



# **Pharmacists Society of the State of New York**

## **Constitution & ByLaws**

Printed August 2006  
Revised June 2017

# Table of Contents

<b>NYS CERTIFICATE OF INCORPORATION – 1879 .....</b>	<b>- 3 -</b>
<b>NYS CERTIFICATE OF CHANGE OF NAME – 1956 .....</b>	<b>- 4 -</b>
<b>NYS CERTIFICATE OF CHANGE OF NAME – 1995 .....</b>	<b>- 5 -</b>
<b>PHARMACISTS SOCIETY OF THE STATE OF NEW YORK [PSSNY] PREAMBLE .....</b>	<b>- 6 -</b>
<b>CONSTITUTION.....</b>	<b>- 6 -</b>
Constitution Article I: <i>Name</i> .....	- 6 -
Constitution Article II: <i>Objective</i> .....	- 6 -
Constitution Article III: <i>Membership</i> .....	- 6 -
Constitution Article IV: <i>Officers, Executive Board and House of Delegates</i> .....	- 7 -
Constitution Article V: <i>Powers and Duties of Officers</i> .....	- 7 -
Constitution Article VI: <i>Powers and Duties of Executive Board and House of Delegates</i> .....	- 8 -
Constitution Article VII: <i>The Annual Meeting or Convention</i> .....	- 12 -
Constitution Article VIII: <i>Special Meetings</i> .....	- 12 -
Constitution Article IX: <i>Bylaws</i> .....	- 12 -
Constitution Article X: <i>Amending Constitution</i> .....	- 12 -
<b>BYLAWS.....</b>	<b>- 13 -</b>
Bylaws Article I: <i>Quorum</i> .....	- 13 -
Bylaws Article II: <i>Membership</i> .....	- 13 -
Bylaws Article III: <i>Annual Dues</i> .....	- 13 -
Bylaws Article IV: <i>Certificate of Membership</i> .....	- 13 -
Bylaws Article V: <i>Affiliated Associations</i> .....	- 13 -
Bylaws Article VI: <i>Auxiliary Associations</i> .....	- 14 -
Bylaws Article VII: <i>Standing Committees &amp; Academies</i> .....	- 14 -
Bylaws Article VIII: <i>Employees and Personnel</i> .....	- 19 -
Bylaws Article IX: <i>Delegates to National and Other Associations</i> .....	- 19 -
Bylaws Article X: <i>Nomination and Election of Officers</i> .....	- 19 -
Bylaws Article XI: <i>Nomination and Election of Regional Members of Executive Board</i> .....	- 20 -
Bylaws Article XII: <i>Procedure for Mail Ballot</i> .....	- 21 -
Bylaws Article XIII: <i>Parliamentary Rules</i> .....	- 22 -
Bylaws Article XIV: <i>Publication of Proceedings</i> .....	- 22 -
Bylaws Article XV: <i>Order of Business for the Annual Meeting</i> .....	- 22 -
Bylaws Article XVI: <i>Resignations and Removal</i> .....	- 22 -
Bylaws Article XVII: <i>Suspension and Amendment of Bylaws</i> .....	- 22 -



**State of New York  
Department of State  
Albany**

**Pharmaceutical Society of the State of New York  
Certificate of Incorporation**

**NYS Certificate of Incorporation – 1879**

We, the undersigned, being of full age, citizens of the United States, and citizens and residents within the State of New York, having organized ourselves into a Society for the scientific purposes hereinafter set forth, and desiring to so incorporate ourselves, according to the laws of this State, do hereby certify:

- I. The name by which the Said Society hereby incorporated shall be known in law, shall be “New York Pharmaceutical Society.”
- II. The particular business and objects of said Society shall be to hold meetings at such times and places, within the said State, as such Society, in its corporate capacity, may designate, in conformity with the By-Laws of Said Society for the purpose of considering and discussing matters of pharmaceutical interest, with a view to the elevation and extension of pharmaceutical knowledge among the apothecaries and druggists of the State of New York; and with the view to secure such supervision of the dispensing of drugs and medicines as the welfare of the business of Pharmacy, and that of the people generally may demand.
- III. The place of business and principal office of said Society shall be at Utica, in the State of New York.
- IV. The number of Directors, Trustees, or Managers, to manage said Society, shall be twenty-one (21), namely: one President, three Vice-Presidents, one Secretary, one Assistant Secretary, one Treasurer and fourteen Managers in addition to said officers.

In witness whereof we have set our hands and seals this first day of September, 1879.

Peter W. Bedford  
Louis E. Nicot (L.S.)  
Granville M. Baker (L.S.)  
William P. DeForest (L.S.)  
B.V.B. Livingston (L.S.)



**NYS Certificate of Change of Name – 1956**

It is Hereby Certified that The Certificate of Change of Name of NEW YORK STATE PHARMACEUTICAL ASSOCIATION to PHARMACEUTICAL SOCIETY OF THE STATE OF NEW YORK Was filed in this Department on the Third day of October, 1956.

Witness my hand and the official seal of the Department of State at the City of Albany this Ninth day of October, 1956.

\*\*\*\*\*

Revised and adopted at Annual Meeting, The Pines, South Fallsburg, NY, July, 1987.

Revision Committee:

Dr. Walter Singer, Chairman

Robert Alessi

Donald W. Arthur

Charles F. Bell

Rocco F. Giruzzi, Jr.

Alan Kadish

Brendan Lawler

Donald A. McAndrew

Bruce Moden

Kenneth J. Moffa

John J. Sciarra

Peter Wirth



**NYS Certificate of Change of Name – 1995**

It is hereby certified that the Certificate of Change of Name of the Pharmaceutical Society of the State of New York to the Pharmacists Society of the State of New York [PSSNY] was filed and approved in this Department [New York State Department of State] on the eleventh day of November, 1995.

In Witness whereof by:  
John Westerman, Jr., Chairman of the Board  
John Navarra, President  
Christine Kopec, Secretary

## **Pharmacists Society of the State of New York [PSSNY]**

### **Preamble**

Whereas, organization, concert of action and comparison of ideas are necessary to the advancement of any cause, and believing that there is room for the elevation and extension of pharmaceutical knowledge among Pharmacists and Druggists throughout the State; and that there exists a necessity for some supervision of the dispensing of the drugs and medicines both for our own use and the general welfare; and that such results can be best accomplished by a State Pharmaceutical Society; therefore be it

*RESOLVED:* that we, Pharmacists and Druggists from different sections of the State, who are now assembled May 21st & 22nd 1879 in convention in the City of Utica, do hereby organize ourselves into a permanent Society for the purpose of accomplishing such results; and that we adopt the following Constitution and Bylaws.

## **Constitution**

### **Constitution Article I: Name**

This association shall be called the Pharmacists Society of the State of New York, Inc. [PSSNY]. Amended 1995.

### **Constitution Article II: Objective**

The aim of this Society shall be to unite the pharmacists of the State for mutual assistance, encouragement, and improvement in order to maintain the standard of pharmacy practice at a high professional and ethical level.

### **Constitution Article III: Membership**

**Section 1** All licensed graduates of colleges of pharmacy of good moral and professional standing who practice in the State of New York or whose principal residence is the State of New York as defined for election law purposes in the State of New York are eligible for active membership.

**Section 2** Any individual of good moral character who is not eligible for active membership but who has a beneficial or substantial economic or professional interest in pharmacy as it is practiced in the State of New York and whose membership can be an asset to the Society and the profession of pharmacy shall be eligible for associate membership. Associate members shall have all the privileges of active membership except the right to vote, hold elective office, nominate officers or make or second motions except as hereinafter provided.

**Section 3** Any student regularly enrolled in a college of pharmacy in the State of New York or any pharmacy student whose principal residence is in the State of New York is eligible for student membership. Student members shall be entitled to all the privileges of active membership except the right to vote, hold elective office, nominate officers or make or second motions except as hereinafter provided.

**Section 4** New York State licensed pharmacists or pharmacists whose principal residence is in New York State, who (1) have attained the age of 65 and are either retired or actively engaged in pharmaceutical practice and who (2) have accrued five (5) successive years of active membership in the Society. Senior active members shall have all the privileges of active membership including the right to vote, hold elective office, nominate officers and make or second motions.

**Section 5** Pharmacy College faculty members and administrators may become college associate members upon payment by the college of an institutional fee which will pay for all of such memberships. Faculty members or administrators who are licensed pharmacy college graduates may elect to become active members by joining the approved affiliate association in their geographical region and by meeting the dues requirements of the affiliate. College associate members shall be entitled to all the privileges of active membership except the right to vote, hold elective office, nominate officers or make or second motions except as hereinafter provided. (Adopted June, 1990)

**Section 6** Each member shall be issued a membership certificate. Membership and membership certificates are not transferable.

## **Constitution Article IV: Officers, Executive Board and House of Delegates**

### **Section 1**

- a) The officers of this Society shall be President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, Chairperson of the Executive Board and one Executive Board member from each region.
- b) The President shall be the individual who most recently served as President-Elect, and shall serve for a term of one year only. The President-Elect, First Vice President, Second Vice President and the Secretary shall be elected annually by mail ballot cast by active members in good standing and shall hold office until the installation of their successors. The Treasurer shall be elected every third year for a three year term and shall be eligible for re-election for only one additional term.
- c) Only individuals having active membership in the Society for four consecutive years prior to their election shall be eligible for election to the offices of President-Elect, First Vice President, Second Vice-President, Secretary and Treasurer.

### **Section 2**

- a) The Executive Board shall consist of the Chairperson, one member elected from each region, the President, the President-Elect, the First Vice President, the Second Vice President, the Secretary and the Treasurer. One student member from each college of pharmacy in the State of New York, the Executive Director and the General Counsel may attend Executive Board meetings ex-officio, without vote.
- b) The term of office for each regional member of the Executive Board shall be two years. No elected regional member of the Executive Board shall hold office for more than two continuous consecutive terms. The regional member shall then be ineligible for re-election or appointment for a period of not less than two years.
- c) Election of the Regional Members of the Executive Board: Each region shall elect its representative to the Executive Board by mail ballot conducted simultaneously with the election of other officers. Society members shall only be entitled to vote for the Executive Board nominees chosen from the members' designated region. Regional board members shall be elected from the odd-numbered regions in the odd-numbered calendar years and from the even-numbered regions in the even-numbered years.
- d) Regional Members of the Executive Board: Nominees for election as regional members of the Executive Board must have been active members of the Society for at least two consecutive years prior to taking office and must reside or be employed within the region to be represented.
- e) The Chairperson of the Executive Board shall be the immediate Past President of the Society who shall hold office until a successor is designated, with the right to vote in the event of a tie. In the absence of the Chair, the President shall preside at Executive Board meetings.

**Section 3** Regions The State of New York shall be divided into regions for the purpose of electing regional Executive Board members.

### **Section 4**

- a) General Rule. Vacancies occurring in the Executive Board for any reason shall be filled by vote of a majority of board members then in office, regardless of their number. Board members elected to fill vacancies shall serve until the next Annual Meeting, unless otherwise provided, at which the election of board members is in the regular order of business, and until their successors are elected and have qualified.
- b) Exceptions. A vacancy occurring in the office of President for any reason shall be filled by the President-Elect, who shall, in addition to the duties of President, continue the duties of President-Elect, and shall also be entitled to complete the current term of the office of President-Elect in addition to the subsequent term of office as President. If the President-Elect is unable to fill the vacancy of the office of President, then the First Vice President shall fill such office, but the First Vice President shall serve only that period of time remaining in the immediate predecessor president's term. Nothing herein shall be construed as providing for additional ascendancy of office unless hereinbefore provided.
- c) Notwithstanding Section 4(a) and 4(b) of Article IV of the Constitution, the Executive Board may direct that the nomination and election of President occur in the manner prescribed for other officers pursuant to Article X of the Bylaws should a vacancy in the office of President-Elect remain outstanding as a result of ascendancy to office as hereinbefore described.

**Section 5** The office of Honorary President. The Executive Board, in its discretion, may nominate and elect by unanimous consent of such Executive Board, a member in good standing to the office of Honorary President.

## **Constitution Article V: Powers and Duties of Officers**

**Section 1** The President, or in the President's absence or inability to serve, the President-Elect or Vice-Presidents in their order, shall preside at all meetings of the Society, call special meetings at the written request of twenty-five (25) members; shall present at each annual meeting a report of the operations of the Society; suggest such subjects as he/she may deem worthy of notice, and perform such other duties as pertain to the office.

The President shall appoint all standing committees and such special Committees as the Executive Board shall designate him/her to appoint, except as otherwise specifically provided for in this Constitution or Bylaws, and shall be an ex-officio member of all Committees.

**Section 2** The President-Elect shall act as the presiding officer over all sessions of the House of Delegates without vote except in the event of a tie.

**Section 3** The First Vice President shall be the Chair of the Policy Review Committee of the House of Delegates.

**Section 4** The Second Vice President shall be an appointed Chair or Co-Chair of one of the Society's standing committees.

**Section 5** The Secretary shall keep a record of all proceedings of the Annual Meeting and special meetings of the Society and meetings of the Executive Board.

### **Section 6**

a) The Treasurer shall have charge of all the funds of the Society, for which they shall be personally responsible; shall collect all money due the Society; pay all bills when approved by the Chair of the Executive Board; render a full report of their transactions at each Executive Board Meeting and each Annual Meeting and report the state of the treasury when called upon by the Executive Board.

b) The Treasurer shall execute and deliver to the Executive Board (subject to their approval) a good and sufficient surety company bond, in no event to be less than twenty thousand dollars (\$20,000.00), the annual premium of which is to be paid out of the Treasury of the Society. The Treasurer shall receive six hundred dollars (\$600.00) per annum as compensation for their services and the amount of their expenses incident to meetings, in accordance with the per-diem expenses to Executive Board members, except that if an Executive Director shall be employed by the Executive Board, then, and in that case, said compensation for the Treasurer's services shall be two hundred dollars (\$200.00) and the amount of their expenses incident to their attendance at the annual meeting during the term of employment of such Executive Director.

**Section 7** The Chair of the Executive Board and/or the President shall sign all documents and agreements on the Society. Any two of the Treasurer, the President, Chair of the Executive Board and the Executive Director shall sign all vouchers and checks for payment and expenses; exceptions may be made when specifically permitted by the Executive Board.

**Section 8** It shall be the duty of the Secretary and Treasurer and of all other officers and members of the Committees to turn over to their successors, without unnecessary delay all papers and property belonging to the Society committed to their care.

## **Constitution Article VI: Powers and Duties of Executive Board and House of Delegates**

### **Section 1**

a) The Executive Board shall have charge of the membership rolls, the investigation of applications for membership, and the publication of its proceedings. It shall audit all the bills against the Society and shall conduct or perform all the functions of the Society not otherwise assigned. The Executive Board shall have and possess the power to drop from the membership rolls any member in arrears and may reinstate members dropped from the rolls for non-payment of dues upon the payment of such arrears.

b) The Executive Board when deemed necessary by it in the best interest of the Society may employ an Executive Director, Business Manager, or other employees and shall develop or cause to be developed an explicit job description for each position which shall be consistent with provisions of this Constitution.

c) The Executive Director shall keep a roll of names of members, with their residence, date of admission, and any subsequent changes. He/she shall read all communications, conduct all correspondence of the Society, notify all members four (4) weeks in advance of each Annual Meeting and at each Annual Meeting render a report of their duties performed since the last annual meeting; and in conjunction with the Executive Board, shall superintend such publications as the Society shall direct. He/she shall notify members of their election, and also furnish each member of the committee with the names of their associates of said committee, in addition to their other duties as directed or assigned in accordance with subdivision (b) hereof.

- d) The Executive Director, or Business Manager, shall execute and deliver to the Executive Board a good and sufficient bond with a surety company in the amount to be fixed by the Executive Board. He/she shall receive such compensation as the Executive Board shall consider commensurate with the services rendered.
- e) No person except the Treasurer shall be eligible to hold any elective office if such person be a paid employee of the Society, or in any other way may receive fees, commissions, or salaries or other remuneration from the Pharmaceutical Society of the State of New York. The receipt of meeting or Committee expenses and per-diem compensation is not applicable to this provision.

**Section 2** The Executive Board shall determine and establish special committees, their power and duties, number of members thereon and terms not exceeding one year, and shall designate power of appointment thereon to the Chair of the Executive Board or to the President, within the discretion of such Executive Board.

**Section 3** The Executive Board shall hold seven (7) regular stated meetings during the year. One of these meetings shall be on the day before the Annual Meeting and another shall be at the close of the Annual Meeting on a day to be determined by a majority vote of the Board. Special meetings may be called by the Chair, the President or by any two Executive Board Members. The quorum for a meeting shall be five (5) voting members.

**Section 4**

- a) The Executive Board shall serve as the policy forming body of the PSSNY while the House of Delegates is not in session. These policies shall be consistent with policies established by the House when expressed. The Executive Board administers the business of the Society and shall report to the Chair of the Policy Review Committee of the House of Delegates, in writing, its recommendations and activities.
- b) The Executive Board will implement with due expediency all policy matters passed by the House of Delegates with which it is in accord.
- c) The Executive Board will transmit in writing to the Policy Review Committee of the House of delegates, its objections to all proposals with which it is not in accord. This should be done before the next scheduled meeting of the House of Delegates.

**House of Delegates Purpose**

**Section 5**

- a) The House of Delegates shall serve to reflect the opinions and desires of its constituent organizations by giving consideration to all appropriate proposals brought forth by the delegates of these organizations.
- b) The House of Delegates shall serve as the policy forming body of the PSSNY except as set forth in Section 4a) hereof.
- c) The Chair of the House of Delegates will transmit, in writing, to the Executive Board of the Pharmacists Society of the State of New York, all policy matters passed upon by the House which require action for implementation.
- d) The House of Delegates will review all proposals returned to it by the Executive Board. The House may override such rejection of a proposal by a 2/3 vote of the delegates present and voting and return it to the Executive Board for implementation. Recommendations for expenditures of monies may be proposed by the House. Authorization for an expenditure of monies rests with the Executive Board.
- e) The agenda of each meeting of the House of Delegates shall provide for review of policy actions taken by the Executive Board during the interim since the previous meeting of the House. The selection of policy action to be reviewed shall be made by a Policy Review Committee of the House. Policy action of the Executive Board can be changed by the House only by a two-thirds (2/3) vote of the delegates present and voting.
- f) The House shall adopt Bylaws for the conduct of its business which shall not be inconsistent with the Constitution and Bylaws of the PSSNY.

**Section 6**

- a) Each qualified affiliated metropolitan, county, and multi-county pharmacist society and any other qualified affiliated pharmaceutical organization within the State of New York shall be entitled to representation in the House of Delegates. Organizations shall be admitted to membership in the House or suspended or expelled by the House pursuant to Article V of the Bylaws.
- b) The delegates to the House shall be selected by the duly constituted organizations through any process of election or appointment satisfactory to the said organizations. All delegates must be active members of the PSSNY unless specific exemption is provided in these Bylaws or by vote of the House.

- c) Each organization admitted to House membership will be entitled to representation by two voting delegates except as otherwise specifically provided hereinafter.
  - 1. Each organization delegation, regional or state-wide or ethnic, is entitled to have at least two (2) voting delegates at each meeting. In addition, each voting delegation from a regional organization may have one additional voting delegate for each twenty-five (25) PSSNY active members or major fraction of twenty-five (25) thereof in the represented regional organization. Each delegate present shall be entitled to one vote. (Adopted June , 1990)
- d) The Student Pharmacists Society of the State of New York shall be entitled to send five (5) voting delegates.
- e) One (1) delegate-at-large shall be chosen for each region at each meeting of the Society by a caucus of attending members of the Society who are not members of an organization which is entitled to delegate representation in the House and who practice or reside in the region which the delegate is to represent.
- f) Each auxiliary association of the Society shall be entitled to representation by two voting delegates.
- g) The House may recognize any non-pharmaceutical organization that engages in activities related to health care by allowing it to send one delegate who may have the privilege of the floor on all matters, but not the right to vote, make or second motions, nominate or to be counted toward a quorum. Organizations shall be recognized by the House and recognition reviewed annually by the Credentials Committee as prescribed by the Bylaws.

## **House of Delegates Method of Delegate Appointment**

### **Section 7**

- a) Names of delegates chosen as desired by each organization should be transmitted to the Secretary of the House of Delegates at Society Headquarters not later than one (1) month prior to each meeting of the House. The Secretary of the House will confirm eligibility of the delegates and will send each delegate the necessary advance material.
- b) An alternate delegate may substitute for an originally designated delegate provided that the alternate has been identified as such by the presiding officer of the organization that he/she is to represent or provided that the alternate is recognized by the Credentials Committee at the meeting.
- c) An organization member not previously designated as a delegate or alternate delegate [as in a) or b) above] can serve as a delegate after submitting to the Credentials Committee such proof of eligibility for delegate status as it may deem sufficient for granting such recognition.

## **House of Delegates Meetings**

### **Section 8**

- a) The House of Delegates shall meet at least two (2) times each year. The Annual Meeting of the House shall be held concurrent with the Annual Meeting (summer) of the PSSNY. A second meeting shall be held concurrent with the midyear (winter) meeting of the PSSNY.
- b) Special meetings of the House of Delegates may be called by the Chair of the House or by the Executive Board in either case with the written consent of one-third (1/3) of the delegates or by written request of one-third (1/3) of the delegates.
- c) Written notice shall be given of each meeting of members, shall state the place, date, and hour of the meeting, and, unless it is an annual meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which it is being called.
- d) A copy of the notice of any meeting shall be given, personally or by first class mail, not less than ten, nor more than fifty days, before the date of the meeting, or by another class of mail not less than thirty, nor more than sixty days, before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited into the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the members shall have filed with the Executive Director, a written request that notices to the member be mailed to some other address, then directed to the member at such other address.
- e) Notice of meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice.

### **Section 9**

- a) A quorum for the transaction of business shall consist of delegates representing at least one-third (1/3) of the separate, recognized constituent organizations. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

- b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Executive Board fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 8 of Article 6 of the Constitution.

## **House of Delegates Officers & Duties**

### **Section 10**

#### a) Officers of the House of Delegates

- 1 The President-Elect of PSSNY shall preside as Chair of the House of Delegates. They shall not have the privilege of vote except in the event of a tie vote.
- 2 At the Annual Meeting, the House of Delegates shall elect a Vice-Chair and a Secretary from nominees selected by the Committee on Nominations. They shall be installed at the conclusion of the Annual Meeting wherein they were elected and shall serve until the conclusion of the subsequent Annual Meeting.

#### b) Duties of the Officers of the House of Delegates

- 1 The Chair shall preside at all meetings of the House. The Chair shall appoint all committees of the House and their chairs except as otherwise provided in this Constitution and Bylaws.
- 2 The Vice-Chair shall preside at meetings of the House in the absence of the Chair and shall be the Chair of the Nominating Committee.
- 3 The Secretary shall perform all duties specified for the office in the Constitution and Bylaws or otherwise assigned by the House.

#### c) Proportioning of delegates voting

- 1 Each organization delegation is entitled to have at least two (2) voting delegates at each meeting. In addition, each voting delegation may have one additional voting delegate for each twenty-five (25) PSSNY members or major fraction of twenty-five (25) thereof in the represented organization. Each delegate present shall be entitled to (1) vote.
- 2 The regional delegation-at large may be increased by one additional delegate for each twenty-five (25) non-organizational members of PSSNY or major fraction of twenty-five thereof working or residing in the region which is being represented.
- 3 Membership counts for ascertaining proportional representation shall be based on PSSNY records of membership and organizational affiliations and shall be reviewed annually by the Credentials Committee of the House as provided in the Bylaws.
- 4 An organization which fails to send at least one delegate to a meeting forfeits its total vote at that meeting. No delegate may act as a proxy for another delegate or as a delegate for more than one organization.

### **Constitution Article VII: The Annual Meeting or Convention**

The Annual Meeting of the Society shall be held during the month of June, at such time and place as the Executive Board, from year to year, shall select. Should conditions arise which would prevent the holding of the annual Meeting at the time and place so selected by the Executive Board, or render it inadvisable to do so, then and in such event, the Executive Board shall make such change in selection and designation.

### **Constitution Article VIII: Special Meetings**

Special meetings of the Society shall be called by the President upon the written request of twenty-five (25) members. The notice shall state the object of the meeting and no other business shall be transacted at the meeting. The Secretary will give twenty (20) days notice of all special meetings.

### **Constitution Article IX: Bylaws**

This Society may establish for its future government and regulations, such Bylaws as do not conflict with this Constitution, as may be deemed proper and desirable.

### **Constitution Article X: Amending Constitution**

Every proposition to alter or amend this Constitution must be submitted in writing by an active member of the Society and countersigned by ten (10) other active members, or by recommendation of the Constitution and Bylaws Revision Committee and must be submitted to the Executive Board.

Upon the majority approval of the Executive Board, copies of the proposed amendments shall be sent by the Board to all affiliated associations and/or published and distributed to the general membership in the official journal of the Society at least sixty (60) days prior to the first day of the Annual Meeting. The Constitution and Bylaws Revision Committee shall include all Board-approved amendments in its report to a general session of the membership at the first Annual Meeting held after proper prior notice has been accomplished. A two-thirds (2/3) vote of the active members present and voting at the Annual Meeting shall carry a proposed amendment.

The Executive Director or the Board Chair shall promptly notify the sponsors of a Board-rejected proposed amendment and the sponsors shall be permitted to introduce the amendment at a general membership session of the next Annual Meeting. Action thereon must be tabled until the next Annual Meeting. The Executive Director shall notify all affiliated organizations and/or cause publication in the official journal of the Society of all tabled proposed amendments at least sixty (60) days prior to the next Annual Meeting.

## **Bylaws**

### **Bylaws Article I: Quorum**

Twenty (20) members shall constitute a quorum for the transaction of business at all general membership meetings of the society. For purposes of these Bylaws, all requirements for voting at meetings shall include voting pursuant to mail ballots.

### **Bylaws Article II: Membership**

The application for membership in the Society, with the name, residence, and present occupation of the applicant shall be referred to the Executive Board and if such application is approved by a majority vote of the Executive Board, the applicant shall be duly elected to membership in the Society. All members shall agree to and be required to abide by the Constitution, Bylaws and Code of Ethics of the Society and amendments thereto, and the Constitution of the United States and of the State of New York.

### **Bylaws Article III: Annual Dues**

**Section 1** Every member of the Society shall pay to the Treasurer, in advance, annual dues in the amount herein specified.

- a) The dues for all active members shall be \$225.00 per year. (Adopted June, 2006)
- b) The dues for student members shall be \$10.00 per year.
- c) Institutional student dues: Dues for student members when paid en masse by their respective colleges will be \$5.00 per student per year.
- d) The dues for New Practitioners: All graduating seniors from a college of pharmacy in the State of New York or who reside or practice in the State shall be granted active membership in the Society without payment of dues until the January following awarding of diplomas. They then shall be given the opportunity to pledge active membership in PSSNY for the next four years on a graduated dues schedule. The pledge and appropriate first dues payment must be made not less than four (4) months after eligibility for the program. The annual dues shall be 25% of the full dues amount of \$225.00 for an active member for the first year after graduation, 50% of the full dues amount of \$225.00 for an active member for the second year after graduation, 75% of the full dues amount of \$225.00 for an active member for the third year after graduation, and 100% for the fourth year after graduation. Such dues payments shall entitle the new practitioner member to all the rights and privileges of active membership. (Amended January, 2005)
- e) Dues for college associate members shall be paid en masse by their respective colleges. Each college shall pay \$1,000.00 per year. (Adopted June, 1990) See also Constitution Article III, Section 5.
- f) The dues for senior active members, as defined in Constitution Article III, section 4, shall be 50% of active member dues.

**Section 2** Membership shall commence upon payment of dues and be renewable on the Anniversary Date ending 365 days later. Any member whose membership has lapsed 60 days beyond the Anniversary Date shall be deemed in arrears and the Executive Board as well as the member's affiliate shall be notified

### **Bylaws Article IV: Certificate of Membership**

A certificate of membership shall be given to each new member and such certificate shall be revoked if a member fails to pay the annual dues by April 1st of each year.

### **Bylaws Article V: Affiliated Associations**

**Section 1** Affiliated Associations may be constituted and formed by Counties, Cities, Localities, and other categories within the State and, upon approval by the House of Delegates, such organizations shall be entitled to representation in the House of Delegates.

- a) A college of pharmacy may become an affiliated association with approval of the House of Delegates upon agreeing to pay the annual dues for its faculty and administrators who shall then be entitled to college associate membership in the Society. (Adopted June, 1990)

**Section 2** The Constitution and Bylaws of affiliated associations shall conform in principle to the Constitution and Bylaws of PSSNY and shall contain the requirement that every member of the affiliate be a member of PSSNY. (Adopted June, 1988)

**Section 3** Affiliated associations must submit a complete membership list to the Secretary of PSSNY at least thirty (30) days prior to the annual meeting.

**Section 4** All affiliated associations in good standing as determined annually by the House of Delegates shall receive a yearly certificate of their affiliation.

**Section 5** All qualified affiliated associations shall receive a fee in an amount determined by the Executive Board for collecting and remitting in a timely fashion the annual Society dues for their active members of the Society.

**Section 6** All PSSNY members residing or working in a region in which there is an approved affiliated association in good standing must be a member of the affiliate. PSSNY members from a region without such an affiliate are designated as members-at-large. (Adopted June, 1989)

**Section 7** Notwithstanding any other provision of the Constitution or Bylaws of the Pharmacists Society of the State of New York, or rule of law, affiliate or auxiliary organizations of PSSNY are separate and distinct from the Pharmacists Society of the State of New York, have no authority (express, implied, apparent or otherwise) to act on behalf of or bind the Pharmacists Society of the State of New York. Accordingly, such organizations shall in no way be construed as agents of the Pharmacists Society of the State of New York. Such organization may act on behalf of the Pharmacists Society of the State of New York only when the duly authorized officers or representatives of the Pharmacists Society of the State of New York expressly authorize such action, in writing, and such writing states and expiration date of such authority. (Adopted June, 1990)

#### **Bylaws Article VI: Auxiliary Associations**

**Section 1** There shall be an auxiliary association to be known as the Auxiliary of the Pharmacists Society of the State of New York. Such Auxiliary shall enjoy the rights of its own Constitution which must be consistent with the Pharmacists Society of the State of New York Constitution and Bylaws. Membership in the Auxiliary shall be restricted to spouses, siblings, children and parents of members of the Pharmacists Society of the State of New York and of deceased members who were in good standing at the time of their demise. (Dissolved July, 2002)

#### **Bylaws Article VII: Standing Committees & Academies**

##### **A. Standing Committees of the Society**

**Section 1a** The Standing Committees of the Society, appointed by the President upon assuming office, shall be comprised of at least one, and not more than two, members from each Region of the Society and any other person deemed appropriate for the position for a term of one year, except as otherwise specified hereinafter. Upon expiration of a term, committee members are eligible for a reappointment for any number of one-year terms. The Chairmen of these committees shall be appointed by the President and shall be active members of the Society. The term of office for Chairmen of committees shall be for one year with similar eligibility for reappointment.

**Section 1b** The following Standing Committees of the Society shall be structured in accordance with paragraph a) of this section:

- 1) The Code of Ethics Committee
- 2) The Audit Committee (Adopted June, 1989)
- 3) The Legislative Committee
- 4) The Interprofessional Relations Committee
- 5) The Public and Professional Information Committee
- 6) The Constitution and Bylaws Revision Committee
- 7) The Membership Committee
- 8) The Convention Committee
- 9) The Insurance Committee
- 10) The Managed Care Relations Committee (Adopted June, 1989)
- 11) The Medicaid Committee
- 12) The Employee Committee

13) The New Practitioner Committee

14) Sundowning Committee

**Section 1c** The duties and functions of the respective committees under this section are:

- 1) The Code of Ethics Committee - Such Committee shall add, delete or revise, in order to carry out the purpose of the Code of Ethics adopted by the Society as at present constituted, or as may hereafter be revised or may be referred to it by the State Grievance Committee. All such deletions, additions or revisions shall be submitted to the Annual Meeting for acceptance or rejection.
- 2) The Audit Committee – Such committee shall review the treasurer’s reports, tax statements, and all financial data relevant to the Society. It shall report to the Executive Board at least annually, such report to include any recommendations deemed pertinent and necessary by the committee. (Adopted June, 1989)
- 3) Legislative Committee - Such committee shall consider legislation in accordance with specific directions from, or policy developed by, the House of Delegates or the Executive Board as provided in the Constitution and Bylaws. The Committee shall report to the House of Delegates at the Annual Meeting of the Society on its activities pertaining to legislation affecting pharmacy practice that is introduced in or enacted in National or State legislatures. There shall also be appointed by the Legislative Committee Chair an Auxiliary Legislative Action Committee composed of a sufficient number of members to contact personally the legislators involved.
- 4) Interprofessional Relations Committee - Such committee shall act as liaison with other professions and professional organizations. It shall foster programs and projects of mutual interest between the professions, including, but not limited to, Codes of Understanding between the profession of Pharmacy and the other professions.
- 5) Public and Professional Information Committee - Such committee shall disseminate information to the profession, and to the public on all pertinent matters. Said committee shall prepare programs for professional and public information on the role of the pharmacist in health services.
- 6) Constitution and Bylaws Revision Committee - Such Committee shall receive and review all recommendations regarding revisions of the Constitution and Bylaws, and after acting upon same, shall transmit them to the Executive Committee and/or Annual Meeting as Constitution and Bylaws procedure may require. Said Committee shall determine whether posed amendments are properly worded and do not conflict with other sections of the Constitution and Bylaws and shall periodically review the Constitution and Bylaws for necessary rewordings and revampings of those sections which have become outdated or obsolete.
- 7) Membership Committee - Such Committee shall use its best efforts to secure new members for the Society and refer such applications for membership to the Executive Board.
- 8) The Conventions Committee - The Conventions Committee with the Executive Director and/or Business Manager shall conduct all arrangements for the Annual Meeting of the Society. The Executive Director shall render a complete report of all receipts and expenses to the Executive Board.
- 9) The Insurance Committee - Such committee shall study, investigate and recommend all types and forms of group and blanket plans of insurance beneficial to the members of the State Society. It shall assume such responsibilities assigned by the Executive Director in collaboration with the Business Manager for the purpose of the proper conduct, advancement, benefits and maintenance of any and all insurance plans approved by the Society and/or the Executive Board. It shall report at the Annual Meeting all its findings and studies and make recommendations in the interest of the members.
- 10) The Managed Care Relations Committee - Such committee shall have the responsibility to study and report current trends in third party administration in New York State (Adopted June, 1989) [Previously Third Party Committee]
- 11) The Medicaid Committee - Such committee shall have specific responsibility to study, recommend and act on behalf of the interests of pharmacy in Medicaid matters affecting the profession in New York State.
- 12) The Employee Committee - Such committee shall address areas of concern to employee pharmacists. It shall conduct surveys, make reports, sponsor resolutions and carry out other operations consistent with its responsibility to identify and present the perspectives of employee pharmacists on matters relating to the ethical and competent practice of pharmacy. (Effective 1991)
- 13) The New Practitioner Committee – Such committee shall provide a forum for pharmacists who have graduated within the past 5 years to network with one another, as well as with their more experienced peers. The committee shall coordinate events, recruit new practitioners to become members, and encourage new practitioners to become involved in PSSNY Committees and Affiliates.
- 14) Sundowning Committee – Such committee shall hold the purpose of categorizing passed resolutions to ensure that all necessary actions regarding the intent of the resolutions are carried out in full by the association. The committee shall be comprised of no more than five appointed members and a Board of Directors Liaison. The committee shall meet each

year to review the resolutions and provide a report in the form of a resolution to the House of Delegates regarding their recommendations for re-classifying resolutions.

**Section 2** There shall be the following Standing Committees of the Society which shall be constituted and function as delineated herein.

a) The Resolutions Committee

At least sixty (60) days prior to the Annual Meeting, the President-elect of the State Society shall appoint a Resolutions Committee.

Such Committee shall consist of one delegate from each recognized society or group as set forth in Article V and which member shall have been recommended by the President of such society or group.

In the event the President of such society or group does not submit a recommendation within thirty (30) days after it is requested, then the President-Elect of the State Society shall appoint a delegate of their own choosing from such society or group to represent it on the Committee.

The Committee Chair shall be appointed by the President-Elect and shall preside at the committee meetings.

Committee appointments shall be for a term of one year without limitation on reappointment for successive terms.

The Committee shall review and act upon recommendations contained in the President's address, and in the reports of the Chair of the Executive Board and Treasurer at the Annual Meeting and upon all resolutions which are presented for any meeting of the House of Delegates and shall report its findings and recommendations to the House for its action.

The Resolutions committee shall be empowered to rewrite resolutions in proper form, eliminate duplication where similar resolutions are offered and ensure that all resolutions relating to a specific subject will be offered in logical sequence.

Substantive alterations in a resolution can be made only with the sponsor's consent.

The Committee shall convert presidential and other committee recommendations to proper resolution form.

The Committee shall draft and present to the House any courtesy resolutions which may seem appropriate.

The Committee must report to the House all resolutions referred to it; none may be withheld from consideration by the House.

The Committee should report each resolution with a "recommendation of acceptance" or a "recommendation of rejection" or with "no recommendation."

Any active or student member of the Society in good standing may make or second a resolution.

Resolutions shall be submitted to the Chair of the Resolutions Committee in duplicate typewritten form duly signed by the maker and seconded at least five (5) days before the opening session of the meeting.

All resolutions shall be passed by a majority vote of the delegates present except where otherwise stated.

Resolutions may be introduced from the floor of a meeting of the House of Delegates under "New Business" only. Such resolutions shall be introduced by a delegate and countersigned by ten (10) other delegates.

Such resolutions shall be read by the Secretary of the House and then transmitted to the Resolutions Committee. If favorably acted upon by the Resolutions Committee, a two-thirds majority vote shall be required for passage.

By a two-thirds vote of delegates present a resolution presented from the floor may be acted upon by the House without first sending it to the Resolutions Committee.

The first meeting of the Resolutions Committee shall be held prior to the Opening Session of any meeting of the Society or of the House of Delegates. The time and place of meeting should be made known through the meeting program or announcements.

Committee meetings may be attended by any member of the society in good standing; such members may also participate in discussions provided that after such open meeting the Resolutions Committee shall meet in executive session to review each resolution and to prepare its report.

b) Past Presidents Advisory Committee

It shall consist of all persons who have served as elected Presidents and have completed their terms of office. The Past President's Advisory Committee's duties shall be, in addition to those assigned to it by the annual meeting and/or the Executive Board, to:

Act as an advisory committee to the President of the State Society.

Participate actively in the annual meetings.

Act as a Committee on Awards, such awards which have been approved or designated by an annual meeting and/or the Executive Board.

Act as a group and on an individual basis as goodwill ambassadors for the State Society. To undertake public and professional relations on a personal level at every opportunity.

c) Board of Pharmacy Screening Committee

The Board of Pharmacy Screening Committee shall consist of eight (8) members, of whom two each shall be appointed respectively for one, two, three, and four years, and their successors for terms of four years each, so that in each year two terms shall expire and a successor appointed plus a Chair. Such Committee shall be comprised of two Deans of Colleges of Pharmacy, of two former members of the State Board of Pharmacy, of two Past Presidents of the Pharmaceutical Society of the State of New York, and two members of the Society at large. The Chair with vote, shall be the immediate Past President of the Society, who shall act as such Chair for one year, or until succeeded by the following immediate Past President of the Society. The names of the prospective nominees for the Board of Pharmacy shall be submitted to such Committee, with their respective biographies. The Committee shall investigate the relevant records and background of such nominees to the end and purpose that all properly qualified nominees in the considered opinion of such Committee shall be submitted to the Nominating Committee for presentation to the Convention. Nominees at the annual meeting shall be limited to the persons so qualified for such nomination by such screening Committee.

Advance nominations for members of the Board of Pharmacy shall be made on the floor at the time of the Annual Convention with no limit on the number of names submitted.

Biographies for these nominees are to be submitted to the Secretary of this Committee by the nominator on behalf of his/her nominee no later than December 1st after the Annual Meeting.

d) Board of Pharmacy Contact Committee

The Board of Pharmacy Contact Committee shall be charged with the responsibility of acting as liaison between the State Society and the Board of Pharmacy. It shall meet with the Secretary and members of the Board to discuss items of mutual interest and to discuss recommendations of the Board of Pharmacy, the State Society and the Committee itself pertaining to the profession. The Committee shall consist of the Executive Director, the President and two (2) members at large for a term of two years.

e) State Grievance Committee

1. It shall be the duty and responsibility of the State Grievance Committee to supervise and act as herein authorized on all matters relating to compliance or noncompliance with the Constitution, Bylaws and Code of Ethics of the State Society.
2. The State Grievance Committee shall consist of five (5) members appointed by the President of the State Society for three (3) year terms except that the first year that appointments are made under these provisions one (1) appointment shall be made for one (1) year, two (2) for two (2) years, and two (2) for three (3) years. One of the members shall be designated Chair. The Chair shall be appointed by the President and approved by the Executive Board. In the event of any vacancy in the State Grievance Committee, such vacancy shall be filled by an appointment made by the President of the State Society for the unexpired term.
3. The Executive Director of the State Society shall be the Secretary of the State Grievance Committee. He/she shall have no vote in the proceedings in the State Grievance Committee, but shall have the responsibility of maintaining and handling all records, communications, and notices of the State Grievance Committee. The General Counsel of the State Society shall be an ex-officio member of the State Grievance Committee.
4. All complaints received by officers of the State Society, or Affiliated Associations of the State Society shall be referred directly to the State Grievance Committee. Complaints may be received from practitioners, governmental bodies and agencies and members of the general public. The State Grievance Committee shall review the complaint and take suitable action. Such action may include, but shall not necessarily be limited to institution of a hearing. Those complaints which contain alleged facts which, if true, would constitute violation of law, shall - in addition to the regular Grievance procedure for violations of the Constitution, Bylaws or Code of Ethics - be referred by the State Grievance Committee at its judgment to the proper governmental agency or agencies for their consideration.
5. When the State Grievance Committee decides to hold a hearing, the Chair of the Committee shall appoint a three-person subcommittee of the State Grievance Committee. Upon receipt by the Chair of a Grievance subcommittee of a complaint referred to it by the State Grievance Committee, a hearing shall be held within a reasonable time. The Grievance subcommittee shall notify the member against whom the complaint is directed of the hearing to be held, such notice being sent by Registered Mail at least 10 days prior to the scheduled hearing, and shall request the member to be present at the hearing. The Grievance subcommittee shall afford the member the opportunity to be fully heard. Within ten (10) days after a hearing by a Grievance subcommittee, the Chair of that subcommittee shall

submit to the State Grievance Committee, a copy of the Registered Mail notice sent to the member along with the signed mail receipt and a report of the hearing, including a resume of the hearing, all facts adduced, and the recommendations, if any, of the Grievance subcommittee.

6. The State Grievance Committee shall review the report and recommendations of the Grievance subcommittee. If, in the opinion of the State Grievance Committee, the matter has been properly adjusted, the member concerned shall be so informed. In the event the State Grievance Committee determines that there may be grounds for expulsion from the State Society, the respective member shall be notified and be given an opportunity to be heard before the State Grievance Committee.
7. If, after giving the member an opportunity to be heard, the State Grievance Committee concludes that their membership in the State Society shall be terminated, such recommendation, along with the complete record of the case, shall be transmitted to the Executive Board of the State Society for its final consideration and action.
8. All determinations outlined in the foregoing provisions shall be by a majority vote of the Committee or Subcommittee members at any of the respective meetings.
9. All grievance matters shall be kept strictly confidential. No publicity shall be given any cases, except with the approval of the Executive Board. All hearings shall be conducted in a manner befitting the profession. Wherever possible, amicable adjustment shall be sought.

## **B. Standing Committees of the House of Delegates**

**Section 1** There shall be the following Standing Committees of the House appointed by the Chair.

- a) Credentials Committee. The Chair of the House shall appoint a Credentials Committee prior to each meeting of the House, consisting of five (5) members. The Committee shall:
  - 1) Confirm credentials of delegates and ascertain the distribution of members among the constituent organizations as of thirty [30] days prior to the Annual Meeting of the House of Delegates. This committee will report same to the House with its recommendations, if any, for change in proportioning the voting strength.
  - 2) Review the current composition of the House and shall make a complete report to the House at each Annual Meeting. Such report to include recommendations as follows:
    - a) For admission or rejection of any organization requesting inclusion in or recognition by the House.
    - b) For continued inclusion, suspension or expulsion of each constituent or recognized organization. The report shall state in each case the basis for the recommendation to admit, reject, continue, suspend, or expel. The House shall act upon such report of the Credentials Committee with an affirmative vote of the majority of the Delegates present and voting required to continue organizations in the House and with an affirmative vote of two-thirds of the Delegates present and voting required to admit, suspend, or expel organizations.

## **C. Standing Academies of the Society**

**Section 1** The Standing Academies of the Society There shall be the following Standing Academies of the Society which shall be constituted and function as delineated herein.

- a) Academy of Independent Owner Pharmacists – Such Academy shall be open to any PSSNY member who is actively engaged or has a specific interest in independent pharmacy practice ownership, management or employment
- b) Academy of Consultant Pharmacists – Such Academy shall be open to any PSSNY member who is actively engaged in or interested in consultant pharmacy practice. This Academy is designed for full or part-time consultant pharmacists working with nursing homes, hospitals, home health care, hospices, clinic pharmacies, and mental health/mental retardation facilities.
- c) Academy of Pharmacy Management – Such Academy shall be to provide interested PSSNY active and associate members with up-to-date information and continuing education programs on financial, personnel, inventory and general business management, employee development and retention training, pharmacy operations analysis programs, as well as, details of laws and regulations affecting the business of pharmacy practice.
- d) Academy of Employee Pharmacists –Such Academy shall serve and represent employee pharmacists in all practice settings, working to improve employer/employee relations.
- e) Academy of Pharmacy College Academicians – Such Academy shall serve and represent PSSNY members who are actively engaged, full or part-time, or are interested in pharmacy college administration, teaching, pharmacy curricula, continuing education, etc. Members will develop continuing education programs of interest to Academy members, as well as, provide input into legislative or regulatory issues that will have an impact on the provision of pharmacy education.
- f) Academy of Clinical Pharmacists – Such Academy shall serve and represent PSSNY members who are actively engaged or are interested in practicing pharmacy in a clinical setting such as hospitals, managed care companies, etc.

The ACLP's services are specifically aimed at the needs of institutional practitioners such as: specialized continuing education programs, as well as, the opportunity to network with other institutional pharmacists, etc.

- g) Academy of Pharmacy Students – Such Academy shall be open to all PSSNY student members and shall be designed to promote the professional and economic future of pharmacy students by providing forums to discuss issues and to learn about the profession. This academy will provide for a positive interaction with other students and pharmacists; professional placement through classified ads in the PSSNY Journal and valuable continuing education classes.
- h) Academy of Manufacturer Representatives – Such Academy shall be open to all PSSNY Associate members and is designed to enhance communications between pharmacists and manufacturer representatives and to provide input into organizational and legislative aspects of the profession of pharmacy. This academy shall be designed to allow representatives to become more actively involved with the State and Local pharmacy associations. Members must be a representative of a company involved in the selling or supplying of pharmaceuticals or pharmaceutical products.
- i) Academy of Retired Pharmacists – Such Academy shall be designed to meet the special needs of PSSNY's retired pharmacists or individual's that are planning their retirement in the near future. In addition, this academy will provide a pool of experienced pharmacists who can share their expertise with younger pharmacists and the State Society.
- j) Academy of IV, Nuclear & Compounding Pharmacists – This academy is designed to serve the special interest needs of pharmacists and others actively engaged or interested in enteral and infusion therapy, and/or nuclear pharmacy. This academy will focus its energies on the role of home care pharmacists to maintain and expand utilization of the pharmacist's professional services; provide the focal point and expertise for PSSNY to concentrate on issues related to reimbursement and regulation; work with the State Board of Pharmacy; Medicaid and Medicare, as well as, private payers and develop specialty continuing education for pharmacists and supportive personnel engaged in home infusion therapy and nuclear pharmacy.
- k) Academy of Pharmacy Technicians – Such Academy shall be designed for the special interest needs of Pharmacy Technician Associate Members. This Academy shall focus its energies on the role of the Pharmacy Technician in pharmacy and any special training needs they may require.

**Section 2** Active members of the Society shall be entitled to one (1) complementary Academy membership. Should a member request to belong to more than one Academy, a fee of \$30.00 shall be assessed for each additional Academy membership.

**Section 3** Society Academies shall be entitled to two (2) votes in the House of Delegates in accordance to the PSSNY Constitution, Article 6, Section 6 c). (Adopted, 1997)

### **Bylaws Article VIII: Employees and Personnel**

Except as otherwise provided in this Constitution and Bylaws, recommendations for appointees or employees receiving compensation, except clerical office personnel, shall be made by the President, subject to approval by the Executive Board, which shall have the power to establish terms and tenure. In the event the President's recommendation is rejected and he/she fails to recommend another candidate or applicant within fifteen (15) days thereafter acceptable to the Executive Board, the power of appointment shall be vested in the Executive Board. Clerical office personnel shall be hired by the Executive Director, subject to the approval of the Executive Board, at its option.

### **Bylaws Article IX: Delegates to National and Other Associations**

The President shall appoint annually delegates to the American Pharmaceutical Association and to NARD. The Chair of such delegation shall present reports at the following Annual Meeting of the Society. The President shall also appoint all other delegates from the Society requested or required, unless otherwise directed or designated by the Annual Meeting of the Society and/or the Executive Board.

### **Bylaws Article X: Nomination and Election of Officers**

1. Notice will be sent ninety (90) days prior to the Annual Meeting to all associations and members at large to submit recommendations of candidates for office not later than thirty (30) days prior to the Annual Meeting. In order for a candidate to be eligible for a position on the ballot, he/she must have paid their dues by the final meeting of the Nominating Committee of the Midwinter Convention. (Adopted June, 1992)
2. Each delegation at the Annual Meeting will select one of its number to be a member of the Nominating Committee, which will nominate candidates for the office of the House of Delegates and of the PSSNY. The Nominating Committee may select up to two (2) candidates for each office and will present these candidates for approval by the House of Delegates at the Annual Meeting of the House. From the report of the Nominating Committee and from nominations from the floor

(at the ANNUAL MEETING), the House of Delegates may select up to two (2) candidates for each of the following offices—President-Elect, First Vice-President, Second Vice-President, Treasurer, Secretary, Vice-Chair and Secretary of the House.

At subsequent official House of Delegates meetings held after the Annual Meeting and before the mailing of the election ballots to the membership, nominations may be made only for those non-regional offices due to be filled by mail ballot and for which there are fewer than two candidates at the time of the meeting. A candidate who has been properly nominated at the Annual Meeting cannot be displaced by a new nominee. The procedure for selecting nominees shall be the same as that required at the Annual Meeting. (Adopted June, 1989)

3. A letter of acceptance of nomination signed by the proposed nominee must be received by the PSSNY Nominating Committee at or before the time of nomination of such candidate.
4. Election shall be by a mail ballot as described in Article XII of these By-Laws.

### **Bylaws Article XI: Nomination and Election of Regional Members of Executive Board**

**Section 1** Nominations for Regional Members of the Executive Board will be made at the annual regional meetings. Each region will nominate no more than two individuals for each vacant position allotted to that region.

All nominations will come from the floor of said regional meeting. Any active member from the region may nominate any eligible member from the region as a candidate for the Executive Board. Said nomination must be seconded by an active member from the region and a signed statement from the proposed nominee must be submitted to the Chair stating said proposed nominee's intention to serve, before the nomination can be considered. Nominations shall be closed upon motion duly made and seconded and carried by a majority of those active members present from the region, except that any nomination pre-filed shall also be voted upon.

- a) Pre-filed Nomination: Any two active members from the region may submit a statement signed by them with the name of a proposed nominee together with said nominee's statement of intent to serve, to the Chair of the region no later than 30 days prior to the meeting. Said nomination shall be verified by the Chair and if the individuals submitting said nomination and the nominee are all active members of the region then the nomination shall be valid and all such profiled nominations shall be read by the Chair at the opening of nominations.

**Section 2** Voting to Select Nominees: Each active member from the region is entitled to one vote for the purpose of selecting nominees. A member may exercise this right either by being present at the regional meeting or giving their proxy to another active member of the region who must be present at the meeting to exercise such proxy. An active member in attendance at the regional meeting may exercise not more than ten (10) proxy votes which are deemed valid.

**Section 3** Proxies:

- a) Every member who is entitled to vote at a regional meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.
- b) Every proxy must be signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided by the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
- c) The authority of the proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Executive Director.
- d) Validation: At least 45 days prior to the regional meeting, a member must submit their proposed list of proxies to the Executive Director. The list must contain the signature, printed name and address of each member who desires to give their vote through proxy to another. The Executive Director must examine the rolls of active members and determine whether the names submitted are eligible to vote in said region. The Executive Director must then verify the petition and forward the same to the Chair.
- e) Ineligible Proxies: If the proposed proxy is invalid due to membership reasons, then that proxy alone shall be invalid. If a proxy is found to be invalid as to execution, then all proxies held by the member submitting said proxy shall be declared invalid. Any nominee for Executive Board shall have the right to inspect all proxies.

**Section 4** Time and Site of Regional Meeting: All regional meetings shall take place between October 1st and January 31st of each year. The site and date of each regional meeting shall be chosen by the corresponding Executive Board Regional Member who shall also be the Chair of the meeting.

### **Bylaws Article XII: Procedure for Mail Ballot**

1. Provision for election by mail ballot. Except for the exclusions specified herein all officers of the Society and members of the Executive Board shall be elected according to the mail ballot procedure prescribed in this Article.
  2. Exclusions from election by mail ballot. The immediate Past President of the Society shall become Chair of the Executive Board for a term of one year. The President-Elect shall become the President for a term of one year. Officers of the House of Delegates, except the Chair who is the President-Elect of the Society, are to be elected by vote at the Annual Meeting.
  3. Qualified Voters:
    - a) Every active member of record of the Society, in good standing, shall be entitled at every meeting of the members to one vote and to one mail ballot for election of officers.
    - b) The Board may fix a date as a record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting or to vote by mail ballot for election of officers. The record date shall not be more than fifty, nor less than ten, days before the date of the meeting.
  4. Mailing, Marking and Return of Ballots: The Executive Director shall cause to be mailed to each qualified voter:
    - a) A printed ballot with the names of candidates for election along with full instructions for marking and returning by the required date. The candidates shall be those nominated pursuant to Article IV of the Constitution and Article X of the Bylaws.
    - b) A brief factual statement of the service and qualifications of each nominee who chooses to supply such a statement.
    - c) An inner return envelope into which the marked Ballot is to be placed and on the face of which there is a place for the voter's signature. For the vote to be valid, the inner envelope must be sealed before returning and signed by the qualified voter.
    - d) A specially recognizable outer return envelope self-addressed to the Executive Secretary.
    - e) Ballots and accompanying material shall be mailed no later than April 1.
    - f) Voters shall be instructed to return ballots so that they are postmarked no later than May 31st. Ballots returned late are invalid and shall not be counted.
  5. Counting and Reporting the Vote:
    - a) Committee of Inspectors. At each Annual Meeting the President shall appoint a five-member committee of Inspectors which shall elect its own Chair from among its members.
    - b) The Executive Director shall, at the end of the allotted voting period, impound all mail ballots received and all such ballots shall be turned over to the Chair of the Committee of Inspectors at 9:00 a.m. of the Second Session of the annual meeting. Ballots are to be in the signed and sealed inner envelopes into which they were placed by the voters.
    - c) The Committee of Inspectors shall be responsible for counting and recording all votes with special care to ensure the accuracy and the secrecy of the vote. Provisions shall be made for verifying signatures of voters when questioned and for invalidating those improperly signed, marked, or returned.
    - d) On request of the person presiding at the meeting or any member entitled to vote thereat, the Inspector shall make a report, in writing, of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.
    - e) A list or a record of members entitled to vote, certified by the Executive Director shall be produced at any meeting of members upon the request thereof of any member who has given written notice to the Society that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of members to be produced as evidence of the right of persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.
    - f) The candidates receiving the plurality of valid votes cast for each office shall be declared elected by the Committee.
    - g) The Chair of the Committee is required to report the results of the voting in writing to the President on the same day that the ballots are counted.
    - h) The President shall then cause the names of the successful candidates to be announced at the Annual Meeting and to be printed in the official journal of the Society in the first issue which is published after the Annual Meeting.
- Section 6 In the event of death or inability to serve of any candidate prior to the mailing of mail ballots, a new candidate shall be designated by a Sub-Committee on Vacancies which shall be a subcommittee of the Nominating Committee.
- Such Sub-Committee shall consist of five (5) members of the Nominating Committee selected by the Chair of such Nominating Committee.

Section 7 In the event of death or inability to serve, of any candidate after the date of mailing of mail ballots, such candidate shall nevertheless be continued on said ballot and if elected upon the counting thereof, the Executive Board by appointment shall fill such office until the next general election.

### **Bylaws Article XIII: Parliamentary Rules**

The customary rules of parliamentary bodies shall be enforced by the presiding officer. The presiding officer's decisions may be appealed by two members, in which event, the members present - by majority vote - shall decide without debate.

### **Bylaws Article XIV: Publication of Proceedings**

The Proceedings of the Society, or summaries thereof, the roll of officers, committees and members thereof shall be published annually under the supervision of the Secretary and the Executive Director, and Copy of Proceedings or summaries thereof made available to each member of the Society in good Standing.

### **Bylaws Article XV: Order of Business for the Annual Meeting**

The order of business for the Annual Meeting shall be set by the Executive Board, the Executive Director and the Convention Committee. It shall include, but not be limited to, all the reports and other actions specifically required by the Constitution and Bylaws of the Society.

### **Bylaws Article XVI: Resignations and Removal**

**Section 1** Any member of the Society may be removed for cause by vote of the Executive Board, provided there is a quorum of not less than a majority of entire Executive Board present at the meeting of the Board at which such action is taken.

**Section 2** Any Board Member or officer of the Society may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

**Section 3** Any or all of the Executive Board members may be removed for cause by vote of the members, or by vote of the Executive Board, provided there is a quorum of not less than a majority of the entire Executive Board present at the meeting of the Board at which such action is taken. Any or all of the Board may be removed without cause by vote of the members.

### **Bylaws Article XVII: Suspension and Amendment of Bylaws**

**Section 1** These Bylaws shall be suspended only with the unanimous consent of the voting members present at the meeting.

**Section 2** Any proposed amendment to these Bylaws shall be presented in writing to the Constitution and Bylaws Revision Committee which shall include all such proposals with its recommendations to a general membership. A favorable vote of two-thirds (2/3) of the active members present and voting shall be required for passage.