

Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS CONSTITUTION

- (aa) The undersigned, whose names and post office addresses are set forth at the end of this document, each being at least 18 years of age, do hereby form a professional organization under the general laws of the District of Columbia.
- (a) This organization shall be known as WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS, Inc. (WMSHP) hereinafter referred to as WMSHP. The purposes for which WMSHP is formed are as follows:

ARTICLE I. NAME, OBJECTIVES AND DEFINITIONS

1. To advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health care settings through:
 - a. Fostering pharmaceutical services aimed at drug-use control and rational drug therapy.
 - b. Developing professional standards for pharmaceutical services.
 - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
 - e. Disseminating information about pharmaceutical services and rational drug use.
 - f. Improving communication among pharmacists, other members of the health-care industry, and the public.
 - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
 - h. Promoting the economic welfare of pharmacists and associated personnel.
2. To foster rational drug use in the society such as through advocating appropriate public policies toward that end.
3. To pursue any other lawful activity that may be authorized by WMSHP's Board of Directors.
 - b WMSHP shall be a not-for-profit organization and shall not be authorized to issue capital stock. No part of the net earnings of WMSHP, current or accumulated, shall inure to the benefit of any private individual, nor shall WMSHP be operated for the primary purpose of carrying on a trade or business for profit. WMSHP intends to avail itself of any and all tax benefits or exemptions to which it may be entitled under Section 501 of the Internal Revenue Code of 1954, and it shall not operate or engage in any activity nor shall it possess or exercise any power that would substantially risk the loss of such benefits under that Code.

ARTICLE II. MEMBERSHIP

The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the internal affairs of WMSHP.

1. The membership of WMSHP shall consist of active, associate, and honorary members, and such other categories as may be provided in the Bylaws. Active members shall be licensed pharmacists who support the purposes of WMSHP as stated in Article I of the Constitution; other requirements for active membership shall be stated in the Bylaws.
2. Only active members may:
 - a. vote as individual members on amendment to this Constitution
 - b. serve as state delegates to the ASHP House of Delegates
 - c. elect the officers and Directors of WMSHP
 - d. serve as an officer or Board Member-at-Large of WMSHP

3. The definition, rights, powers and obligations of each class or category of membership not set forth herein shall be established and limited by the Bylaws.
4. WMSHP may establish and shall try to promote and strengthen ongoing cooperative relationships with other domestic and international organizations when such relationships further the purposes of WMSHP.
5. WMSHP shall try to formally recognize, promote, and strengthen relationships with groups of pharmacists in the various states and possessions of the United States when such groups promote and foster the purposes of WMSHP.

ARTICLE III.

Upon termination, dissolution, or winding up of WMSHP, any assets that remain after payment or provision for payment of all of its liabilities, debts, and obligations shall be distributed by the Board of Directors only to one or more organized charitable, educational, scientific, or philanthropic organizations duly qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or under such successor provision of the Internal Revenue Code as may be in effect at the time of termination, dissolution, or winding up of WMSHP). Under no circumstances shall any assets be distributed to any member of WMSHP. The private property of the members, officers, Directors and employees of WMSHP shall not be subject to payment of any debts or obligations of WMSHP.

ARTICLE IV.

The Bylaws shall delineate the authority of the Board of Directors and govern the internal affairs of WMSHP. The Bylaws may be amended as provided therein.

ARTICLE V.

The Society shall be affiliated with the AMERICAN SOCIETY OF HEALTHSYSTEM PHARMACISTS and be subject to such rules and regulations for affiliated associations as set forth by the Bylaws of the AMERICAN SOCIETY OF HEALTH-SYSTEM PHARMACISTS.

ARTICLE VI.

Every proposition to amend the Constitution or Bylaws shall be submitted in writing by two or more active members. The proposition to amend the Constitution shall thereby be submitted to the active membership for vote in the same manner as the balloting for officers as provided in the Bylaws. A majority of the votes cast is necessary for approval.

ARTICLE VII.

The duration of WMSHP shall be perpetual.

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BYLAWS

ARTICLE 1. NAME AND SEAL

1.2. WMSHP may adopt and use such trade names, trademarks, service names, and service marks as, in its judgment, are necessary or appropriate to identify or designate its products and services and to carry on its business.

1.2.1. No member, chapter, organizational component, or third party may use any name or mark of WMSHP unless such use conforms to the standards established by the Board of Directors and unless the Board has specifically approved such use in writing.

ARTICLE 2. OFFICES AND AGENT

2.1. WMSHP shall continuously maintain a registered office at such place as may be established by the Board of Directors. The Board of Directors may establish WMSHP's principal place of business and other offices and places of business either inside or outside the state of Maryland.

ARTICLE 3. MEMBERSHIP

3.1. The categories of membership in WMSHP are as follows:

3.1.1 **Active members** -- pharmacists licensed by any state, district, or territory of the United States who have paid dues as established by WMSHP and who support the purposes of WMSHP as stated in the Constitution.

3.1.1.1 Only active members may serve as President, President-elect, Treasurer, Secretary, Directors at Large or ASHP State Delegates

3.1.1.2 Active members may vote in all WMSHP elections

3.1.2. **Associate members** – shall be individuals, other than those who qualify as active members, who have paid dues as established by the Society, and by virtue of vocation, training, education and interest, wish to further the purposes of the Society.

3.1.2.1. **Associate members shall be defined as** Individuals other than those who qualify as active members who by their work in the health services, the teaching of prospective pharmacists, or otherwise, contributing to pharmacy services provided in hospitals or other organized health care settings who make themselves eligible for membership.

3.1.2.2 Associate members may vote in all WMSHP elections with the exception of ASHP State Delegates. They may include student or technician members.

3.1.3 **Student members** – shall be individuals enrolled full time in an initial pharmacy practice degree program at an accredited college of pharmacy.

3.1.3.1 Student members may serve as the student member of the Board of Directors;

3.1.3.2 A student member of the Board of Directors may not vote on matters before the Board of Directors and may be an observer and present opinions or views to the Board of Directors prior to the meeting.

3.1.4 **Technician members**– shall be technicians and other individuals who are employed as support personnel in a department of pharmacy in a health care system.

3.1.4.1 Technician members may serve as the technician member of the Board of Directors

3.1.4.3 A technician member of the Board of Directors may not vote on matters before the Board of Directors and may be an observer and present opinions or views to the Board of Directors prior to the meeting.

3.2. Dues for all membership categories shall be established by the Board of Directors by a majority vote at a scheduled meeting

3.2.1 Persons seeking membership in WMSHP shall submit an application form; payment of dues for the classification of membership being sought to the Treasurer.

3.2.2 The Treasurer shall forward the membership forms to the Secretary.

3.2.3 Payment of dues each year automatically renews membership in WMSHP; failure to pay dues within the time limit set by the Board constitutes termination of membership. If dues are paid after membership has terminated, WMSHP may treat such payment as a reinstatement of membership.

3.4. The period of membership shall be from January 1 to December 31st of each year. For new members joining after October 1st, dues will be waived until January 1st of the next year.

ARTICLE 4. OFFICERS

4.1. The officers of the Society shall be the President, the President-Elect, the Immediate Past President, Secretary and Treasurer, all of whom shall be active members of WMSHP.

4.2. The President shall be the principal elected official WMSHP for a term of one year; serve as Chair of the Board of Directors; communicate to the ASHP delegates actions of the Board of Directors and important activities that affect and further the purposes of ASHP; and communicate with members of WMSHP, and the public the activities and policies of WMSHP.

4.2.2 With the approval of the Board of Directors, the President shall annually appoint all committee members. Except as otherwise provided in these By-Laws, the President with Board concurrence shall make interim appointments to fill all vacancies among Officers and the Board of Directors.

4.2.3. Upon completion of her/his term of office, the President shall assume the office of Immediate Past President.

4.3. The President-Elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Immediate Past President, serving for one year in each office.

4.3.1. The President-Elect shall perform the duties of the President in the President's absence, succeed to that office upon the death, resignation or inability of the President to perform. A President Elect, who succeeds to the office of President, shall serve out both the unfinished term to which the President Elect has succeeded and the term to which the President Elect would have succeeded in due course.

4.3.2. The President-elect shall communicate to the membership on those issues and activities that may affect and further the purposes of WMSHP.

4.3.3. The President-elect shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of WMSHP.

4.3.4 The President-elect shall chair the Program Committee.

4.4. The Immediate Past President shall serve a term of one year, and perform the duties of the President in the temporary absence of both the President and President-elect, and serve in such other capacity as may be designated by the Board of Directors.

4.4.1 The Immediate Past President shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters as may further the purposes of WMSHP.

4.5. The Secretary shall serve a two year term, elected in an alternate year with the Treasurer, and function as Secretary of the Board of Directors; record and maintain minutes of all meetings, maintain an up-to-date roster of WMSHP members, receive and prepare all correspondence of the Society, assist the editor of the Society newsletter, and forward all funds received to the Treasurer of WMSHP.

4.6. The Treasurer shall serve a 2 year term, elected in an alternate year with the Secretary, and function as the Chair of the Committee on Finance; be responsible for overseeing conservation and prudent investment of the assets and funds of WMSHP; assure expenditure of funds is in accord with the programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors and members of the financial strength and needs for WMSHP.

4.6.1. No monies shall be disbursed except upon signature of the Treasurer and/or the President. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and make sure that current and projected income and expenses meet the budget of WMSHP.

4.6.2. The Board of Directors may, at any time, inspect and verify the books and accounts of WMSHP.

4.6.3. The Treasurer shall review and report upon the long term financial projections and plans of WMSHP.

4.6.4. No person shall serve more than two successive terms as Treasurer.

4.7. The manner of filling vacancies of any office shall be as follows:

4.7.1 Authority is granted to the President to appoint, with the approval of the Board of Directors, a member to fill any vacant office for an unexpired term, with the exception of the President-Elect.

4.7.2 To fill a vacancy for a President-Elect after the annual election, the Board of Directors shall present two nominations to the active membership for a special election.

4.7.3 If both the President and the President-elect shall become permanently unable to perform their offices, the Immediate Past President shall assume the duties of President for the remaining portion of the unexpired term. At the next meeting of the Board of Directors, the Committee on Nominations shall present nominations for the office and President-elect, and an election shall be conducted in accordance with the provisions of Section 4.8 of these By-Laws.

4.8. The Secretary shall submit to every active member of the Society, the names of the candidates for office, together with a brief review of their professional background. Each member shall indicate his or her choice for the offices to be filled on a ballot and return it to the Secretary, or submit it as directed by the Secretary.

4.8.1. The Nomination/Election Committee shall certify to the President and Secretary the results of the election. The Secretary shall notify all candidates of the results of the election.

ARTICLE 5. BOARD OF DIRECTORS

5.1 The Board of Directors shall consist of the President, President-elect, Immediate Past President, Secretary, Treasurer, two Directors-at-Large, two ASHP Delegates and one Alternate Delegate and a Student and Technician member who shall be elected by the active membership.

5.1.1. The President shall serve as chair of the Board of Directors. The President-Elect shall serve as Vice-Chair of the Board of Directors. The Secretary shall serve as the Secretary of the Board of Directors.

5.1.2. No person shall serve in any dual capacity on the Board of Directors

5.1.4. Directors shall serve a term of two years, elected in alternate years, beginning with their installation. A Member of the Board of Directors, Secretary, Treasurer, ASHP Delegates may not serve more than two consecutive terms.

5.2. The Board of Directors shall meet at the call of the President; but no less than three times annually.

5.2.1 The time and place of the Board of Directors meeting shall be announced by the President or Secretary sufficiently in advance of the specified time to give the Directors reasonable notice.

5.2.2. A majority of the Board of Directors shall constitute a quorum

5.2.3 No Director shall be entitled to any compensation for services. Pursuant to policies adopted by the Board, Directors may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging functions at the direction of the Board.

5.3. The Board of Directors shall manage the affairs of WMSHP, establish policies within the limits of the Bylaws, actively pursue the purposes of WMSHP, and have discretion in the control, management, investment and disbursement of funds. The Board of Directors shall approve an annual budget, establish financial goals for WMSHP, and oversee the financial operations of WMSHP. The Board of Directors shall establish and review long-term objectives of WMSHP and establish the priority of all programs and activities. The Board may establish whatever rules and regulations for the conduct of its business it deems advisable and may appoint whatever agents it considers necessary to carry out its powers.

5.3.1. The Board of Directors may make contributions of WMSHP assets to other organizations for research and education activities of benefit to pharmacists practicing in organized health care systems. The Board may also make grants, contributions, gifts, bequests or devices to further the purposes of WMSHP.

5.3.2. The Board of Directors shall create, review, and modify the professional policies of WMSHP.

5.3.4. The Board of Directors may establish and modify administrative policies, not inconsistent with these Bylaws, for the conduct of its business and the business of WMSHP.

5.3.5. The Board of Directors shall tender reports at such times and in such manner as are required by law.

5.3.6. The Board of Directors may establish committees and task forces and designate representatives to other organizations.

ARTICLE 6. COMMITTEES

6.1. The following committees are components of WMSHP and shall operate to further the purposes of WMSHP.

6.1.1. The **Program Committee** shall arrange the program, select meeting sites, solicit papers and prepare suitable subjects for discussion at regular meetings of the Society.

6.1.2. The **Audit Committee** shall consist of three active members of the Society who shall make an annual audit of the finances of the Society and report to the active membership at the May meeting.

6.1.3. The **Finance Committee** shall be responsible for preparing and submitting to the Board of Directors an annual budget and providing advice to the Board of Directors on financial matters.

6.1.4. The **Membership Committee** shall be responsible for encouragement of Society membership.

6.1.5. The **Nomination Committee** shall consist of at least five active members appointed by the President.

6.1.5.1 The Nomination committee shall be responsible for:

- a. Soliciting candidates for the offices of President-elect, Secretary, Treasurer and Board Member-at-Large.
- b. Submitting a list of candidates and proposed ballot to the Board of Directors for approval.
- c. Supervising the distribution of ballots to the members.
- d. Supervising the collection of ballots from the voting members.
- e. Function as the Committee of Canvassers to count the votes cast by the members and certify the results of the election.
- f. Submit a report to the Board of Directors and membership of the outcome of the election.

6.1.6. The **Legislative Committee** shall advise the Board of Directors of proposed legislative and regulatory actions affecting the practice of pharmacy, assist the Board in formulating responses by WMSHP, and presenting testimony on behalf of WMSHP as necessary.

6.1.7. The **Communications and Website Publications Committee** shall be responsible for communicating and promoting the society to internal and external entities and stakeholders and preparation of the society's official newsletter and monitoring the content of the WMSHP Internet site.

6.1.7.1 The Chairperson of the Communications and Website Publications Committee shall serve as Editor of the newsletter.

ARTICLE 7. MEETINGS

7.1 Unless the Board of Directors rules otherwise, meetings of the society shall be held at least six (6) times a year. Members shall receive notification in advance of the time and place of each meeting; and the information will be posted on the Society web page (www.wmsHP.org).

ARTICLE 8. QUORUM

8.1. 10% of active members and 2 members of the Board shall constitute a quorum for the conduct of official society business at a meeting of the society.

8.2. Six members of the Board of Directors shall constitute a quorum for meetings of the Board of Directors.

ARTICLE 9. ORDER OF BUSINESS

9.1. Prior to any business meeting of the society or meeting of the Board of Directors, the Secretary will prepare and distribute an agenda for that meeting. The agenda will also be posted on the WMSHP web site.

9.2. All general and Board meetings of WMSHP will be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE 10. AMENDMENTS

10.1. Every proposition to alter or amend the Bylaws shall be submitted in writing by two or more active members. Written notification of the proposal shall be made to the active membership least thirty (30) days prior to the scheduled vote on the proposal. Active members shall vote on the proposed changes. Upon approval of a majority of the active members voting, the amendment shall become effective.

ARTICLE 11. LIQUIDATION

11.1 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 to the account of, or otherwise belonging to, the Society shall be disposed of as follows:

11.1.1. All liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made therefore;

11.1.2. 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;

11.1.3 All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to a foundation which supports the objectives of the Society and or the practice of Pharmacy.

In witness whereof, the undersigned, being duly elected officers of WMSHP, have executed this revised Constitution and Bylaws on the 11th of January of 2017.

We acknowledge that prior Constitution and Bylaws are hereby superseded.


Dr. Vaiyapuri Subramaniam, President


Dr. Justin Sebakijje, President-elect

Date: 1/11/2017

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