

Bylaws for the New York City Society of Health-system Pharmacists

Chapter I - Membership

Article I – Members

As defined by the New York State Council of Health-system Pharmacists' ("NYSCHP") Bylaws Chapter 1, Article 1 who select the New York City Society of Health-system Pharmacists, Inc. ("the Society") as their primary or secondary chapter.

Article II – Affiliated Chapter

As defined by NYSCHP Bylaws, except substitute "the Society" for "an Affiliated Chapter."

Article III – Dues

As defined by NYSCHP Bylaws Chapter I, Article III

Article IV – Applications

As defined by NYSCHP Bylaws, Chapter I, Article IV

Article V – Period of Membership

As defined by NYSCHP Bylaws, Chapter I, Article V

Chapter II – Officers

Article I – Composition

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

Article II – Term

The President Elect shall be elected annually for a term of one year and shall ascend to the offices of the President and Immediate Past President, serving one year in each position. The Secretary and Treasurer shall be elected biannually for a term of two years and may hold office for no more than two consecutive terms.

Article III – Nominations

1. The Immediate Past President shall chair the Nominations Committee consisting of no less than three active members of the Society appointed by the President no later than January 1st.
2. A call for nominations shall be made:
 - 2.1. To active members at the February and March general membership meetings,
 - 2.2. From the Nominations Committee
3. The Nominations Committee shall submit to the Board of Directors, from a list of active members, names of nominees for each Society office to be elected no later than the March Board of Directors meeting..

Article IV – Election of Officers

1. The Secretary shall submit by mail or via electronic ballots to every active member of the Society, the names of the candidates, together with a brief review of their professional background. The active members shall indicate on the ballot their choice of candidate for the office and return it to the Secretary by mail within 28 days of the date printed on the ballot.
2. The ballots of active members that were postmarked or electronically submitted within 28 days after the ballot was sent shall be tallied by a Board of Canvassers, appointed by the President. The candidate with a plurality of votes cast for an office shall be considered as having been elected to that office. In the event of a tie, the Board of Directors shall vote to decide the election. The President shall notify all candidates of the results of the elections. The President will announce the results of the election at a general membership meeting.

Article V – Installation of Officers

The newly elected officers will be sworn in at the annual installation.

Article VI – Duties of Officers

1. 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/she shall preside at all meetings of the Society and its Board of Directors. He/she shall appoint and

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notify chairpersons and members of all standing and specially appointed committees and shall be an ex-officio member of each committee. Except as otherwise provided, he/she shall fill committee vacancies by appointment. He/she shall make an annual report at the May general membership meeting.

2. President-elect – The President-elect shall perform all duties of the President when the President is unable to do so. He/she shall be responsible for the general membership meeting schedule and meeting content. He/she shall prepare and present an address at the annual installation event.
3. Immediate Past President –The Immediate Past President will provide advice and support on Society matters as deemed appropriate by the President. He/she shall perform the duties of the President when the President and President-elect are unable to do so. He/she shall assume other duties as directed by the President. He/she shall serve as chairperson of the Nominations Committee and will serve as parliamentarian during any Society general membership meeting.
4. Treasurer – The Treasurer shall serve as custodian of the Society’s funds. He/she shall maintain the funds in financial institutions approved by the Board of Directors and shall disburse funds in accordance with the direction given by the Board. The accounts may be audited annually at the direction of the President. The Treasurer shall prepare statements on the financial condition of the Society and present same at each Board meeting and at least once during the year at a general membership meeting as designated by the President. The Treasurer shall prepare an annual budget plan for approval by the Board at the August Board meeting. He/she shall be responsible for seeing that an annual tax return is prepared for the Society.
5. Secretary – The Secretary will serve in the capacity of same at all Society and Board of Directors meetings, affairs, programs and activities and keep the minutes of the Society. He/she shall mail ballots, proposed amendments and official documents as directed by the Board.

Article VII – Vacancies

1. If the office of President becomes vacant during the year, the President-elect shall succeed to that office for the remainder of the term and for the entirety of his/her elected term. If both the offices of President and President-elect become vacant during the year, the Board shall appoint from its membership a President to serve the balance of the unexpired term. At the next election, nominations shall be presented for the offices of President and President-elect.
2. If any other office on the Board becomes vacant, the President shall appoint, with the approval of the Board, an active member to fill that office for the remainder of the term of office. If the President is not able to fill a vacancy which may occur in an office after the annual election and prior to the issuance of ballots, the Board of Directors shall fill the vacancy.
3. If for any reason a member of the Board of Directors is not adhering to his/her duties in carrying out the responsibilities of their position, [as outlined in the Constitution and Bylaws any Board member can request a vote of no confidence and remove that individual from the Board with a [two-thirds majority]/[majority] vote of voting members of the Board.

Chapter III – Board of Directors

Article I – Composition

There shall be three elected Directors-at-Large. The Directors at large shall serve as members of the Board of Directors.

Article II –Election

1. The Committee on Nominations shall present to the Board of Directors, in alternate years, candidates for each Director at large position that is expiring.
2. The Secretary shall submit by mail or electronic ballots to every active member of the Society, the names of the candidates, together with a brief review of their professional background. The active members shall indicate on the ballot their choice of candidate for the office and return it to the Secretary by mail or electronic transmission within 28 days of the date printed or on the ballot.
3. The ballots of active members postmarked within 28 days shall be tallied by a Board of Canvassers, appointed by the President. The candidate with a plurality of votes cast for an office shall be considered as having been elected to that office. In the event of a tie, the Board of Directors shall vote to decide the election. The President shall notify all candidates of the results of the elections. The President will announce the results of the election at a general membership meeting.

Article III Term

Directors at large shall serve for a term of two years beginning with their installation or on September 1st. Directors may not serve more than two consecutive terms.

Article IV – Meetings

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The Board of Directors shall meet at least 6 times per year. The Board shall meet at the call of the President. Any member of the Board may participate in a meeting of the Board by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time (participation by such means shall constitute presence in person at the meeting). *[Not-for-Profit law §708(c) allows for participation by phone if so specified in the Bylaws. This can also be limited to meetings for certain purposes, i.e., to break a tie in the election of officers, if so specified.]*

The President shall serve as presiding officer at Board of Directors meetings. In the President's absence, the President-elect shall serve as presiding officer. If the President, President-elect and Immediate Past President are unavailable for a meeting, the meeting shall be postponed.

Article V – Quorum

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

Article VI – Duties

The Board of Directors shall conduct the affairs of the Society consistent with the objectives of the Society and shall pursue any other lawful activity that may be authorized. The responsibility for overseeing standing and ad hoc committees of the Society shall be assigned to a member of the Board at the discretion of the President.

1. Educational Services – The President-elect is responsible for conducting programs of continuing education; creating, developing and monitoring all educational activities. He/she is responsible for the educational needs of the membership through the resources of the Society and the Council.
2. The President shall assign duties and responsibilities to each Director-at-Large member of the Board of Directors after their installation.
3. All contracts on behalf of the Society must be approved by the board and signed by the President. The Board of Directors shall approve an annual budget at the beginning of each fiscal year. The fiscal year shall begin on September 1st and end on August 31st.

Article VII – Reports

A copy of the minutes of every meeting of the Society should be sent by the Secretary to the Executive Director of the Council, the Director of Chapter Services and each member of the Board prior to the next Board of Directors meeting. Additions, subtractions and changes should be forwarded to same.

Article VIII – Annual Reports

Each Director of the Board shall prepare an annual report covering the period between the annual installations of officers, which shall include all pertinent activities [of their office]. A compilation of the reports shall be submitted to the Executive Director of the Council and the Director of Chapter Services.

Chapter IV – Delegates to the New York State Council of Health-system Pharmacists House of Delegates

Article I – Number

As determined by the Bylaws of the Council. Only active members of the Society are eligible to be delegates.

Article II – Nominations

No later than the April general membership meeting, the Nominations Committee shall present to all active members of the Society, nominees for delegates and alternate delegates to the Council's House of Delegates. Additional nominations may be made from the floor.

Article III – Election/Term

The election of delegates shall be held in conjunction with the election of the Board of Directors of the Society. The President or his/her designee shall certify the results of the election to the Executive Secretary of the Council. The official term for delegates shall be two years and one year for alternates.

Article IV – Duties

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Delegates shall represent the Society at the Council's House of Delegates with the responsibilities defined in the Council's Bylaws.

Article V – Delegates Allowance

Each delegate and alternate on-site at the House of Delegates meeting shall be eligible for reimbursement for expenses for the day or days of the House of Delegates meeting, in an amount to be determined by the Board of Directors of the Society.

Chapter V – Committees

There shall be ten standing committees of the Society, each consisting of a chairperson and at least one other member. The chairperson and all members shall be appointed by the President and approved by the Board. The term of the committees shall coincide with the term of the President. All appointments remain at the discretion of the President and the Board.

1. Nominations Committee – This committee shall be chaired by the Immediate Past President. The committee shall present its nominees for elected offices and for delegates to the House of Delegates of the Council to the Board prior to the April general membership meeting, at which they nominees are presented to the membership. Nominees are selected in accordance with other provisions of these Bylaws. The committee shall be responsible for administering the Award of Merit, the Harold Neham Memorial Award, the Student Awards and others as directed by the Board.
2. Membership Committee – [This committee keeps the roll of members. It has the responsibility to conduct programs, in conjunction with other committees, and to seek additional qualified members. The members and Chair shall be responsible for registration at all Society meetings.
3. Legislative Committee – The Chair of this committee shall serve the dual role as Chair of the Society's committee and chapter liaison for the Legislative Committee of the Council. This committee shall be responsible to seek out and analyze current and proposed laws and regulations that may effect the practice of the profession in health-system practice sites throughout the state. It shall submit its findings to the Board for disposition.
4. Constitution and Bylaws – The committee shall be responsible to maintain the official copy of the Constitution and Bylaws of the Society. The committee shall also maintain a current copy of the Council's Constitution and Bylaws.
5. Public Relations Committee – The committee shall be responsible for promoting the vision and mission of the Society as outlined in the Constitution.
6. Support Personnel Committee – The committee shall be responsible for addressing the educational and professional needs of support personnel while enhancing the profession of Pharmacy.
7. Installation Program Committee – The committee shall be responsible for coordinating, funding and executing the annual Installation program.
8. Industrial Relations Committee – The committee shall be chaired by a member employed in the pharmaceutical or healthcare-related industry. The committee shall interact with the Board on matters of concern to both industry and health-system pharmacy. The committee shall be responsible for the planning, funding and organizing one of the Society's monthly educational meetings each year.
9. Special Projects Committee – The committee shall be responsible for planning, funding and executing special projects as established by the Board.
10. Student Relations Committee- The committee shall be responsible for fostering relationships between the local colleges of pharmacy, college liaisons and students. The committee shall interact with the Board on matters of concern to both the colleges of pharmacy and health-system pharmacy.

In addition to the standing committees, there shall be special (ad hoc) committees appointed by the President to fulfill particular needs of the Society. These committees' terms shall coincide with the term of the office of President and shall be disbanded upon completion of their role and purpose.

Chapter VI – Meetings

Article I – Frequency

The Society shall hold monthly general membership meetings except when the Board rules otherwise for any individual month. All members shall receive adequate notice of each meeting.

Article II – Quorum

Ten percent of the active members shall represent a quorum at a general membership meeting of the Society. The Secretary is responsible for determining whether a quorum is present.

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Article III – Order of the Meeting

Regular general membership meetings of the Society shall proceed in the following order of business:

1. Call to Order
2. Announcements
3. Old Business
4. New Business
5. Special Program
6. Adjournment

Chapter VII – Official Insignia

The Society shall have an official insignia approved by the Board of Directors

Chapter VIII - 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 liquidation and dissolution of the Society, any properties, funds, monies, securities or other assets in treasury of, or in the account of, or otherwise belonging to the Society shall be disposed of as follows:

1. Liabilities and obligations of the Society shall be paid and discharged or provisions shall be made to do so.
2. Assets held by the Society subject to legally valid requirements for their return, transfer or conveyance, upon liquidation and dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to the New York State Council of Health-system Pharmacists to be used in whatever manner is deemed appropriate.

Chapter IX – Parliamentary Procedure

Robert's Rules of Orders, latest revised edition, shall prevail at all meetings of the Society, except where contrary to the Bylaws and / or any standing rule.

Chapter X – Amendments

Every proposition to alter or amend these Bylaws shall be submitted in writing to the Chairperson of the Constitution and Bylaws Committee by two or more active Council Society members at least seven days in advance of a Board of Directors meeting. The Committee shall submit the proposed amendment and any recommendation for approval or disapproval to the Board at its next meeting. If the majority of the Board approves the proposition, it shall be submitted to the Board of Directors of the Council for its approval. The proposition shall be submitted by the Secretary to all active members for a vote as the voting process is defined above in Chapter II, Article IV. The Secretary shall notify the membership of the outcome of the vote at the next general membership meeting. An amendment will require a two-thirds affirmative vote of active members participating to be approved.

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 NYCSHP Membership