

GCSHP Constitution and Bylaws

Constitution

ARTICLE I Name

The name of this organization shall be the Gulf Coast Society of Health-System Pharmacists, hereinafter referred to as the Society.

ARTICLE II Mission

The Society is dedicated to the advancement of the profession of pharmacy. The

Society shall endeavor to accomplish this mission by:

1. Fostering the professional growth and development of its members through educational and skills enhancement programs;
 2. Establishing and maintaining standards of professional practice and ethics based on the APhA/ASHP Code of Ethics;
 3. Supporting the development of collegial relationships and camaraderie among peers through fellowship and professional interchange forums
 4. Informing its members of legislation impacting the practice of pharmacy and other health care professions, and involving members in organized political activities designed to address such legislative issues;
 5. Promoting research related to pharmacy practice, pharmaceutical care, pharmacoconomics, patient outcomes, and other areas of pharmaceutical science.
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ARTICLE III Membership

The membership of the Society shall consist of active, associate, honorary, student, and technician members as provided in the Bylaws.

ARTICLE IV Officers

The officers of the society shall be a President, An Immediate Past President, A President-Elect, a Recording Secretary, a Membership Secretary, a Treasurer, and two Directors. The President

Elect shall be elected annually for a term of one year and shall ascend successively to the offices of President and Immediate Past President, serving one year in each position. The Recording Secretary and the Membership Secretary shall be elected for two year terms in odd-numbered years. Director #1 shall be elected for a two year term in even-numbered years. Director #2 shall be elected for a two-year term in odd-numbered years. The Treasurer shall be elected for a two year term in even-numbered years.

ARTICLE V Board of Directors

There shall be a Board of Directors of the Society consisting of officers as provided in the Bylaws.

ARTICLE VI Amendments

Every proposition to alter or amend this Constitution shall be submitted in writing by two or more active members at a regularly scheduled business meeting of the Society. The Board of Directors, upon its own initiative, may also propose amendments to the Constitution. A two-thirds vote by the Board of Directors is required in order to present proposed changes to the membership at the next scheduled business meeting of the Society.

Changes being proposed must first be approved by a majority of active members present at a business meeting. If said changes are approved, amendments shall then be presented to all active members of the Society via a mailed ballot. Ballots will be sent in the same manner as that employed for election of officers, as provided in the Bylaws. A majority of mail votes in favor of change is required for adoption of any amendment.

All proposed changes to this Constitution must be submitted to and approved by the Board of Directors of the Texas Society of Health-System Pharmacists prior to ratification by the membership.

ARTICLE VII Approval

This Constitution has been approved by vote of the Board of Directors of the Texas Society of Health-System Pharmacists on the ____ day of _____, 19__.

BYLAWS

CHAPTER I MEMBERSHIP

ARTICLE I Members

The membership of the Society shall consist of individuals interested in the mission of the Society. Only active or honorary members may vote or hold office.

Specific issues relating to an individual's qualifications shall be determined by the Board of Directors, with notice and due process.

- **Active Members**
Active members shall be pharmacists licensed by any state, district, or territory of the United States who have paid dues and support the purposes of GCSHP as presented in Article II of the GCSHP constitution.
- **Honorary Members**
Honorary members may be elected from among individuals who are making or have made outstanding contributions to hospital pharmacy. Honorary members shall not pay dues but may vote and/or hold office if eligible for active membership.
- **Associate Members**
Associate members shall be individuals other than licensed pharmacists who by their work or study in the health care field contribute to the mission of the Society, to include supportive/technician personnel. Associate members shall receive publications and general communications of the Society, may be granted privilege of the floor, but shall not be entitled to vote or hold an elected office.
- **Student Members**
Student members shall be individuals enrolled full-time in a pharmacy practice degree program (graduate or undergraduate) in an accredited college of pharmacy.

Article II Dues

Dues for active and associate members shall be thirty dollars per year. Dues for student members shall be fifteen dollars per year. Dues for members who are enrolled in recognized post-graduate residency training programs (as of January 1 of the dues year) shall be fifteen dollars per year. Dues for associate members who are working as supportive/technician personnel shall be fifteen dollars per year. Annual dues shall be for the calendar year and shall be due by the first of January. Honorary members are exempt from paying dues.

ARTICLE III Applications

- **Active, Associate, and Student**
Applications for active, student, and associate membership shall be prepared on the standard form and forwarded to the Treasurer of the Society. Dues shall accompany the application as indicated in Chapter I, Article II of the Bylaws. The Treasurer may approve all applications for membership, or when there is a doubt as to the qualifications of the applicant, may require concurrence by the Board of Directors. When an active member so changes his vocation as to no longer fit the definition of active member, the member automatically becomes an associate member with the rights and privileges of associate membership.
 - **Honorary Members**
Nominations for honorary membership shall be approved by unanimous vote of the Board of Directors and by a plurality vote of the active membership in attendance at a business meeting of the Society.
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ARTICLE IV

The period of membership shall be the calendar year. Any member in arrears for dues after the first quarter will cease to be a member of the Society.

CHAPTER II OFFICERS

ARTICLE I Nomination of President-elect, Recording Secretary, Membership Secretary, Treasurer, and Directors

The Director completing his/her first year of office will chair a committee of at least three members to prepare a list of qualified nominees for the election of new officers. Other members of the Nominations Committee will include the President-elect and one active member who is not on the Board of Directors. Additional committee members may be appointed by the Chair provided they are approved by the Board.

A list of at least two nominees for each of the following positions will be prepared by the Nominations Committee: in odd numbered years - Recording Secretary, Membership Secretary, President-elect, and Director; in even numbered years - Treasurer, President-elect, and Director.

Additional nominations will be received from the general membership at the first business meeting of the calendar year. Nominations will be closed at that time to any additions to the election ballot.

ARTICLE II Election

Ballots listing candidates shall be submitted to all active members of the Society within 15 days after nomination. Each member shall indicate one choice for each office and return the ballot postmarked or electronically submitted by the deadline printed on the ballot.

ARTICLE III Authentication of Ballots

- All ballots returned by qualified voters in the specified manner will be tabulated by a Board of Canvassers, composed of two active member of the Society who are not otherwise involved in the election process. The Board of Canvassers shall be appointed by the President at the first business meeting of the calendar year. Results tabulated by the Board of Canvassers shall be certified by the President.
 - In the event of a tie, another ballot will be prepared and sent to the active membership.
 - All members of the Society shall be informed by the Membership Secretary of the election results prior to the installation of new officers.
 - Ballots shall be held by the Recording Secretary for a period of one year.
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ARTICLE IV Installation

Installation of new officers shall be conducted at a meeting of the Society that is held not less than 30 days prior to the Texas Society of Health System Pharmacists Annual Seminar. Their term of office shall commence with their installation.

ARTICLE V Duties

- President.
The President shall be the principal elected official of the Society and will be so recognized at all Society affairs and activities. He/She shall appoint, with the approval of the Board of Directors, the Chair and approve members of all councils and committees, and be an ex-officio member of each council. He/She shall be a member of the Board of Directors and shall serve as its Chair. He/She shall be a member of TSHP and represent GCSHP through service as a member of the TSHP Board of Directors. He/She shall support activities of TSHP and ASHP.
- President-Elect.
The President-elect shall perform the duties of the office of the President whenever the President shall be unable to do so. He/She shall be a member of the Board of Directors and serve as its Vice-Chair. He/She shall serve in an oversight role for the Society's Annual Seminar. He/She shall be a member of TSHP and shall represent GCSHP through service as a member of the TSHP Board of Directors.
- Past-President.
The Immediate Past President shall be a member of the Board of Directors and shall

serve as its Chair in the absence of both the President and the President-elect. He/She shall develop and maintain liaison with other local, state, and national organizations.

- Recording Secretary.

The Recording Secretary shall:

1. record, prepare, and distribute agenda and minutes of all Society business meetings and all meetings of the Board of Directors;
2. prepare and distribute with the Membership Secretary all official documents of the Society as required by the Board of Directors and the President;
3. prepare a written report of all Recording Secretary activities and transfer this report along with files to the successor to the office at the close of the term of service;
4. perform other secretarial duties as required by the Board of Directors or the President;
5. forward a copy of the approved minutes of each board meeting and business meeting to a Secretary of TSHP not later than 30 days following approval date.

- Membership Secretary.

The Membership Secretary shall:

1. maintain membership records;
2. prepare and distribute ballots for all Society elections;
3. prepare and distribute proposed changes to the Constitution and Bylaws to the membership for approval;
4. distribute GCSHP newsletters and meeting notices to the membership;
5. prepare a written report of all Membership Secretary activities and transfer this report along with all files to the successor to the office at the close of the term of service; and
6. perform other duties as required by the Board of Directors or the President.

- Treasurer.

The Treasurer shall:

1. serve as custodian of Society funds and shall invest and distribute them at the direction of the Board of Directors. The Treasurer shall serve as Chair of the Committee on Finance. The Treasurer shall obtain validation of Societal expenses by the Finance Committee every three months.
2. the outgoing Treasurer shall be responsible for verification of Society assets within 30 days of vacating the office. Such verification shall be obtained by having a Certified Public Accountant review all financial records representing the term of office for compliance with Generally Accepted Accounting Principals.

- Directors.

The Directors shall represent the general membership on the Board of Directors. The second-year Director shall serve as the Society's Annual Seminar Chair and the first-year Director shall serve as vice-chair.

ARTICLE VI Vacancies

The Board of Directors is empowered and directed to fill all vacancies in the list of candidates on

the election ballot which may occur by death or resignation after the close of nominations and prior to the issuance of mail ballots.

If the President shall become unable to perform the duties of office, the President-elect shall assume the office of the President for the duration of the unexpired term. He/She shall then continue to serve as President for the subsequent Society year for which he/she was elected.

If both the President and President-elect shall become unable to perform the duties of their offices, the Board of Directors shall appoint a President Pro tem to serve for the remaining portion of the unexpired term. Nominations will be presented by the Nominations committee for the offices of President and President-elect and elections will be conducted in accordance with the provisions of these Bylaws.

If the Recording Secretary, Membership Secretary, Treasurer, or Directors becomes unable to perform the duties of office, the Board of Directors is empowered and directed to fill such vacancy for the duration of the unexpired term of office.

CHAPTER III BOARD OF DIRECTORS

ARTICLE I Composition

The Board of Directors shall consist of the President, Immediate Past president, President-elect, Treasurer, Recording Secretary, Membership Secretary, two Directors, and ex-officio members as appointed by the chair. No person shall occupy more than one position on the Board of Directors concurrently. Officers elected by the general membership or appointed to fill vacancies of such offices shall hold voting privileges on the Board of Directors.

ARTICLE II Election

- Officers on the Board of Directors are elected as described in Chapter II, Article II of these bylaws.
- Ex-officio members shall be appointed by the Chair and approved by the Board of Directors.

ARTICLE III Term

Each officer of the Board of Director shall serve a term which coincides with the term of office held in the Society as described by Article III of the Constitution. Ex-officio members shall serve terms as designated by the Chair and approved by the Board of Directors.

ARTICLE IV Vacancies

Vacancies shall be filled as described in Chapter II, Article VI of these Bylaws.

ARTICLE V Officers

The President of the Society shall serve as Chair of the Board of Directors. The President-elect shall serve as Vice Chair of the board of Directors. The Recording Secretary shall serve as the Secretary of the Board of Directors.

ARTICLE VI Committees

The Board of Directors will designate the following committees, among others, to report directly to the Board unless specified otherwise.

- **Committee on Finance**
The Committee on Finance shall consist of three members - the President, Past-president, and Treasurer - whose duties shall be to guide the Treasurer in handling the assets of the Society. The Committee on Finance shall establish all necessary bank accounts in the name of the Gulf Coast Society of Health-System Pharmacists, maintaining a general ledger, which will detail major activities individually. All expenses shall be approved by the Board of Directors. The Treasurer and President shall be authorized to sign all checks for the payment of Society bills.
- **Special Committees**
The president may appoint such Special Committees as are felt to be required for the activities of the term of office.

ARTICLE VII COUNCILS

- **Functions**
In order to achieve the goals of the Society, Councils shall be established which shall function in as advisory and developmental capacity to the Board of Directors. Thee Councils will develop and implement programs and policies authorized by the Board of Directors in their major areas of interest. Each Council shall meet at the request of the individual Council Chair.
- **Designated Councils**
 1. **Council on Education**
The Council on Education shall be responsible for guidance and assistance in planning and programming the Society's education and training activities. The Council on Education shall assist the Directors in planning Educational programs for the Society's Annual Seminar.

2. Council on Organizational and Professional Affairs
The Council on Organizational and Professional Affairs shall be responsible for reviewing the organizational structure of the Society, analyzing its effectiveness, and making recommendations for improvements. The Council will also be responsible for drafting proposed amendments to the Constitution and Bylaws. This Council shall be responsible for professional and scientific matters including establishing and maintaining all official Society publications.
 3. Council on Legal and Public Affairs
The Council on Legal and Public Affairs shall be responsible for developing local legislative contacts and for reviewing and interpreting proposed and existing legislation affecting public health and pharmacy practice. This Council shall identify community resources available to the Society, coordinate requests from the community for guest speakers and information pertaining to pharmacy, and coordinate the release of any public relations material to the news media and to the public regarding the Society or the profession of pharmacy. This Council shall also coordinate all official awards made by the Society.
 4. Council on Membership
The Council on Membership shall be responsible for soliciting new and renewal members. This Council shall also be responsible for recommending candidates for honorary membership and for developing and maintaining liaison with student associations and their faculty sponsors.
- Composition of Councils
 1. Chair
The Chair of each Council shall be appointed annually by the President with the approval of the Board of Directors. The Chair will be responsible to coordinate the activities of the Council and report activities and recommendations to the Board of Directors.
 2. Members and Sub-committee members
Members and Sub-committee chairs will be appointed by the Council Chair with the approval of the President and the Board of Directors. Vacancies will be filled in the same fashion.
 - Authority and Responsibility of Councils
 1. The Board of Directors shall have the authority to assign a specific matter to a Council for its consideration.
 2. The Board of Directors shall have final authority in approving recommendations of the Councils and in the determination of proposals which require approval by the membership.
 3. Councils shall not attempt to secure funds or obligate Society funds without prior approval of the Board.
 4. Councils shall not independently contact other organizations as representatives of the Society unless authorized by the Board of Directors or President.
 - Minutes of Council Meeting And Annual Reports

Each Council Chair will be responsible for providing the Board of Directors with minutes of the meetings of the Council. Each Council Chair will also prepare a written summary report annually outlining the activities and accomplishments of the Council at the end of the appointed term.

ARTICLE VIII Meetings

The Board of Directors shall meet at such times as it may determine or at the call of the Chair.

ARTICLE IX Quorum

The plurality of the Board of Directors shall constitute a Quorum.

ARTICLE X Responsibilities

The Board of Directors shall have the 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 councils on professional matters as well as administrative, fiscal, and other matters between business meetings of the Society; to do and perform all acts and functions not inconsistent with these Bylaws, and shall report actions taken on major policy matters to the next business meeting of the Society.

CHAPTER IV MEETINGS

There shall be a minimum of six meetings per year and others as determined by the Board of Directors. There shall be at least one business meeting per year. Members shall be notified of business meetings in advance.

CHAPTER V QUORUM

A quorum at any business meeting shall consist of twenty active members.

CHAPTER VI ORDER OF BUSINESS

Meetings shall be governed by the latest edition of Robert's Rules of Order when the rules are not in conflict with this Constitution and Bylaws. Business shall proceed in the following order:

1. Call to order
2. Reading and adoption of the minutes
3. Reports: Treasurer, President, Committees, Councils
4. Unfinished business
5. New business

6. Announcements
 7. Adjournment
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The Society shall be affiliated with the Texas Society of Health-Systems Pharmacists.

CHAPTER VIII AMENDMENTS

Every proposition to alter or amend these Bylaws shall be submitted in writing by two or more active members at a regularly scheduled business meeting of the Society. The Board of Directors, upon its own initiative, may also propose amendments to the Constitution. A two-thirds vote by the Board of Directors is required in order to present proposed changes to the membership at the next scheduled business meeting of the Society.

Changes being proposed must be first approved by a majority of active members present at a business meeting. If said changes are approved, amendments shall then be presented to all active members of the Society via a mailed ballot. Ballots will be sent in the same manner as that employed for election of officers, as provided in the Bylaws. A majority of mail votes in favor of change is required for adoption of any amendment.

All proposed changes to the Bylaws must be submitted to and approved by the Board of Directors of the Texas Society of Health-System Pharmacists prior to ratification by the membership.

CHAPTER IX RECORDS AND COMMUNICATIONS

ARTICLE I Access to Records

Any member shall have full access to view all Society documents and make copies thereof upon request to the Board of Directors and at the convenience of the keeper of the requested documents.

ARTICLE II Communications

Use of Fax machines, e-mail, internet, or other electronic means of communication and document transfer is permissible.

ARTICLE III Board of Directors Meetings Held via Telephonic Communication

The Board of Directors may hold meetings by telephonic means. All actions from such meetings must be ratified at the next regularly held Board of Directors meeting.

CHAPTER X Fiscal Year

The fiscal year of the Society shall be January 1 through December 31.

CHAPTER XI INDEMNIFICATION CLAUSE

Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that he, his testator in intestate, is or was a director, officer, or employee of the corporation or of any corporation, which he serves such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including without limitation, attorney's fees and amounts paid in satisfaction of judgment of in settlement, other than amount paid to the corporation by him, actually and necessarily incurred by or imposed upon him in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding that such officer, director or employee is liable for gross negligence or criminal malfeasance in the performance of his duties. Any amount payable pursuant to this section may be determined and paid, at the option of the person to be indemnified pursuant to procedure set forth from time to time in the Bylaws or by any of the following procedures:

- Order of the court having jurisdiction of any civil or criminal action, suit or proceeding,
- Resolution adopted by a majority of a quorum of the Board of Directors of the corporation without counting in such majority or quorum any interest director
- Order of any court having jurisdiction over the corporation.

Such right of indemnification shall not be exclusive of any other right which such officers, directors and employees of the corporation and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statements, they shall be entitled to their respective rights of indemnification under any provisions of the Articles of Incorporation of Bylaws, agreement, vote of shareholders, provisions of law or otherwise as well as their rights under this section.

CHAPTER XII DISTRIBUTION OF ASSETS

In the event of the liquidation and dissolution of the Society, any properties, funds or monies, securities or other assets remaining in the treasury of, or the account of, the Society shall be disposed of as follows:

- all liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made therefore;
- assets held by the Society subject to legally valid requirements for their return, transfer of conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements;
- all remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to the Texas Society of Health-System Pharmacists to be used in whatever manner it shall deem appropriate or to a similar qualifying non-profit organization as recognized by the Internal Revenue Service in the event the Texas Society of Health-System Pharmacists has ceased to exist.