 2 delegates and assuming a 10% increase in active members there would an increase by 12 delegates with 3 chapters increasing by 1 delegate, 3 chapters increase by 2 delegates and 1 chapters increasing by 4 delegates.

Table 4: Proposed Apportionment to twenty and addition of Southern Tier

Chapters	2015 HOD		2016 HOD				Proposed change to Bylaws ²			Change in Number
	Number of Delegates	% of Delegates	Average number of voting Members	Number of Delegates	% of Delegates	Change from 2015	10% growth	Number of Delegates	% of Delegates	
Central	3	7.0%	53	3	8.1%	0	58	3	5.8%	0
Leatherstocking	2	4.7%	16	2	5.4%	0	18	2	3.8%	0
Long Island	6	14.0%	133	6	16.2%	0	146	8	15.4%	2
NYC	10	23.3%	226	9	24.3%	-1	249	13	25.0%	4
Northeastern	5	11.6%	47	2	5.4%	-3	52	3	5.8%	1
Rochester	2	4.7%	37	2	5.4%	0	41	3	5.8%	1
Royals	6	14.0%	133	6	16.2%	0	146	8	15.4%	2
Southern Tier							40	2	3.8%	2
Westchester	4	9.3%	72	3	8.1%	-1	79	4	7.7%	1
Western	5	11.6%	92	4	10.8%	-1	101	6	11.5%	2
Total	43			37			0	52		15

¹ Assuming 10% growth in active members

Rationale For change of BOD, Executive Committee and Finance Committee

Conference call/Webinar meetings have become a standard practice among organizations. Conference call/Webinar meetings are less costly by eliminating travel and lodging expenses as well as productive.

The BOD, and the Executive and Finance Committees are still required to meet face-to-face and schedule will be set forth by Chair and Policy of the BOD.

Process for change

1. Approval by Constitution and Bylaws Committee.
2. Approval by Board of Directors
3. Submitted for approval by House of Delegates (HOD) in first mailing (post by 2/28/2016, 60 days prior to 1st session of the HOD) on behalf of C&B Committee and BOD.
4. Presented during the Report, Director, Pharmacy Management. (during first session of HOD meeting according to the current Rules of the HOD)
5. Proposed Constitution changes need to be approved by Majority vote of HOD.
6. Proposed Bylaws changes need to be approved by 2/3 majority HOD cast votes (ignores blank ballots). In the case of our HOD it would be 2/3 of cards Yes (Green) cards held up.
7. If Constitution proposed changes are approved by HOD, then submit to ASHP for approval.
8. If Constitution proposed changes are approved by ASHP, then submit to active membership for approval BY MAIL. (CANNOT BE DONE ELECTRONICALLY AS CURRENT CONSTITUTION SAYS NEEDS TO BE DONE VIA MAIL).
9. Proposed Constitution changes require 2/3 majority of ballots cast by the membership. (per Robert's Rules)
10. Bylaws proposed changes do not have to go to the active membership because HOD has authority to change via 2/3 majority vote.
11. If Bylaws proposed changes are approved by the HOD, then submit to ASHP for approval. Once ASHP approves then the Bylaws changes can become effective.
12. Since the proposed changes to the Bylaws are not impacted by the proposed changes to the Constitution, we can treat them as 2 independent proposals.
13. The grammatical changes to make language gender neutral can be made by the BOD.