

RULE I. Name and Objectives

Article 1. Name

The organization's legal business entity name is "Delaware Society of Health-System Pharmacists" doing business as the Delaware Society of Health-System Pharmacists (DSHP).

Article 2. The objectives of DSHP shall be:

A. To advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health-care settings through;

1. Supporting pharmacists in the delivery of pharmaceutical care.
2. Fostering pharmaceutical services aimed at drug-use control and rational drug therapy.
3. Developing professional standards for pharmaceutical services.
4. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
5. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
6. Disseminating information about pharmaceutical services and rational and safe use of medication.
7. Improving communication among pharmacists, other members of the health-care industry, and the public.
8. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
9. Promoting the economic welfare of pharmacists and associated personnel.

B. To foster rational and safe use of medication in society such as through advocating appropriate public policies toward that end.

C. To pursue any other lawful activity that may be authorized by the DSHP Board of Directors.

Article 3. The Delaware Society of Health-System Pharmacists is a not-for-profit organization doing business as the Delaware Society of Health-System Pharmacists, registered as a 501(c)6 corporation with the Internal Revenue Service.

RULE II. Membership

Article 1. Eligibility

A. Categories of Membership

1. The membership of DSHP shall consist of active, student, technician, associate, and retired members.
2. *Active members* shall be licensed pharmacists who actively support the objectives of DSHP. The privileges of Active Members shall include, but are not limited to: voting on all matters submitted to them; holding elective or appointive positions after meeting all other qualifications.

The Active Membership category also includes:

- a. **New Graduates.** New Graduate Members are licensed pharmacists who have graduated from an accredited school of pharmacy within the last two calendar years. New Graduate members shall have the same rights and privileges as Active Members.
 - b. **Resident-in-Training.** Residents-in-Training are pharmacy school graduates who are currently in training in a Pharmacy Residency program in the state of Delaware. Resident members shall have the same rights and privileges as Active Members.
 - c. **Honorary Members.** Honorary Members are individuals who are, or have been especially interested in and who have made outstanding contributions to pharmacy practice, and who support the objectives of DSHP. Nominations for honorary membership must be submitted by two or more active members of the Society to the Board of Directors and must be approved by unanimous vote of the Board. Honorary members shall not pay dues, but may vote or hold office, if otherwise eligible for active membership.
3. *Student Membership* shall be open to any student attending an accredited school of pharmacy or any student studying to be a Pharmacy Technician. Student Members shall have all the privileges of Active Members except to vote or hold office.
 4. *Pharmacy Technician Membership* shall be open to any pharmacy technician. 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.
 5. Associate Membership shall be open to any non-pharmacist interested in advancing the objectives of health-system pharmacy in the State of Delaware. Associate member shall have all the privileges of Active Member except to vote or hold office.
 6. Retired membership shall be open to pharmacists age 65 years or older and supporting the objectives of DSHP. Retired members shall have all the privileges of Active Members.

Article 2. Dues

- A. DSHP 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 will cease if dues are not paid within thirty (30) days of the due date.
- C. A member in good standing may withdraw from DSHP by giving written notice. However, in such case, no dues or fees shall be refunded.

Article 3. Period of Membership

The period of membership shall be 12 months with the billing cycle starting on April 1st of that year. Any member paying dues in the last quarter of a membership year shall be considered to have paid his dues in full for the entire membership year that follows that quarter.

RULE III. Officers

Article 1. Composition

- A. DSHP Officers shall consist of a President, an Immediate Past President, a President-Elect, and a Secretary/Treasurer.
 1. The President-Elect shall be elected for a term of one year then will become President; serving one year in each office.
 2. The Immediate Past President shall serve as a member of the Board of Directors for one year upon completion of term in office as President-Elect and President.

3. Secretary/Treasurer shall be elected to a three year term of office.
- B. The DSHP Executive Committee shall consist of the Officers of DSHP as set forth in Rule III, Article 1, A of the Bylaws.

Article 2. Nomination, Elections, Installation of Officers

- A. A call for nominations for candidates shall be disseminated to allow members to suggest qualified candidates for nomination. Members are encouraged to nominate themselves if they have a desire to serve. Nomination forms shall not require the identification of the person submitting the form.
- B. Candidates for Officers must be *Active* members of the DSHP and must reside in or have their primary place of employment located within the state of Delaware.
- C. The President shall annually establish a Nominations committee to nominate the candidates for each office. The Immediate Past President shall chair the committee. The President shall appoint members from the Society to serve on the committee. Prior to reporting the name of any candidate, the Committee shall confirm that the candidate is eligible and willing to serve.

Article 3. Elections

- A. The President-Elect shall be elected annually.
- B. The Secretary/Treasurer shall be elected every three years to a three (3) year term of office.
- C. The winner of any election will be the individual who receives the majority of the votes cast.
- D. In the event that there is no majority or there is a tie, another ballot will be prepared listing the leading candidates, as per a regular election, under the direction of the Secretary/Treasurer.
- E. The newly elected officers shall be installed at the annual meeting.

Article 4. Ballots

- A. 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.
- B. Ballots shall be counted by the Nominating Committee. The Chair of the Committee must submit in writing the results of the election to the Board of Directors.

Article 5. Duties of Officers

President - The President shall be the principal elected official of DSHP and shall be so recognized at all DSHP programs and activities. The President shall act as the official spokesperson of DSHP. With approval of the Board of Directors, the President shall appoint all chairs and members of 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 Board of Directors and shall serve as its Chair.

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 Board of Directors and serve as its Vice Chair. The President-Elect shall assume other responsibilities as directed by the President.

Immediate Past President - The Immediate Past President shall be a member of the Board of Directors and in the absence of both the President and President-Elect, shall serve as Chair of the Board. The Immediate Past President will also chair the Nominations Committee.

Secretary/Treasurer - The Secretary/Treasurer shall be a member of the Board of Directors and serve as custodian of DSHP's funds and documents and shall review periodic statements on the financial condition of the organization prepared by the management staff.

The Secretary/Treasurer shall be responsible for the recording, preparation and presentation of the Board of Director's meeting minutes. The Secretary/Treasurer shall be responsible for the review and distribution of information received from ASHP and other sources.

Article 6. Vacancies

- A. If the President is unable to perform the duties of the office, the President-Elect shall immediately assume the office of President. If both the President and President-Elect become unable to perform the duties of the office of President, the Board of Directors shall appoint, from its membership, a President to serve for the balance of the unexpired term.
- B. With the exception of President-Elect, authority is granted to the President to appoint an active member to fill any vacant office for its unexpired term.
- C. To fill a vacancy for President-Elect, the Board of Directors shall nominate two candidates from the active membership and conduct an election.

RULE IV. Board of Directors

Article 1. Composition

- A. The Board of Directors shall consist of the DSHP officers and three Members-at-Large. No person shall serve in any dual capacity on the Board of Directors.
- B. Voting members of the Board include the officers, and Members-at-Large.

Article 2. Election

- A. Officers of DSHP elected as described in Rule III, Article 1, or in Rule III, Article 2, of the Bylaws shall serve as members of the Board of Directors.
- B. The Nominations Committee shall present candidates for each Officer and Member-at-Large position.
- C. Candidates for the Member-at-Large position must be *active* members of DSHP.
- D. In the event that there is no majority or there is a tie, another ballot will be prepared listing the leading candidates, as per a regular election, under the direction of the Secretary.
- E. The Members-at-Large will be elected to 3 year terms and will be installed at the annual meeting.

Article 3. Term

Elected Members-at-Large as provided in Rule IV, Article 2, shall serve for a term of three years.

Article 4. Vacancies

If the office of an elected member of the Board of Directors shall become vacant during the term of office, such office shall be filled by presidential appointment as indicated in Rule III, Article 6.

Article 5. Conflict of interest

The Board of Directors is responsible for ensuring the organization's long-term stability and integrity. Officers and Directors should ensure that the organization fulfills its mission and agree to foster the organization's continued viability and growth. To this end, each Board member should support the organization's mission statement; fulfill their duties of care obedience and loyalty to the organization; remain accountable for prudent financial management to the association members; and exercise the powers of the office for the good of all members of the organization.

Each member of the Board shall be required to read and sign a commitment form and code of ethics statement each year of their service.

Violations of the Board's code of ethics by any member may result in the Board member being asked to resign their seat. Should this occur, the Executive Committee of the Board will tender the resignation request to the Board member in question.

If such a resignation occurs, shall be filled by presidential appointment as indicated in Rule III, Article 6

Article 5. Meetings

- A. The Board of Directors shall meet at least quarterly, otherwise at the call of the Board President.
- B. The presence of a simple majority of the Board of Directors shall constitute a quorum. Matters will be decided by majority vote of the Directors in attendance except for matters specifically calling for a higher vote by the Bylaws.
- C. Any member of DSHP may attend the open session of meetings of the Board of Directors.

Article 6. Annual Meeting

DSHP shall conduct an Annual Meeting at a time and place which shall be determined by the Board of Directors. This meeting will be used to conduct society business as needed. For purposes of voting on proposed policies and actions, a minimum 15 voting-eligible members must be present to constitute a quorum.

Article 7. Responsibilities

- A. The Board of Directors shall represent DSHP as the official voice for health-system pharmacists in Delaware and serve as the managing body of DSHP that shall manage affairs and shall establish priorities within the DSHP Bylaws.
- B. The Board of Directors shall have charge of the property of DSHP and shall establish regulations for expenditure and investment of funds. They shall also control and manage the affairs and funds of the State Society as well as administrative, fiscal, and other matters. The BOD shall authorize an annual operating budget and determine the dues rate.
- C. The Board of Directors shall have authority: to make contributions of DSHP funds and properties to foundations or other activities; to foster DSHP's stated objectives (Article 2); to accept on behalf of DSHP, grants, contributions, gifts, bequests or other devices to further the purpose of DSHP, to do and perform all acts and functions consistent with the Rules of Procedure.
- D. The Board of Directors shall plan and prepare the annual calendar for DSHP including dates of the Annual Meeting, any special meetings, committee meetings, special events and the Board of Directors meetings.
- E. The Board of Directors shall facilitate and organize fundraising and community service activities and will work concurrently with the Secretary/Treasurer to ensure monies earned are reported appropriately.
- F. Members of the Board shall serve as Board Liaison to a DSHP standing committee/task force as appointed by the President.

Rules of Order for the Delaware Society shall follow the most recent revised edition of Robert's Rules of Order.

RULE V. Committees

Article 1. Function

Each committee shall function in an advisory capacity, working toward the achievement of DSHP's goals to which it is assigned. The Board of Directors shall have final authority in all such matters. The

committees have no authority to expend DSHP funds, establish policy, or to enter into any agreements with outside parties without the express approval of the Board.

Article 2. Composition

- A. The President, with the approval of the Board of Directors, shall appoint committee chairs and members as deemed necessary to carry out the responsibilities and programs of DSHP.
- B. All DSHP members, regardless of their membership category, are eligible to be appointed as a voting member of a committee.

Article 3. Committees

DSHP will have standing committees and ad hoc committees as defined by the Board. The President shall appoint committees and task forces (or ad hoc committees) as are deemed necessary to carry out the responsibilities and programs of the Society.]

RULE VI. Awards

- A. A call for nominations shall be disseminated to allow members to suggest qualified award candidates.
- B. The President shall appoint a committee, to review the candidates nominated for awards.
- C. The committee shall determine the winner of each award.

RULE VII. Affiliation

Article 1. American Society of Health-System Pharmacists

DSHP 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 2. Other organizations

- A. There may be other organizations where there is a mutual desire to affiliate with the Society. The Society is supportive of such affiliations, which have the underlying goal to promote and improve health-system pharmacy practice.
- B. All affiliations with the Society shall be with the approval of the Board of Directors. Affiliation with the Society may be denied, suspended, or revoked by the Board of Directors.

Rule IX. Dissolution

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

- A. All liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made therefore;
- B. Assets held by the Society 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 requirements; and

- C. All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to the American Society of Health-System Pharmacists Research and Education Foundation to be used in whatever manner it shall deem appropriate.

Dissolution shall be defined as a vote by 80% or more of the DSHP Board of Directors to disband or terminate the Delaware Society of Health-System Pharmacists, ratified by a majority of the voting members. Reorganization, restructuring, or disaffiliation from the American Society of Health-System Pharmacists shall not be considered dissolution of DSHP.

RULE XI. Amendments

Proposals to alter or amend the Bylaws shall be submitted in writing by two or more active members of the DSHP Board of Directors. If a 2/3 majority of the DSHP Board of Directors approves, the proposed amendment shall be submitted to the active membership for a vote. The ballots may *be distributed by standard or electronic mail*. *An affirmative vote of 2/3 of the returned ballots is necessary to adopt the amendment into the Bylaws.*

RULE XII. Approval of DSHP Bylaws.

These Bylaws have been approved by vote of the Board of Directors of Delaware Society of Health-System Pharmacists on 02/19/13. These Bylaws have been approved by vote of the membership of Delaware Society of Health-System Pharmacists on 02/19/2013.