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# Oregon Society of Health-System Pharmacists *(OSHP)*

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## Constitution & Bylaws

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## **OSHP Constitution**

### **ARTICLE I. NAME and OBJECTIVES**

#### **A. NAME**

This organization shall be known as the Oregon Society of Health-System Pharmacists, hereinafter referred to as OSHP.

#### **B. OBJECTIVES**

The objectives of OSHP shall be:

1. To provide the benefits of a qualified health-system pharmacist to our patients, to the institutions which we serve, to the members of allied health professions with whom we are associated, and to the profession of pharmacy.
2. To assure a high quality of professional practice through the establishment and maintenance of standards of professional ethics, education, and training.
3. To promote research and education in health-system pharmacy practice and in the pharmaceutical sciences in general.
4. To disseminate pharmaceutical knowledge by providing for interchange of information among health-system pharmacists and members of allied specialties and professions.
5. To support the Mission, approved by the Board of Directors, consistent with the above objectives.

## **ARTICLE II. MEMBERSHIP**

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

## **ARTICLE III. OFFICERS**

The officers of OSHP shall be a President, an Immediate Past President, a President-Elect, a Secretary, and a Treasurer. The officers shall serve as the members of the OSHP Executive Committee. The President-Elect shall be elected annually for a term of one (1) year and shall ascend successively to the office of President and Immediate Past President, serving one (1) year in each position. The Secretary and the Treasurer shall be elected on alternate years for a two (2)-year term of office.

## **ARTICLE IV. BOARD OF DIRECTORS**

There shall be a Board of Directors of OSHP consisting of Officers, two (2) Board Members-at-Large, Chapter Chairpersons, Chapter Chairpersons-Elect, Council Chairs, Student Chapter Presidents, and Technician Chapter President, as provided in the Bylaws.

## **ARTICLE V. AMENDMENTS**

Every proposition to alter or amend this Constitution shall have been submitted in writing by three (3) active members or by the Organizational Affairs Council to the Board of Directors and disseminated to the membership. The proposed amendment shall then be submitted to ASHP for review and approval. Approval or disapproval of any amendment to the Constitution of OSHP shall be submitted to the entire Active Membership for a vote by ballot. A majority of the votes cast is required for approval. Minor grammatical changes that do not alter content or intent of the Bylaws do not require a vote of the membership.

- *End of Constitution* -

# OSHP Bylaws

## CHAPTER ONE. MEMBERSHIP

### ARTICLE I. Members

The membership of OSHP shall consist of individuals who support its objectives.

#### A. *Active Members*

Active Members shall be licensed pharmacists with a board of pharmacy, or retired pharmacists who actively support the objectives of OSHP. The privileges of Active Members shall include, but are not limited to: voting on all matters submitted to them; holding elective or appointed positions after meeting all other qualifications.

#### B. *Associate Members*

Associate membership shall consist of technician members, student members, and supporting members. Associate Members shall receive publications and general communications of OSHP, may attend meetings, and may be granted the privilege of the floor, but shall not be entitled to vote or hold elected office, except as otherwise provided in these Bylaws.

1. Supporting Members may be individuals, other than health-system pharmacists, who by their work in the health services, the teaching of prospective health-system pharmacists or pharmacy technicians, or otherwise contributing to health-system pharmacy, make themselves eligible for membership.
2. Student Members must be enrolled in graduate or undergraduate programs in accredited colleges or schools of pharmacy.
3. Technician Members shall be licensed, registered, and/or certified pharmacy technicians with a board of pharmacy. These members should follow the Technician Chapter bylaws. Members in this category shall have the same privileges of Active Members, except pharmacy technician members may only vote in general elections for officers and other Board members and technician-related matters as determined by the Board of Directors. Further, technicians shall be able to hold only technician offices.

#### C. *Honorary Members*

Nominations for honorary membership must be submitted by at least two (2) other active members of OSHP, and must be approved by unanimous vote of the Board of Directors.

## **ARTICLE II. Area Chapter Affiliation**

Each Active and Associate Member shall be assigned membership in the local chapter geographically closest to the member's residence or place of practice or, if the member so requests, another chapter of their choice.

## **ARTICLE III. Dues**

- A. OSHP shall collect dues, and the Board of Directors shall annually assess and approve dues. Dues increases in excess of 20% from the prior year shall require a majority approval of the voting membership.
- B. Membership shall cease if dues are not paid within (60) days of the due date.
- C. A member in good standing may withdraw from OSHP by giving written notice. However, in such a case, no dues or fees shall be refunded.

## **CHAPTER TWO. OFFICERS**

### **ARTICLE I. Composition**

The officers of OSHP shall be the President, Immediate Past President, President-Elect, Secretary and Treasurer. The officers shall serve as the members of the OSHP Executive Committee.

### **ARTICLE II. Nomination**

The President shall annually establish a Nominations Committee that will solicit nominations of Active Members who live or work in Oregon from the floor of a chapter meeting or by mail or electronic communications. The Senior Board Member at Large shall serve as the chair of the committee.

The Nominations Committee shall present candidates for the office of President-Elect to the membership. Candidates for the office of President-Elect must be current active members of OSHP and ASHP, with at least 1 year history of service to or on either the board of OSHP, a similar state health-system pharmacy affiliate outside of Oregon, or ASHP. Every other year, the Committee on Nominations shall present candidates for Secretary (even years), or candidates for Treasurer (odd years), of OSHP. Prior to reporting the name of any candidate, the Committee shall confirm that the candidate is eligible and willing to serve.

### **ARTICLE III. Election**

Within sixty (60) days after their nomination, the Nominations Committee shall submit, to every Active Member of OSHP, the names of the candidates, together with a brief review of their professional background. The member shall indicate on the ballot the member's choice of candidates for the offices to be filled and return it within twenty (20) days of the date listed on the ballot. Election shall be by mail or electronic ballots as allowed by Oregon law.

#### **ARTICLE IV. Ballots**

Ballots may be distributed to the voting membership either electronically or by paper and will be distributed to the location or address on file with the organization at the time. The winner of any election will be the individual who receives the majority of votes cast.

This committee shall present to the Board of Directors, for certification, the results of the election. The President or a member of the Nominations Committee shall notify all candidates of the results of the election.

#### **ARTICLE V. Terms of Officers**

Terms of office for the President, Immediate Past President and President-Elect are one (1) year. Terms of office for the Secretary and Treasurer are two (2) years. Officers shall take office on June 1 following the election. They may not serve more than two (2) consecutive terms in the same position.

#### **ARTICLE VI. Duties of Officers**

##### ***A. President***

The President shall be the principal elected official of OSHP. **The President shall act as the official spokesperson of OSHP.** With approval of the Board of Directors, the President shall appoint all chairpersons of the councils and committees. The President shall appoint additional committees as needed. Except as otherwise provided, the President shall fill all vacancies by appointment. The President shall be a member of the Executive Committee and Board of Directors and serve as Chairperson of both.

##### ***B. Immediate Past President***

The Immediate Past President shall be a member of the Executive Committee and Board of Directors. In the absence of both the President and the President-Elect, the Immediate Past President shall serve as Chairperson of the Board and Executive Committee.

##### ***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 be a member of the Executive Committee and Board of Directors and serve as Vice Chair of both. The President-Elect shall assume other responsibilities as directed by the President.

##### ***D. Treasurer***

The Treasurer shall serve as custodian of OSHP funds. The Treasurer shall invest and disburse funds at the direction of the Board of Directors. The Treasurer shall be a member of the Executive Committee and Board of Directors. The Treasurer shall present periodic statements on the financial condition of the organization, and present a report and financial statement at the Annual Meeting. The Treasurer shall be elected on odd years.



**E. Secretary**

The Secretary shall be a member of the Executive Committee and Board of Directors and shall serve as Secretary of both. The Secretary shall record and maintain minutes of meetings of the Board of Directors, Executive Committee, and other meetings when directed by the President. The Secretary shall conduct OSHP's correspondence as directed by the President. The Secretary shall be elected on even number years.

**ARTICLE VII. Vacancies**

The Board of Directors shall fill unexpired terms of elected officials which may occur.

If the President becomes unable to perform the duties of office, the President-Elect shall immediately ascend to the Office of President. If both the President and President-Elect become unable to perform the duties of their offices, the Board of Directors shall appoint a current Board member, to serve as President for the balance of the unexpired term. At the next election, nominations shall be presented by the Committee on Nominations for the offices of President and President-Elect. They shall be elected according to the provisions of these Bylaws.

If the Secretary or Treasurer becomes unable to perform the duties of office, the Board of Directors is empowered to fill such vacancy until the next election when nominations will be made according to the provisions of these Bylaws.

**ARTICLE VIII. Removal of Board Members or Agents**

Any officer, member or agent elected or appointed by the Board of Directors, may be removed with or without cause by a majority vote of all members then serving on the Board whenever in their judgment the best interests of the association will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

**CHAPTER THREE. BOARD MEMBERS AT LARGE**

**ARTICLE I. Composition**

There shall be two (2) elected Board Members--at-Large.

**ARTICLE II. Election**

Election shall be in the manner described for the election of officers of OSHP, Chapter II, Articles II and IV of the Bylaws.

**ARTICLE III. Term**

Board Members-at-Large shall serve for a term of two (2) years beginning June 1 following the election. They may not serve more than two (2) consecutive terms. One (1) shall be elected each year to serve a two (2)-year term.

#### **ARTICLE IV. Duties**

Board Members-at-Large shall serve as members of the Board of Directors of OSHP.

Junior Board Member-at-Large shall be responsible for creation of slate of candidates of ASHP delegates and Senior Board Member at Large shall be responsible for creation of slate of candidates for the election of all elected board member positions.

The award nomination and selection process will be the responsibility of the Junior and Senior Board Members at Large.

#### **ARTICLE V. Vacancies**

If the office of a Board Member-at-Large becomes vacant, it shall be filled by appointment of the Board of Directors. At the following election, the Nominations Committee shall present a slate of candidates to serve a full term as Board Member-at-Large.

### **CHAPTER FOUR. BOARD OF DIRECTORS**

#### **ARTICLE I. Composition**

The Board of Directors shall consist of 17 voting members:

1. President
2. President-Elect
3. Immediate Past President
4. Secretary
5. Treasurer
6. Junior Board Member-at-Large
7. Senior Board Member-at-Large
8. Northern Chapter Chairperson
9. Southern Chapter Chairperson
10. Northern Chapter Chairperson-Elect
11. Southern Chapter Chairperson-Elect
12. EAC Council Chair
13. Membership Council Chair (formerly OAC)
14. PAC Council Chair
15. Student Chapter President: Oregon State College of Pharmacy
16. Student Chapter President: Pacific University School of Pharmacy
17. Technician Chapter President

No person shall have more than one (1) vote on the Board of Directors.

No person shall serve in a dual capacity on the Board.

Refer to position description document for defined duties and responsibilities.

## **ARTICLE II. Officers**

The President of OSHP shall serve as Chairperson of the Board of Directors. The President-Elect shall serve as Vice Chairperson of the Board of Directors. The Secretary shall serve as Secretary of the Board of Directors. The Treasurer shall serve as Treasurer of the Board of Directors.

## **ARTICLE III. Committees of the Board**

### **A. *Executive Committee***

The Executive Committee shall be composed of the President, Immediate Past President, President-Elect, Secretary and Treasurer. The Executive Committee shall meet separately from the rest of the Board of Directors as needed between Board meetings when circumstances indicate that action is required.

### **B. *Special Committees***

The Board of Directors or the President of OSHP shall appoint such additional committees as are deemed necessary to carry out the responsibilities and programs of OSHP.

## **ARTICLE IV. Meetings**

### **A. *Meeting Definition***

Board meetings are defined as a gathering of a quorum of the Board of Directors at the same time and place to hear, discuss, or deliberate upon any item of business that is within the authority of the Board.

### **B. *Meeting Frequency***

The Board of Directors shall meet at least quarterly. In addition, it shall meet at the call of the Chairperson, or upon application, in writing, of any three (3) Members of the Board.

### **C. *Meeting Notice to Board Members***

Members of the Board of Directors must be given notice of the time and place of the Board meeting at least seven (7) days prior to the meeting. Notice may be given by mail, email, electronic communication, newsletter or similar means of communication. Notice must include an agenda.

### **D. *Allowable Meetings***

1. In Person: The Board of Directors can meet in person at a physical location.
2. Tele-Video Conference: The Board of Directors can meet via teleconference, whether by telephone or video conference.
3. Unanimous Written Consent: Unanimous written consent is required for actions without a meeting.

**E. *Emergency Meetings***

An emergency meeting is defined as one where there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by the Bylaws (Chapter IV, Article IV, item C). An emergency meeting of the Board may be called by the President or by any two (2) members of the Board of Directors other than the President. Providing notice and an agenda is not necessary since the meeting, by its nature, is unexpected and immediate. Emergency meetings may be held in person, by telephone- or video- conference, by unanimous written consent.

**F. *Executive Sessions***

An executive session meeting may be called by the President or Board of Directors. Executive session meetings can be held in person, by telephone- or video- conference.

**ARTICLE V. Quorum**

A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

**ARTICLE VI. Responsibilities of the Board of Directors**

The Board of Directors shall represent OSHP as the official voice for health-system pharmacists in Oregon.

- A.** The Board of Directors shall have charge of the property of OSHP and shall establish regulations for receipt, expenditure, and investment of funds.
- B.** They shall manage the affairs of OSHP.
- C.** They shall also have authority: to make contributions of State Society funds and properties to foundations or other organizations for research and educational activities of benefit to the health-system pharmacy field; to supervise the editor of OSHP publications;
- D.** The Board shall plan and prepare the annual calendar for OSHP including the dates of the Annual Meeting, any special meetings, committee meetings, special events and the Board of Director meetings.
- F.** They shall make ultimate decisions regarding the acts of councils, committees, and officers on professional policy matters;
- G.** They shall accept, on behalf of OSHP, grants, contributions, gifts, bequests or devices to further the purpose of OSHP; and facilitate and organize fundraising and community service activities and will work concurrently with the Treasurer to ensure that monies earned are reported appropriately.

- H.* Members of the Board shall serve as Board Liaison to an OSHP standing Council or task force as appointed by the President.
- I.* The Board shall perform all acts and functions consistent with these Bylaws.
- J.* Except to the extent specifically authorized by the Board of Directors, no Officer or Director shall be entitled to any compensation for services. In accordance with policies established by the Board of Directors, Officers and Directors may be reimbursed for reasonable expenses incurred in discharging the functions of the office.

## **CHAPTER FIVE. SOCIETY COUNCILS**

### **ARTICLE I. Function**

In working toward the achievement of goals of OSHP, the Board shall establish councils that function in an advisory capacity developing and implementing programs and policies authorized by the Board of Directors in the major areas of interest to which they are assigned.

### **ARTICLE II. Areas of Interest**

OSHP shall have Councils, task forces and ad hoc committees as defined by the Board and which meet the priorities outlined in the annual strategic plan.

### **ARTICLE IV. Authority of Councils**

The Board of Directors shall have authority to assign a specific matter to a Council for its consideration.

The Board of Directors shall have final authority over Council recommendations and over any project requiring the expenditure of Society funds.

Councils shall not secure or attempt to secure funds independently from sources outside OSHP without prior approval of the Board of Directors.

Councils shall not independently act on behalf of OSHP or develop independent relationships with other organizations unless authorized by the Board of Directors or Executive Committee.

## **CHAPTER SIX. Affiliation with other Organizations**

### **ARTICLE I. American Society of Health-System Pharmacists**

OSHP shall be affiliated with the American Society of Health-System Pharmacists. The Board of Directors shall coordinate the nomination and election of delegates and alternates to the ASHP House of Delegates.

### **ARTICLE II. Other Organizations**

The President may appoint, subject to the approval of the Board of Directors, a member of OSHP as a representative or liaison to another organization, which has the underlying goal to promote and improve health-system pharmacy practice. Such appointed persons shall represent the objectives of OSHP. In the spirit of reciprocity, the Board may accept a liaison from another organization to attend as a guest of OSHP board meetings but will not be able to vote.

### **ARTICLE III. Authority**

Appointed persons acting as representatives or liaisons shall not be authorized to commit OSHP without prior approval by the Board of Directors.

## **CHAPTER SEVEN. Area Chapters**

### **ARTICLE I. Definition**

Area Chapters shall consist of members of OSHP representing distinct geographical locations.

### **ARTICLE II. Organization**

Active members of OSHP wishing to form an Area Chapter for a distinct geographical location shall petition the Board of Directors, which has final authority over establishment of Area Chapters. The area Chapter may adopt a Constitution and Bylaws, subject to approval by the Board of Directors.

### **ARTICLE III. Representation**

Area Chapters shall elect a Chairperson-Elect to serve a one (1)-year term. The Chairperson-Elect shall succeed the Chairperson of the Chapter, who shall serve as Chapter Chair for a one (1)-year term. The Chairperson and Chairperson-Elect shall coordinate activities of the Area Chapter and represent the Area Chapter as members of the Board of Directors of OSHP. In the event an Area Chapter is not formed, active members shall be represented on the Board of Directors by the Board Members-at-Large.

### **ARTICLE IV. Dues**

Dues shall not be collected by Area Chapters. Dues shall be paid directly to OSHP.

## **ARTICLE V. Responsibilities**

### **A. Area Chapter Responsibilities (in relation to OSHP):**

1. Active participation in the development and fostering of the objectives of OSHP.
2. Provision of continuing education meetings for members; such meetings shall be conducted with approval of the Board of Directors of OSHP.
3. Avoidance of adoption, publication, or promotion of any policy or principle in the name of the Oregon Society of Health-System Pharmacists, which has not been officially adopted by OSHP.
4. Avoidance of solicitation of funds or promotion of programs under the auspices of OSHP unless approved by the Board of Directors.

### **B. OSHP Responsibilities (in relation to Area Chapters):**

1. Representation of all health-system pharmacists in Oregon through OSHP councils and committees.
2. Collection of all dues as authorized by the Board of Directors and outlined in the Bylaws.
3. Routine communication to all members of OSHP, information for all meetings, including Area Chapter meetings.
4. Development of a planned year of action and financial budget to foster the objectives of OSHP, including coordination of statewide activities with Area Chapter activities.
5. Allocation of funds available from membership dues to Area Chapters to foster local membership services.

## **ARTICLE VI. Reports**

Minutes of Area Chapter proceedings shall be sent to the Secretary of OSHP within ten (10) days.

## **CHAPTER EIGHT. Affiliated Chapters**

Affiliated chapters shall include the Technician Chapter and the Student Chapters. The Constitution and Bylaws of affiliated chapters shall be approved by the Board of Directors.

## **CHAPTER NINE. Annual Meeting**

OSHP shall hold an annual statewide business meeting.

## **CHAPTER TEN. Liquidation**

In the event of the liquidation and dissolution of OSHP, properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise

belonging to, OSHP shall be disposed of as follows:

- A. All liabilities and obligations of OSHP shall be paid and discharged, or adequate provision shall be made therefore.
- B. Assets held by OSHP subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirement.
- C. All remaining assets held by OSHP shall be distributed by the Board of Directors to any successor organizations, if none, divided equally between Oregon schools of pharmacy for educational purposes which would then qualify for exemption under the provisions of the Internal Revenue Code as now stated, or as it may be hereafter amended.
- D. Liquidation and dissolution shall be defined by the vote of 80% or more of the OSHP Board of Directors to disband or terminate the Oregon Society of Health-System Pharmacists, ratified by a majority of the voting members.

#### **CHAPTER ELEVEN. Fiscal Year**

The fiscal year for OSHP shall start on January 1 and end on December 31 of the same year.

#### **CHAPTER TWELVE. Parliamentary Procedure**

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

#### **CHAPTER THIRTEEN. Indemnification**

Indemnification will be provided as described in the Articles of Incorporation.

OSHP may indemnify each Director, officer, former Director, and former officer of OSHP against expenses (including attorneys' fees), judgments, fines, penalties, and settlements actually and necessarily incurred by that person in connection with or arising out of any proceeding in which that person may be involved as a party or otherwise by reason of being or having been such Director or officer.

No indemnification shall be made until the OSHP Board of Directors shall have determined that indemnification is proper.

The procedure and standard for indemnification shall be governed by the applicable sections of Oregon state law.

#### **CHAPTER FOURTEEN. Severability**

If any provision of these Bylaws should, for any reason, be held to be invalid, the validity of any other provision is not hereby affected.



## **CHAPTER FIFTEEN. Amendments**

Every proposition to alter or amend these Bylaws shall be submitted in writing by three (3) active members or by the Organizational Affairs Council to the Board of Directors and disseminated to the membership. The proposed amendment shall then be submitted to ASHP for review and approval. Approval or disapproval of any proposed amendment to the Bylaws of OSHP shall be voted upon by ballot. A majority of the votes cast is required for approval. Minor grammatical changes that do not alter content or intent of the Bylaws do not require a vote of the membership.

### **Constitution and Bylaws 2015/2016 Revision:**

Approved by OSHP Board for ASHP Review: 5/11/2015

Reviewed with comments by ASHP: 8/4/2015

Approved by OSHP Board for Membership Vote : 5/31/2016

Approved by OSHP Membership: 6/13/2016