

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

**CONSTITUTION**

**AND**

**BYLAWS**

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

**CONSTITUTION**

## CONSTITUTION

### ARTICLE I        NAME AND OBJECTIVES

#### A.     Name

The name of this organization shall be “Southern Tier Chapter of Health-Systems Pharmacists, Inc.,” hereafter referred to in this Constitution and ByLaws as the “STC.”

#### B.     Objectives

The objectives of the STC 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.
2. To encourage the growth of its membership by providing them with guidance and assistance in keeping with the Society’s goals and objectives.

3. To pursue any other lawful activity that may be authorized by the STC Board of Directors. The Board of Directors are defined as the elected officers.
4. To provide assistance to other affiliated chapters of the New York State Council of Health-system Pharmacists [hereafter referred to in this Constitution and ByLaws as the “Council”] in keeping with the Council’s goals and objectives.

**ARTICLE II MEMBERSHIP**

- 2.1 The membership of the STC shall consist of Active, Associate, Student, Technician, and Honorary members as defined in the ByLaws of the Council with the exception that Associate members may vote at STC meetings and in STC elections.
- 2.2 All members of the STC 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, Treasurer and, two Directors-at-Large.
- 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 STC consisting of the officers, Directors-at-Large, and those person[s] appointed by the President.

**ARTICLE V AFFILIATIONS**

- 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 STC and its members 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 STC's President by two or more active STC 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 or by electronic or mail ballot for vote and discussion. 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 STC members by mail or electronic mail ballot. The returned ballots shall be counted and the results reported back to membership by electronic or mail notification or at the next general membership meeting. Proposed amendment will require an affirmative vote of the majority of ballots returned in order to become effective.**

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

**BYLAWS**

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## **CHAPTER I MEMBERSHIP**

### **Article I Members**

**As defined by the New York State Council of Health-system Pharmacists [“Council”] ByLaws, Chapter I Membership, Article I – Members, with the exception that Associate members have the right to vote in Southern Tier Chapter of Health System Pharmacists, Inc.[STC] elections. Primary members are defined as those choosing the STC as their primary local chapter.**

### **Article II Dues**

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

### **Article III Applications**

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

### **Article IV Period of Membership**

**As defined by the Council ByLaws, Chapter I Membership, Article V – Period of Membership**

## **CHAPTER II OFFICERS**

### **Article I Composition**

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

### **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 and may hold office for no more than two consecutive terms.**
- [c] The Treasurer shall be elected to a two year term and may hold office for no more than two consecutive terms.**
- [d] The Directors-at-Large shall each be elected to a two year term and elected in alternate years.**

### **Article III Nominations**

**The President-Elect and Board of Directors will, via verbal or written communication, obtain nominations for office no later than May 1. Additional nominations also may be made from the floor no later than the May member meeting.**

### **Article IV Ballots**

**The Secretary shall mail ballots to all Active and Associate primary STC members no later than May 20. The ballots shall be returned to the Secretary within two weeks.**

**The Secretary and at least one other member of the Board of Directors, or designee, shall count the ballots and the Immediate Past President shall certify the results to the President and Board of Directors.**

### **Article V Notification**

**The President shall notify all nominees of the results of the STC's election.**

**The President shall notify the office of the Council of the STC'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 following installation. If an unexpected vacancy occurs in the Office of President, the President-Elect will ascend to the President position and a special election will be held to elect a President-Elect within 90 days. If any other office of the Board of Directors experiences an unexpected vacancy, the President will select a replacement until the end of the term.**

### **Article VII Duties**

#### **[a] President**

**The President shall be the principal elected official of the STC and shall be so recognized at all STC affairs, programs, and activities. (S)He shall preside at all meetings of the STC and its Board of Directors. (S)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. (S)He shall appoint additional committees as needed. (S)He shall fill vacancies by appointment or election as described above 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 installation June member meeting, and periodically, as needed. 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 STC's delegates to the Council's House of Delegates.**

**[b] Immediate Past President**

**The Immediate Past President shall provide support and advice on STC matters to the Board of Directors. In the absence of both the President and President-Elect, he shall preside over the Board of Directors.**

**[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 STC.**

**The Secretary, or designee, shall notify members of the time and place of all meetings, conduct the correspondence of the STC, and may be called upon to perform other activities as needed. The Secretary shall maintain an up-to-date roster of all Society members. The Secretary shall mail ballots at the time of election. The Secretary shall submit a copy of the minutes of meetings and special programs to the Council office.**

**[e] Treasurer**

**The Treasurer shall serve as custodian of the Society's funds. (S)He shall present a written financial report of the STC's financial status including a current bank statement semi-annually, or at request of the President or the Board of Directors. (S)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. The STC's accounts shall be reviewed annually by the Board of Directors, or a public accountant appointed by the President. The report or a statement of finances shall be presented at the-June member meeting of the STC 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/her 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 two-thirds majority vote of the 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.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article I Composition**

The Board of Directors of the STC 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.

#### **Article II Officers**

The President shall serve as presiding officer at the STC'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.

#### **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. The term of office of the Executive Board shall be one year beginning with the installation of officers or as provided in Chapter II Article VII of these bylaws, unless otherwise described in these bylaws.**

#### **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.**

#### **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 STC, is defined by the Council's Bylaws, Chapter V, House of Delegates, Article II, Apportionment. Only active members of the STC are eligible to be delegates.**

#### **Article II Nominations**

**At a general membership meeting no later than the last day of May, or by electronic or mail notification, the Board of Directors shall present, to the members of the STC, nominees for delegates to the House of Delegates of the Council. Additional nominations will be accepted if made and seconded from the floor, or by electronic or mail notification.**

#### **Article III Election**

**Delegates are elected to a two year term. Half the total apportionment shall be elected each year. The President selects a replacement from the pool of alternates when a delegate is unable to attend the House of Delegates meeting.**

**The election of delegates shall be held through mail ballot, usually on the same ballot for nominations as for the STC's Officers. The Secretary of the STC shall certify the results of the election to the President and Director of the Council, or designee. Delegates shall continue in office until their term expires.**

## Article IV Stipend

Each elected delegate of the STC to the House of Delegates of the Council shall receive a stipend for travel expenses 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 House of Delegates, Article VII and VIII and Chapter VIII, Affiliated chapters, Article III, Responsibilities.

## CHAPTER V COMMITTEES

### Article I Standing Committees

*The Standing Committees of the Society may include the following: one or more members appointed by, and reporting to, the President of the STC 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 include:*

[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 STC 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 should 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 STC 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 STC.

[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 STC shall be chaired by the Immediate Past President and composed of no more than 50% of the other officers of the STC. The committee shall present its nominees for elected offices no later than the last day of May *member* meeting of the STC, or by electronic or mail and may be responsible for selecting nominees for delegate to the House of Delegates of the Council. The Secretary or chairperson of the Elections Committee shall inform the STC's President of Society election results.

[g] **Organizational Affairs Committee**

This committee is responsible for developing short term and long term goals for the STC and insuring the efficiency and effectiveness of the STC in meeting its objectives and the needs of the membership. This committee is also responsible for maintaining the Constitution and Bylaws of the Society. If this committee is not activated, then the Board of Directors will be responsible for maintaining the Constitution and Bylaws.

[h] **Regulatory Affairs Committee**

This committee, or the Legislative Liaison, is responsible for regulatory issues affecting the STC's membership and is responsible for keeping the Board of Directors informed of such issues, and-taking appropriate action as directed by the Board of Directors.

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 [6]* 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 STC members shall be notified of each meeting in a timely manner.

### Article II Quorum

Due to this chapter having a very large geographical distribution, ten (10) percent of STC primary active members shall constitute a quorum at a member meeting of the STC. If queried, the Secretary is responsible for determining whether a quorum is present. If the Secretary is unavailable, the President- Elect will determine 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 STC'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, or via electronic or mail distribution. 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 STC members by electronic or mail ballot, or by vote at a regular meeting. The returned ballots shall be counted and the results reported back, by the STC's President, to the STC'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

Note: Item[s] to be deleted have a strike thru. Item[s] to be added are in *italics*.  
8/4/2009

**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 Stc, shall be disposed of as follows:**

- [a] All liabilities and obligations of the STC shall be paid and discharged, or adequate provision shall be made thereof.**
- [b] Assets held by the STC 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 STC shall be transferred or conveyed, to the following: 1.- Council or 2.-New York State Council of Health-system Pharmacists Research and Education Foundation 3.-or other organization or scholarship as voted by majority of Board of Directors**