

Gulf Coast Society of Health-System Pharmacy (GCSHP)

Constitution and Bylaws

CONSTITUTION

ARTICLE I: Name

The name of this organization shall be the Gulf Coast Society of Health-System Pharmacy, herein after referred to as the Society or GCSHP.

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, pharmacoeconomics, patient outcomes, and other areas of pharmaceutical science.

ARTICLE III: Objectives

The society shall foster the objectives of the Texas Society of Health-System Pharmacy, herein after referred to as "TSHP". Members of the society shall strive to implement the professional policies of TSHP among themselves and in the health-systems which they serve.

ARTICLE IV: Membership

The membership of the Society shall consist of active, associate, honorary, student, and technician members as provided in the Bylaws, who are active members of TSHP. All Chapter members should be supportive of the mission of the TSHP. The term of membership will be defined by the application and dues submitted through TSHP.

ARTICLE V: Officers

The officers of the society shall be:

1. President
2. Immediate Past President
3. President-Elect
4. Recording Secretary
5. Communications Secretary
6. Treasurer
7. New Practitioner Ambassador
8. Junior Director
9. Senior Director

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, Communications Secretary, and New Practitioner Ambassador shall be elected for two year terms in odd-numbered years. The Junior Director shall be elected annually for a term of one year and shall ascend successively to the office of Senior Director, serving one year in each position. The Treasurer shall be elected for a two-year term in even-numbered years.

ARTICLE VI: Board of Directors

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

ARTICLE VII: 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 ballot. Ballots will be sent in the same manner as that employed for election of officers, as provided in the Bylaws. A majority of 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 TSHP prior to ratification by the Society.

ARTICLE VIII: Approval

This Constitution must be approved by vote of the Board of Directors of the TSHP prior to final ratification by the Society.

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 include Pharmacists, New Practitioners, Pharmacy Students, Technicians, Associate, Honorary, and Life Members, in accordance with TSHP membership designation. Active members shall have paid dues and support the purposes of GCSHP as presented in Article II of the GCSHP constitution.
- Pharmacist Members
 - Pharmacist members are individuals who are licensed or eligible for a license as a pharmacist by any state, district, or territory of the United States
- 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 local 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 healthcare field contribute to the mission of the Society, to include supportive, or industry 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 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.
- Technician Members
 - Individuals who are registered with a state board of pharmacy as a technician, certified as a pharmacy technician or employed as pharmacy technician or technician in training in any health care setting, work under the supervision of a licensed pharmacist, and assist in preparing, distributing or administering medication.

ARTICLE II: Dues

Dues for active and associate members shall be designated by membership type per TSHP with selection of the Society as local membership chapter. The period of membership shall be 12 months. Membership rates include a full year of membership. Expiration and renewal dates will be based on the date of membership fee payment in full. Membership will be eligible for renewal within 30 days of expiration date. Any member in arrears for dues after 30 days will cease to be a member of the Society.

ARTICLE III: Applications

Pharmacist, New Practitioner, Associate, Technician, and Student Applications for pharmacist, new practitioner, student, and associate membership shall be submitted to TSHP with accompanying dues. 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.

CHAPTER II: OFFICERS

ARTICLE I: Nomination of President-Elect, Recording Secretary, Communications Secretary, Treasurer, New Practitioner Ambassador, and Directors

The President-Elect will send electronic communication to active membership for a Call for Nominations with the goal of preparing a list of qualified nominees for the election of new officers one month prior to TSHP Annual Seminar. Additional active members may be appointed by the President-Elect to the Nominations Committee, provided they are approved by the Board to assist with nominations.

Voting ballot must have a goal of two nominees for each of the following positions: in odd numbered years – Recording Secretary, Communications Secretary, President-Elect, New Practitioner Ambassador, and Junior Director; in even numbered years - Treasurer, President-Elect, and Junior Director. Additional nominations will be received from the general membership. Nominations will be closed to any additions to the election ballot at a time period designed by the President.

ARTICLE II: Elections

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 electronically

submitted by the indicated deadline.

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 or more active members 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 board meeting of the calendar year. Results tabulated by the Board of Canvassers shall be certified by the President.
- Elections must be held prior to TSHP annual meeting.
- The election results will be determined by simple majority.
- 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 Communications 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.

ARTICLE IV: Installation

The officers shall be installed so that the term of office coincides with the terms of the TSHP Board of Directors.

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.

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. He/She shall also serve in an oversight role for the Annual Houston Area Residency Graduation in June of each year.

Recording Secretary

- The Recording Secretary shall record, prepare, and distribute agenda and minutes of all Society business meetings and all meetings of the Board of Directors. He/She shall prepare and distribute with the Communications Secretary all official documents of the Society as required by the Board of Directors and the President. He/She shall 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. He/She shall perform other secretarial duties as required by the Board of Directors or the President.

Communications Secretary

- The Communications Secretary shall maintain membership records. He/She shall prepare and distribute ballots for all Society elections. He/She shall prepare and distribute proposed changes to the Constitution and Bylaws to the membership for approval. He/She shall distribute GCSHP newsletters and meeting notices to the membership. He/She shall prepare a written report of all Communications Secretary activities and transfer this report along with all files to the successor to the office at the close of the term of service. He/She shall perform other duties as required by the Board of Directors or the President.

Treasurer

- The Treasurer shall 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.
- 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 Principles as necessary.

New Practitioner Ambassador

- The New Practitioner Ambassador shall represent the Society within the TSHP New Practitioner Section, and serve as a liaison between the Society and TSHP. He/She shall foster the development of New Practitioner resources and retention within the Society. He/She shall also serve in an oversight roles for the planning and coordination of resident educational activities and social/fellowship events.

Directors

- The two Directors shall represent the general membership on the Board of Directors.
 - The Senior Director, shall serve as the Chair of the Society's major annual social event and the Junior Director shall serve as vice-chair.
 - The Junior Director shall also serve in an oversight role for coordinating philanthropic/volunteer events for the organization.
 - The Directors shall support the President-Elect with planning of the Society's Annual Seminar event.

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 an elected board member other than the President and President-Elect fails to meet the requirements herein, the Board of Directors is empowered and directed to appoint a member to serve in their place. A two-thirds vote by the Board of Directors is required to successfully install the replacement officer.

ARTICLE VII: Requirements for Participation

- Each elected member of the board of directors or appointed committee chair is required to actively participate in and fulfill the required duties of his/her position as stated above.
- Each elected board member or appointed committee chair must attend the majority of board meetings held during their elected term and no more than 2 meetings per quarter may be missed without approval from the President.
- If any elected board member or appointed committee chair fails to meet the requirements herein, the Board of Directors is empowered and directed to remove that individual by a two-thirds vote by the Board.

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, Communications Secretary, New Practitioner Ambassador, 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: Elections

- 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.

Finance Committee

- 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 Society, 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.

Nominations Committee

- The purpose of the Nominations Committee is to ensure a fair, transparent, and inclusive process for identifying qualified candidates for all elected positions within GCSHP.
- The Nominations Committee shall consist of active members, as determined by the President-Elect and the Board
- The Nominations Committee shall:
 - Be convened no later than the Fall preceding the election cycle
 - Solicit nominations and encourage broad participation from eligible members.
 - Verify eligibility of all nominees according to GCSHP bylaws.
 - Prepare a slate of candidates for each elected position, ensuring competitive and equitable elections.

- As outlined by Article III, all ballots returned by qualified voters in the specified manner will be tabulated by a Board of Canvassers, composed of two or more active members of the Society who are not otherwise involved in the election process.

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

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. The 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. Additional councils may be initiated and developed as authorized by the Board of Directors to meet additional member and organizational needs.

Designated Councils

- Education Council
 - The Education Council shall be responsible for guidance and assistance in planning and programming the Society's education and training activities, including but not limited to educational dinners, continuing education events at the Society's Annual Seminar, and other programming.
 - The Education Chair(s) shall be appointed and serve for a term as designated by the President.
- Membership Council
 - The Membership Council 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.
 - The Membership Chair(s) shall be appointed and serve for a term as designated by the President.
- Student Council
 - The Student Council shall be comprised of one student leader representative from each local College of Pharmacy, as selected by each University's Student Society of Health System Pharmacy (SSHP). The student council shall be responsible for development and retention of student members.
 - Student representatives shall be appointed by the President and serve a 1-year term.
- Industry Council
 - The Industry Council shall be responsible for supporting member needs pertinent to pharmaceutical industry practice.
 - The Industry Chair(s) shall be appointed and serve for a term as designated by the President.
- Technician Council
 - The Technician Council shall be responsible for supporting technician member needs.
 - The Technician Chair(s) shall be appointed and serve for a term as designated by the President.
- Public Affairs and Advocacy Council
 - The Public Affairs and Advocacy Council shall be responsible for supporting legislative priorities of the organization, as also determined by TSHP, monitor legislative developments, and coordinate advocacy campaigns.
 - The Public Affairs and Advocacy Council Chair(s) shall be appointed and serve for a term as designated by the President.

Composition of Councils

- 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.
- Members and Sub-committee chairs will be appointed by the Council Chair with the approval of the President. Vacancies will be filled in the same fashion.

Authority and Responsibility of Councils

- The Board of Directors shall have the authority to assign a specific matter to a Council for its consideration.
- 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.
- Councils shall not attempt to secure funds or obligate Society funds without prior approval of the Board.
- 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 general membership meeting per year. Members shall be notified of general membership meetings in advance.

CHAPTER V: 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

CHAPTER VI: AMENDMENTS

Every proposition to alter or amend these Bylaws shall be submitted in writing by two or more active members at a regularly scheduled 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 meeting of the Society. Changes being proposed must be approved by a majority of responding active members via an electronic ballot sent to all membership. Ballots will be sent in the same manner as those employed for election of officers, as provided in the Bylaws. A majority of 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 TSHP prior to ratification by the membership.

CHAPTER VII: 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.

CHAPTER VIII: FISCAL YEAR

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

CHAPTER IX: 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 X: 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 TSHP 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 TSHP has ceased to exist.

CHAPTER XI: Affiliation

The society shall be an affiliated chapter of TSHP and shall meet the Requirements of Affiliation as required by TSHP. Members of the society must be active members of TSHP.

CHAPTER XII: Inactive Status

At such time that the society as an Affiliate Chapter finds that sufficient interest does not exist among members in the area to continue an active organization, it may become inactive for a period not to exceed 365 days. In doing so, the society shall forfeit its representation on the TSHP Board of Directors, if required by TSHP Bylaws and shall forward any remaining chapter monies to TSHP to be held in escrow for re-organization of the society. If the society, as an Affiliate Chapter does not re-organize within 365 days of inactive status the society will be dissolved.

CHAPTER XIII: Disaffiliation

Failure of the society to continue to meet the requirements as set forth by TSHP may be grounds for disaffiliation. Disaffiliation of an Affiliated Chapter shall be considered by the TSHP Board of Directors at a regularly scheduled meeting. Following these considerations, the President of the society shall be notified within 14 days and shall have the opportunity, no later than the next scheduled TSHP Board meeting, to show cause as to why the disaffiliation should not occur. Disaffiliation shall take place by a majority vote of the TSHP Board of Directors. An Affiliated Chapter that has been disaffiliated may apply for affiliation as set forth in these Bylaws.