

CONSTITUTION AND BYLAWS
OF
THE MARYLAND SOCIETY OF HEALTH-SYSTEM PHARMACISTS,
INCORPORATED

CONSTITUTION

Article I. Name, Seal and Offices.

(a)Name.

The name of this corporation shall be The Maryland Society of Health-System Pharmacists, Incorporated.

(b)Seal.

The seal of the corporation shall be circular in form and shall bear on its outer edge the words The Maryland Society of Health-System Pharmacists, Incorporated and in the center, the words and figures, Incorporated, Maryland 1969.

(c)Offices.

The principal office of the corporation shall be in Maryland. The corporation may also have offices at such other places as a majority of the members may from time to time appoint or the purposes of the corporation may require.

Article II. Objectives and Definitions.

(a)The Objectives of the Society shall be:

(1)To advance public health by promoting the professional interests of pharmacists practicing in health-systems and other organized healthcare 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 healthcare industry, and the public.
- g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
- h. Promoting the welfare of pharmacists and associated personnel.

(2) To foster rational drug use in society such as through advocating appropriate public policies toward that end.

(3) To pursue any other lawful activity that may be authorized by MSHP's Board of Directors.

(4) To promote research in health-systems pharmacy practice and in the pharmaceutical sciences in general.

(5) To disseminate pharmaceutical knowledge by providing for interchange of information among health-systems pharmacists and members of allied specialties and professions.

(b) Definitions:

(1) A health-system pharmacist shall be defined as any legally qualified pharmacist currently practicing pharmacy in a health-system or affiliated facilities, or actively engaged in the administration, planning, or supervision of pharmaceutical practices in health-systems or affiliated facilities. Those health-system pharmacists engaged in organizational work in health-system pharmacy practice, or are temporarily unemployed, may be classified as active members by action of the Board of Directors upon request of the member concerned.

Article III. Membership.

The membership of the Society shall consist of active, associate, new graduate, resident/fellow, pharmacy technician /ancillary, honorary, senior, and student members as provided in the Bylaws.

Article IV. Officers.

The officers of the Society shall be the President, Immediate Past President, President-Elect, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with the Constitution or Bylaws as may be appointed and determined by the Board of Directors. None of the offices may be held by the same person simultaneously. Each officer of the Society shall be elected for the term of one year unless otherwise provided by the Bylaws.

Article V. Board of Directors.

There shall be a Board of Directors of the Corporation consisting of officers and elected Directors as provided in the Bylaws.

Article VI. Amendments.

Every proposition to alter or amend this Constitution and Bylaws shall be submitted in writing by two or more active members of the Society to the Board of Directors and shall be approved by a majority of votes cast at a subsequent meeting of the Board of Directors of which meeting, the Directors must be given seven days written and/or electronic notice notifying them of the time, place and proposition to be passed upon at the meeting. It shall then be submitted to the membership at a regular meeting for vote of which meeting, each member entitled to vote in accordance with the Bylaws shall receive seven days written or electronic notice, notifying him/her of the time, place and proposition to be passed upon at the meeting. A majority of the votes cast shall be required to approve the amendment.

Article VII. Affiliation.

The Society shall be affiliated with the American Society of Health-System Pharmacists.

BYLAWS

Chapter I. Membership and Meeting of Members.

Article I. Members.

The membership of the Society shall consist of individuals interested in the objectives of the Society.

(a) Active Members shall be pharmacists in good professional standing, whose practice is in health-systems, clinics, dispensaries, long term care facilities and nursing homes, inclusive of educational or administrative positions. Active members shall have the right to vote in accordance with the provisions of the Constitution and Bylaws and as more fully defined in the Bylaws Chapter I, Article VII (e).

(b) Associate Members may be elected from among individuals who by their work in the health services such as sales representatives of pharmaceutical or related companies, health-system pharmacy inspectors, instructors of prospective health-system pharmacists, or anyone else who contributes to health-system pharmacy, make themselves eligible for membership. Associate members shall receive publications and general communications of the Society, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office.

(c) New Graduate Members are licensed pharmacists who have graduated from an accredited school of pharmacy with their first professional degree in the last calendar year. New Graduate members shall have the same rights and privileges as Active Members in accordance with the provisions of the Constitution and Bylaws. This membership is effective for one year.

(d) Pharmacy Residents/Fellows are licensed pharmacists who are currently enrolled in a Pharmacy Resident or Fellowship program. These members have the same rights and privileges as Active Members in accordance with the provisions of the Constitution and Bylaws

(e) Pharmacy Technician members are other support personnel working in a health-system pharmacy. These members shall receive publications and general communication of the Society, may attend meetings, may be granted the privilege of the floor, shall be entitled to vote but not hold an elected office.

(f) Supportive Personnel members are other support personnel working in a health system pharmacy. These members shall receive publications and general communication of the Society, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or to hold an office.

(g) Honorary Members may be elected from among individuals who are or have been especially interested in, or who have made outstanding contributions to health-system pharmacy practice. Honorary members shall not pay dues, but can vote and hold office and be entitled to all other incidents of an active member if eligible for active membership.

(h) Senior Members are current or previously registered pharmacists who are 60 years of age or greater. Senior Members reserve the same rights and privileges as Active Members in accordance with the provisions of the Constitution and Bylaws

(i) Student Members shall consist of any undergraduate student of an accredited School of Pharmacy. These members shall receive publications and general communications of the Society, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office.

Article II. Rights of Members.

The rights of any member as set forth in Chapter I, Article I, shall cease upon the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

Article III. Dues.

Dues will be established by the Board of Directors under advisement of the Finance committee and approved by the membership in accordance with these Bylaws.

Article IV. Period of Membership.

The period of membership shall be a one year rolling period based on the month or original membership. Dues shall be due and payable at the time a new member joins and yearly on the first day of the membership period. Unpaid membership privileges in the Society will continue for 60 days after which time the member's name will automatically be removed from the membership rolls.

Any member whose name has been deleted from the rolls for non-payment of dues may be reinstated provided his arrears have been paid.

Article V. Expulsion.

Any member may be expelled for improper professional conduct or for violation of the obligations of the Constitution and Bylaws. No person shall be expelled unless he/she shall be given due notice of the charge and shall have had an opportunity to be heard by the Board of Directors. All charges must be made in writing to the Board of Directors by at least three active members in good standing. The Board of Directors shall take such steps as may be necessary and fair to the accused to establish the accuracy of the charges. No person shall be expelled unless he/she shall have received for expulsion two-thirds of all the votes cast at an executive session of the general membership attended only by voting members. The accused and all active members shall receive at least two weeks notice in writing of the purpose of the meeting at which the votes will be cast.

Article VI. Compensation.

Members shall not receive any salary or other compensation for their services. The Board of Directors, however, shall have the power in its discretion to contract for and to pay to members rendering unusual or special services to the Society as special compensation appropriate to the value of such service.

Article VII. Meetings.

(a) Regular Meetings. The Society shall hold a minimum of six regular meetings during the course of a calendar year. Members will be notified with written notice, stating the date, time and place of said meeting.

(b) The Annual Business Meeting of the members of the Society shall be held at a place designated by the President in the fall of each year, for the purpose of presenting the annual report of the Board of Directors and presentation of the budget for approval.

Notice of the time, place and purposes of the annual business meeting shall be served, either , electronically or by mail, not less than ten or more than thirty days before the meeting upon each person who appears upon the books of the Society as a member, and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the Society, unless he/she shall have filed with the Secretary of the Society, a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

(c) Special Meetings. Special meetings of the members other than those regulated by statute, may be called at any time by the President and must be called by the President upon receipt of the written request of one-third of the members of the Society entitled to vote.

Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served electronically or by mail upon each member residing within the United States, not less than five nor more than thirty days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the Society, unless he/she shall have filed with the Secretary of the Society a written request that notices intended for him/her shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

(d) Quorum. At any meeting of the membership of the Society the presence of twenty-five (25) of the members in person entitled to vote shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws.

(e) Voting. At every meeting of membership each member shall be entitled to vote in person only. Each member of the Society shall be entitled to one vote. The vote for Officers and Directors and, upon the demand of any member, the vote upon any questions before the meeting, shall be by written ballot. All questions shall be decided by a majority vote of the

persons present in person and entitled to vote. All elections as provided by these Bylaws shall be decided by a majority of the votes cast.

(f) Waiver of Notice. Whenever, under the provisions of any law or under the provisions of the certificate of incorporation or Bylaws of this Society, the Society or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Society, the member or members entitled to such notice may waive in writing their right to participate in the action to be taken.

Chapter II. Officers.

Article I. Election.

The President shall appoint a Nominating Committee, which shall consist of a Chairman. This Committee shall nominate a slate. The Committee shall present the nominations to the membership at which time additional nominations may be made by any active member. Officers will be selected by ballot mailed after this meeting and returned by the date printed on the ballot.

Article II. Counting of Ballots.

The ballots of dues paid members only, postmarked within fourteen days of the date printed on the ballot, will be submitted by the Executive Director to the Board of Directors who will count the votes and shall then notify all candidates and the membership of the results of the ballot.

Article III. Installation of Officers.

The Officers thus elected by a majority vote shall be installed at the annual installation meeting. Each officer shall serve for the term of one year, starting January 1.

Article IV. Duties.

(a) President. The President shall preside at all meetings. He/she shall have the usual administrative powers of his office, except as otherwise provided. He/she shall appoint all committees not otherwise provided for and shall be an ex-officio member of all committees. He/she shall be the Chairman of the Board of Directors.

(b) Immediate Past President. The Immediate Past President shall be a member of the Board of Directors.

(c) President-Elect. Unless otherwise specified in the Bylaws, the President-Elect shall perform the duties of the office of President whenever the President shall be unable to do so. He/she shall be a member of the Board of Directors.

(d) Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/she shall be responsible to attend and keep the minutes of the meetings of the society. In the absence of the secretary the Executive Director will be responsible for taking the minutes, He/she shall, in general, perform the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. He/she will assist the incoming Secretary with his/her duties.

(e) Treasurer. The Treasurer shall have the custody of funds, property and securities of the Society, subject to such regulations as may be imposed by the Board of Directors. He/she will serve as chairperson of the finance committee. He/she is required to give bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of the Society for collection checks, notes and other obligations, and shall deposit the same to the credit of the Society at such bank or banks or depository as the Board of Directors may designate. He/she shall sign all checks of the Society and all bills of exchange and promissory notes issued by the Society, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors, or by these Bylaws to some other office, or agent of the Society. He/she shall make such payments as may be necessary or proper to be made on behalf of the Society. He/she shall enter regularly on the books of the Society to be kept by him/her for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Society and shall exhibit such books at all reasonable times to any director or member on application at the offices of the Society. He/she shall, in general, perform all duties incident to the office of Treasurer, subject

to control of the Board of Directors. Immediately following the term of Treasurer, he/she will assist the incoming Treasurer with his/her duties

(f) Executive Director. The Executive Director shall be responsible for the day to day administrative activities of the Society, He/she shall be an independent consultant contracted by the MSHP Board of Directors. The detailed duties of the Executive Director shall be agreed to and documented in a signed contract between the consultant and the MSHP Board.

Article V. Vacancies.

The Board of Directors is directed to fill all vacancies in office which may occur by death, resignation, retirement, disqualification, or any other cause. If the President shall become unable to perform the duties of his office, the President-Elect shall succeed to the office of the President. He/she shall continue to so serve for the remaining portion of the unexpired term.

If both the President and President-Elect become unable to perform the duties of their offices, the Board of Directors shall elect from among their number, a President Pro Tempore to serve for the remaining portion of the unexpired term.

Should any other officer become unable to perform the duties of his/her office the Board of Directors are directed to fill such vacancy until the next general election.

Article VI Expulsion from Office

An officer may be expelled from office for not performing the duties or for violation of the obligations of the Constitution and Bylaws, No person shall be expelled unless he/she shall be given due notice of the charge and shall have had an opportunity to be heard by the Board of Directors. All charges must be made in writing to the Board of Directors by at least three active Board members in good standing. The Board of Directors shall take such steps as may be necessary and fair to the accused to establish the accuracy of the charges. No officer shall be expelled unless he/she shall have received for expulsion two –thirds of the vote of the Board of Directors. The accused officer shall receive at least two weeks notice in writing of the purpose of the meeting at which the votes will be cast.

Chapter III. Board of Directors.

Article I. Composition.

The Board of Directors shall consist of the President, the Immediate Past President, the President-Elect, the Treasurer and the Secretary, Chairman of the Membership Committee, Honorary MPhA member, liaison of any regional MSHP Chapters, and three directors who shall be elected by the membership. The total number of Directors shall remain within the limits fixed by the certificate of incorporation of the Society, and may be increased or decreased by amendment to these Bylaws. When the number of directors is so decreased by amendment, each director in office shall serve his term until it expires, or until his resignation or removal is effected as herein provided.

Article II. Election.

Members of the Board of Directors who shall serve as officers of the Society are elected as described in Chapter II, Articles I, II, and III. Upon completion by each of the existing elected Directors of their present terms, and thereafter, there shall be elected one member each year to serve as a member of the Board of Directors. The Nominating Committee shall present to the Society a slate of candidates for election to each vacant seat on the Board of Directors accruing each year, said election to be conducted in the manner prescribed for the election of officers of the Society in Chapter II, Articles I, II, and III.

Article III. Term.

The elected director shall serve for a term of three years beginning with the general meeting of the Society in the month of January.

Article IV. Vacancies.

If the office of an elected member of the Board of Directors shall become vacant due to death, resignation, retirement,

disqualification, or any other cause, such office shall be filled by the Board of Directors until the next general election.

Article V. The President of the Society shall serve as Chairman of the Board of Directors.

The Secretary shall serve as Secretary of the Board of Directors.

Article VI. Meetings.

(a) Organization Meeting. Immediately after the Installation Meeting, the newly elected directors may meet forthwith, or shortly thereafter, for the purpose of organization, and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the directors.

(b) Regular Meetings. In addition to the Organization Meeting, the Board of Directors shall meet at such other times as it may determine, or at the call of the Chairman, or upon the written request of any three members of the Board of Directors. The Board shall meet a minimum of six times each year. The scheduled dates shall be announced to the general membership.

(c) Notice of Meetings. Notice of all directors' meetings except as herein otherwise provided, shall be given by mailing or by electronic mailing the same at least three days before the meeting to the address of the directors, but such notice may be waived by any director. Any business may be transacted at any directors meeting.

(d) Open Sessions. All Board of Directors meetings are open to Society members at all times.

Article VII. Chairman.

At all meetings of the Board of Directors the President or, in his/her absence, the President-Elect, or in his/her absence a Chairman chosen by the directors present, shall preside.

Article VIII. Quorum.

At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. Those present may adjourn the meeting from time to time without further notice to any absent directors.

Article IX. Duties.

The Board of Directors shall have charge of the property of the Society and shall have authority to control and manage the affairs and funds of the Society; to make ultimate decisions regarding the acts of Committees and officers or professional matters as well as administrative, fiscal, and other matters when the general membership is not in session; to accept, on behalf of the Society, grants, contributions, gifts, bequests or devises to further the purpose of the Society; to do and perform all acts and functions not inconsistent with these Bylaws or with any action taken by the membership, and shall report actions taken on major policy matters to the next meeting of the general membership.

The Board of Directors shall file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the directors, showing (a) the whole amount of real and personal property owned by the corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; and (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations, or expenditures have been made. This information shall be available to the membership upon request.

Article X. Agents and Representatives.

The Board of Directors may appoint such agents and representatives for the Society with such powers and to perform such acts or duties on behalf of the Society as the Board of Directors may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

Article XI. Contracts.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Article XII. Advisory Committee.

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Society in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services. The Board of Directors shall have the power in its discretion to contract for and to pay to any member of any advisory committee, rendering unusual or exceptional services to the Society, special compensation appropriate to the value of such services.

Chapter IV. Delegates to ASHP.

Article I. Election and Instruction of ASHP Delegates

Members volunteer to serve as a delegate representing MSHP. One alternate delegate in addition to regular delegates apportioned by ASHP will be elected. The alternate will be designated based on the number of votes received in the election. Election results will be tabulated and announced in the newsletter.

The Society elects delegates to the House of Delegates of the American Society of Health-System Pharmacists yearly by mail ballot. Those members who place their names in nomination as delegates are bound to perform as instructed by the membership and/or Board of Directors of the Society in voting before the House of Delegates. However, if circumstances during a session of the House of Delegates indicate that the membership and/or Board of Directors was acting under misleading or incomplete information in instructing the delegates, any member of the delegation may request a caucus of the official delegates of the State of Maryland for the purpose of discussing the issue. Upon unanimous decision of the official delegates, the Maryland delegates may elect to switch their votes in total, contrary to instructions of the membership and/or Board of Directors, on any issue. However, if the delegates cannot reach a unanimous decision, they are to vote as originally instructed.

Chapter V. Financial Provisions.

Article I. Budget.

The President-Elect of the Society, with the aid of the Treasurer, prepares an annual budget for the fiscal year of the Society. The annual budget is submitted to the Board of Directors at least one week prior to a scheduled board meeting. The Board of Directors may approve, amend or otherwise direct changes to be made in the budget before the budget is presented to the membership for approval.

The fiscal year of the Society is January 1st to December 31st. The budget is presented to the membership in the fall for approval.

Article II. Authorized Disbursements.

The President and/or Treasurer may authorize disbursement of Society funds under the following conditions:

- (a) Budgeted funds may be disbursed by the Treasurer and/or President.
- (b) The President may authorize the disbursement of funds from the Society's President's Discretionary Account in an amount not to exceed the annual budget allocation.
- (c) The approval of the Board of Directors is needed to disburse funds in the following cases:
 - (1) The required funds are in excess of 10 percent of the prepared budget.
 - (2) The expense cannot be charged to the Society's miscellaneous budget for any reason.

Article III. Voting Upon Stock of Other Corporations.

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Society to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Society may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Society might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article IV. Prohibition Against Sharing in Corporate Earnings.

No member, director, officer, or employee of, or member of a committee, or person connected with the Society, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Society. All members of the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, after all debts have been satisfied, then remaining, in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in each amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application by the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article V. Investments.

The Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgement of the Board of Directors, without being restricted to the class of investment which a director is or may hereafter be permitted by law to make or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article VI. Exempt Activities.

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such code and Regulations as they now exist or as they may hereafter be amended.

Chapter VI. Parliamentary Procedure.

Article I. Robert's Rules.

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

Chapter VII. Standing Committees.

Article I. Appointments.

Standing Committees are appointed annually, by the President, from members of the Society unless otherwise provided in these Bylaws. Appointed Standing Committees include:

1. Educational Programming Committee
 - a. Bi-Annual Seminars
 - b. Evening Monthly Programs
2. Communications Committee
 - a. Legislative Affairs
 - b. Public Affairs
 - c. Publications
3. Emergency Preparedness
4. Finance
5. L.E.A.R.N. (Education and Research)
6. Medication Safety
7. Membership
8. Nominations and Awards
 - a. W. Arthur Purdum Committee
9. Student Mentoring

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