



## **BYLAWS**

### AMERICAN SOCIETY OF CONSULTANT PHARMACISTS

#### **ARTICLE I**

##### **NAME AND INSIGNIA**

**SECTION 1.** The Society shall be known as the American Society of Consultant Pharmacists, Inc. (herein called the “Society”). It shall be an educational Society incorporated as a not for profit under the laws of the State of Massachusetts.

**SECTION 2.** There shall be an insignia of the Society that may be suitably used and displayed by the Society.

#### **ARTICLE II**

##### **OFFICES**

The Society’s principal office shall be fixed and located at such place as the Board of Directors (herein called the “Board”) shall determine.

#### **ARTICLE III**

##### **OBJECTIVES**

The principal objectives of the Society shall be as follows:

1. To promote and improve senior care and consultant pharmacy practice in health care institutions, long-term care facilities, managed care organizations, hospitals, hospices, home healthcare programs, industry programs and any other area in which pharmacists are needed to advise patients and other health care professionals on drug therapy management.
2. To define and develop the professional standards required of senior care and consultant pharmacy practice, including a Code of Ethics, and to provide for the recognition of practitioners through their demonstration of a core of knowledge of the practice, performance of high professional conduct, and conformance with the Code of Ethics of the Society.
3. To support and promote the ASCP Foundation, through which the Foundation can fund, coordinate, and conduct educational programs and research.
4. To sponsor meetings and conventions for the educational and professional development of the membership.
5. To promote broader government, public, and professional understanding of senior care and consultant pharmacy practice through collective public information efforts.
6. To collect, preserve, and disseminate data and information of interest to the membership.
7. To represent the interests of senior care and consultant pharmacy practice before legislative, judicial, and administrative branches of government.
8. To advance public health and welfare through senior care and consultant pharmacy practice by maintaining a liaison with other societies, associations, and professions on issues of mutual concern.



## **ARTICLE IV FISCAL YEAR**

The Society's fiscal year shall begin on the first day of October and end on the last day of September of each year.

## **ARTICLE V MEMBERSHIP**

**SECTION 1.** There shall be five (5) classes of membership: Active, Health Care Professional, Pharmacy Technician, Student, and International. The Board may establish subcategories within these membership categories to provide greater opportunity or clarity in its membership offerings.

**SECTION 2.** Any individual who is in possession of a current license to practice pharmacy and/ or holds a degree in pharmacy practice and is actively engaged in pharmacy practice shall be eligible for Active Membership. Active Membership also includes those members in the Spouse, Retiree, Life, Honorary and Graduate members.

**SECTION 3.** Non-Pharmacist practitioners of any allied health profession shall be eligible for Health Care Professional Membership.

**SECTION 4.** Individuals who work under the direct supervision of a licensed pharmacist and perform pharmacy-related functions shall be eligible for Pharmacy Technician Membership.

**SECTION 5.** Students enrolled at an accredited college or school of pharmacy shall be eligible for Student Membership.

**SECTION 6.** A pharmacist practicing outside of the United States qualifies for International Membership.

**SECTION 7.** Any individual shall be admitted to membership in the appropriate class of membership upon completion of administrative processing of any required application accompanied by required dues, provided, however, that the Board of Directors may deny any individual membership for cause, meaning conduct tending to damage the public reputation of this Society.

**SECTION 8.** Membership benefits and services for each class of membership shall be those established from time to time by the Board of Directors. The Board of Directors may add, delete, or adjust membership benefits and services as it deems necessary or desirable in furtherance of Society purposes. No addition, deletion, or adjustment of membership benefits or services shall require any adjustment of dues



for the membership period during which the addition, deletion, or adjustment of membership benefits or services occurs.

**SECTION 9.** Any member may voluntarily terminate membership by notice to this Society. Termination of membership shall be effective upon completion of administrative processing of such notice. No such voluntary termination of membership shall be effective to avoid any debt to the Society. The Society may terminate the membership of any member for failure to pay required dues. Such termination of membership shall be effective at the convenience of the Society. Termination of membership shall terminate the right of any member to all membership benefits and services. The Board may also terminate the membership of any member for cause, meaning conduct tending to damage the public reputation of this Society.

**SECTION 10.** Each member shall pay such dues as may be required by the Board of Directors for each class of membership. The Board of Directors may establish such administrative policies and procedures as it deems necessary or desirable to facilitate the payment and receipt of required SECTION dues. The Board of Directors may also establish special dues within established classes of membership.

## **ARTICLE VI FELLOWSHIP**

**SECTION 1.** The Society may confer upon members the professional designation of Fellow, American Society of Consultant Pharmacists (FASCP) to recognize professional achievement in the field of senior care and consultant pharmacy. An individual must be recognized as in the Active Member membership category to qualify for fellowship.

**SECTION 2.** The Board of Directors may establish criteria to qualify members for recognition as Fellows.

## **ARTICLE VII VOTING**

**SECTION 1.** Active, Health Care Professional, and Pharmacy Technician, shall be entitled to vote in the Society or its chapters. Student Members will be allowed to vote for designated awards.

**SECTION 2.** Each voting member shall be entitled to cast one (1) vote upon each and every question properly coming before any membership vote of the Society. Except as otherwise specified, all matters will be decided by a majority vote of ballots returned.



## **ARTICLE VIII OFFICERS AND DIRECTORS**

**SECTION 1.** The Society's Officers shall consist of the President, President-elect, Immediate Past President, Treasurer, and Secretary, all of whom shall be Active members of the Society. The Secretary shall also serve as Chief Executive Officer of ASCP and is a non-voting member. The Board of Directors shall consist of the five (5) Officers and nine (9) Directors.

**SECTION 2.** Active members, as defined in Article V, Section 2 shall be entitled to be elected as Officers and Directors in the Society.

**SECTION 3.** Each member of the Board of Directors shall have one (1) vote. The total number of available votes of the Board of Directors shall be twelve (12). At Board of Directors and Executive Committee meetings, the Chair shall have no vote except as necessary to break tie votes.

**SECTION 4.** The Treasurer shall be elected by the Board of Directors for a three (3) year term, unless removed as herein provided. No Treasurer shall serve more than two (2) consecutive terms.

**SECTION 5.** Directors shall be elected annually and shall serve one (3) year term unless removed as herein provided. No elected Director shall serve more than two (2) consecutive elected terms or no longer than eight consecutive years if appointed to fill a vacancy.

**SECTION 6.** The terms of the Directors shall be staggered such that three (3) directorships positions shall come up for election each year.

**SECTION 7.** Directors shall be nominated and elected such that one (1) Director from each of the 8 designated geographic regions of the Society's membership, and one (1) At-Large director shall sit on the Board of Directors at all times. At appointed election times, the Director shall be up for nomination from and hence voted upon by their respective regions with the At-Large Director position being nominated and voted upon by the 8 regions.

**SECTION 8.** The Society's membership shall be divided geographically according to state borders such that there are eight (8) regions, each representing approximately an equivalent number of Society members. The Board shall review the regional boundaries from time to time to ensure that they are appropriate. International countries will be included in the States Regions, and international members with Active status shall be able to vote and run for Director positions or at-large positions. Australia will be included in the region with California. East Asian countries and Canadian members west of the Manitoba and Quebec border will be included in the region with Washington state. European countries and Canadian members east of the Manitoba and Quebec border will be included in the region with New York.



**SECTION 9.** The Officers and Directors shall serve without compensation in their elected posts.

**SECTION 10.** The Board of Directors may remove any elected Officer or Director from office for violation of the Bylaws or Code of Ethics of the Society, or for any other cause deemed by the Board to cause harm to the Society. Removal of an Officer or Director from office requires a vote of two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting of the Board.

**SECTION 11.** In the event of the death, resignation, or removal of the President, the President-elect shall assume the office until the end of the President's term, at which point the regular succession of officers resumes. In the event of the death, resignation, or removal of any other Officer or Director, the President shall appoint a replacement with the approval of the majority of the Board to fill the vacancy until the next election is held. In the event of the death, resignation, or removal of the Immediate Past President, the President shall assume the office until the end of the President's term, at which point the regular succession of officers resumes.

**SECTION 12.** If both the President and the President-Elect shall become permanently unable to perform the duties of their offices, the Board of Directors shall appoint, from the Board of Directors, a President Pro Tempore to serve for the remaining portion of the unexpired terms. Following the next yearly meeting, the Nominating Committee will send the ASCP membership, nominations for the offices of President and President-elect, and an election will be held in accordance with the provisions of Article XIV.

**SECTION 13.** If a vacancy is created when a Board of Director is elected as an officer during their term as Director, the President shall appoint a replacement with the approval of the majority of the Board to fill the vacancy until the next election is held.

**SECTION 14.** A total of eight (8) elected Officers and Directors in attendance shall constitute a quorum for a Board of Directors meeting. Matters will be decided by a majority vote of the Officers and Directors in attendance, except for matters specifically calling for a higher number of votes by these Bylaws.

## **ARTICLE IX DUTIES OF OFFICERS**

**SECTION 1.** The President shall be the chief elected officer and serve as Chair of the Board of Directors and Executive Committee. The President shall appoint all standing and special Committees, Councils, and Task Forces, of which the President shall be an ex officio member. The President shall have the power, within the broad scope of policies adopted by the Society and/or the Board of Directors, to perform,



delegate, authorize, empower, and approve such action as is, in their sole discretion, necessarily required to advance the best interests of the Society. The President serves as the Society's official spokesperson. The President shall establish, with the approval of the Board, goals and objectives for the Society for their term of office. The President shall report to the Board of Directors on official policies and shall advise the Board of Directors on matters as may further the purposes of ASCP. The President has a direct relationship with the Chief Executive Officer and a professional relationship with staff, but shall have no individual duties or responsibility for administrative decisions or actions with regard to the continuing management of the Society's affairs.

**SECTION 2.** The President-elect shall perform the duties of the President in the absence or disability of the President, or when so requested by the President or Board of Directors and shall perform such other duties as may be specifically delegated or required under these Bylaws. The President-elect is a member of the Finance Committee. The President-elect automatically succeeds to the position of the President.

**SECTION 3.** The Treasurer shall be the co-custodian of the Society's funds in concert with the Chief Executive Officer and shall countersign, in accordance with written policies adopted and amended from time to time by the Board of Directors, certain disbursements of funds on deposit to the Society's credit in any bank or financial institution; be responsible for overseeing conservation and prudent investment of the assets and funds of ASCP; assure expenditure of funds is in accord with the programs, priorities, and budget established by the Board of Directors; regularly inform the Board of Directors, and members on the financial strength and needs of ASCP. The Treasurer shall chair the Finance Committee and the Audit Committee. The Treasurer shall cause an audit from an outside independent accounting firm shall be conducted at minimum every 2 years or sooner: i. If necessary for regulatory compliance, ii. When there is a change in Chief Executive Officer; Chief Financial Officer/Contracted Certified Public Accountant, iii. As directed by the Board of Directors the Treasurer shall perform all other duties customarily associated with the office of Treasurer.

**SECTION 4.** The Immediate Past President shall serve as the Chair of the Council of Presidents and act as the liaison between the Board of Directors and the Past Presidents and Chair of the Nominating Committee. The Immediate Past President supports the President and President-elect and serves as an ambassador of the Society.



## **ARTICLE X EXECUTIVE COMMITTEE**

**SECTION 1.** The President, President-elect, Treasurer, Immediate Past President, Secretary, and one member from the Board of Directors shall constitute the Executive Committee of the Society. The Board of Directors member must have at least one year of experience on the Board of Directors and will be nominated by the Board of Directors and elected by a majority vote of the Board of Directors and will be elected annually. The Secretary shall serve as a non-voting member. The President shall chair meetings of the Executive Committee.

**SECTION 2.** The Executive Committee shall serve as a leadership team to advise and assist the President in execution of his/her duties, including setting Board agendas, reviewing budgets, and making recommendations to the Board for action. The Executive Committee shall make no policy without Board approval.

**SECTION 3.** The Executive Committee may make decisions requiring action only in emergency situations when a quorum of the Board of Directors cannot be arranged in a timely fashion. Actions of the Executive Committee shall be reported to the Board of Directors within 5 working days and in all cases at the Board's next meeting.

## **ARTICLE XI DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1.** The Board of Directors shall be responsible for the general supervision and management of Society's affairs, including, but not limited to, the specific duties and authority stated in these Bylaws. It shall have, in addition to the specific duties and authority stated in these Bylaws, such duties and authority which from time to time are imposed on or recognized by law as being applicable to nonprofit corporations. It shall adopt Bylaws and rules or procedures for the conduct of its business. It shall make an annual report to the membership regarding the programs and activities of this Society. The Board of Directors shall have full administrative authority in all Society matters, except as otherwise provided in these Bylaws. The active management of the Society shall be vested in the Board of Directors at all times.

**SECTION 2.** It shall be the duty of the Board of Directors to meet at least annually in conjunction with the Annual Meeting, and to meet at other times at the call of the President or on petition of a majority of the Board of Directors.



## **ARTICLE XII**

### **DUTIES OF THE CHIEF EXECUTIVE OFFICER**

**SECTION 1.** There shall be a Chief Executive Officer, who will serve at the pleasure of the Board as governed by applicable contract. The Chief Executive Officer is the chief staff officer of the Society and shall be responsible to exercise duties as assigned by the Board for executive and administrative decisions and actions with regard to the continuing management of the Society's affairs. Other than the Association's Chief Financial Officer whose employment status may only be terminated by the Chief Executive Officer with the agreement of the Executive Committee, the Chief Executive Officer has sole and exclusive authority for the engagement and discharge of all employees of the Association.

As Secretary, the Chief Executive Officer shall keep and maintain an accurate record of the meetings of the Board of Directors and Executive Committee, and such other activities of ASCP as the Board of Directors may direct.

The Chief Executive Officer shall have authority to affix the corporate seal to any document requiring it and attest thereto by their signature.

The Chief Executive Officer may appoint an Assistant Secretary to attest to documents.

The Chief Executive Officer shall, by virtue of the office, be a non-voting member of all councils, commissions, and committees of the Board of Directors including the Executive Committee and the Board of Directors; and any other committee or component group established by the Board of Directors.

**SECTION 2.** In the event that a search for a new Chief Executive Officer is required, it shall be the responsibility of the President, and subject to approval of the Board, to appoint a selection committee. The selection committee will make recommendations of acceptable candidates to the Board. The Board shall select the Chief Executive Officer by a two-thirds (2/3) majority vote.

## **ARTICLE XIII**

### **MEMBER LEADERSHIP GROUPS OF SOCIETY AFFAIRS**

**SECTION 1.** To fulfill the objectives of the Society, member leadership groups, such as Committees and Task Forces shall function in a developmental and advisory capacity to the Board of Directors by recommending programs and policies to the Board of Directors relative to the general and specific areas of interest to which they are assigned.

**SECTION 2.** Standing Committees in areas of educational affairs, professional affairs, and policy and advocacy, and finance, and others that the President and the Board may identify as important to the work of the Society shall be appointed. The President is authorized to appoint Special Committees or Task Forces as may be needed from time to time, and to discharge any committee that has completed its assigned task.



**SECTION 3.** Composition of leadership groups shall include:

**(a) Chair.** The Chair of each leadership group shall be appointed by the President and subject to the approval of the Board of Directors.

**(b) Staff Liaison.** The Staff Liaison of the leadership group shall be appointed from the Society staff by the Chief Executive Officer of the Society. The Staff Liaison of a leadership group shall be responsible to the Chief Executive Officer for the administrative functions of the leadership group.

**(c) Members.** All members shall be appointed by the President. In making nominations for appointment to a leadership group, the President shall, as in all of the appointments of the Society, take into consideration the geographic apportionment of the membership, the personal qualifications, and abilities of each candidate, and the experience of each candidate in the Society's activities in the particular area of interest of the leadership group.

**(d) Board Liaison.** The President shall appoint a Liaison from the Board of Directors to each leadership group. The Board Liaison should attend all meetings of the leadership group as a non-voting member and shall present leadership group recommendations to the Board of Directors.

**(e) Vacancies.** The President shall be authorized to add or delete members of a leadership group at his or her discretion.

**SECTION 4.** The Board of Directors may from time to time assign a specific matter for consideration by a specific leadership group. The Board of Directors shall have final authority over any project requiring the expenditure of Society funds and final authority over the recommendations of leadership group. Leadership groups shall not independently contact other organizations outside the Society. All proposed requests for grants or funds from sources outside the Society shall require approval of the Chief Executive Officer and the Executive Committee.

**SECTION 5.** Leadership groups shall report, by way of meeting minutes or informal narrative summaries, in a timely manner to the Board of Directors meeting.

**SECTION 6.** Past presidents and the current president shall constitute a Council of Presidents, which shall serve as a resource to the Board of Directors on issues of importance to the Society. The current Immediate Past President shall chair the Council of Presidents meetings.

**SECTION 7.** The Finance Committee shall be a standing committee that is chaired by the Treasurer. The committee is responsible for reviewing and providing guidance for ASCP's financial matters. The committee assures internal controls, independent audit, and financial analysis for the organization. The Finance Committee reviews all financial statements and reports on the financial activity to the full board. The Finance Committee's duties and responsibilities shall be governed by the Finance Committee Job Description.



The committee shall report to the Board and consist of nine (9) members. Three (3) of whom are current board of directors' members and are voted upon each year by the full board. These members shall serve a one (1) year term. It shall also consist of six (6) non-board members with extensive knowledge of business and/or finance who are appointed by the Executive Committee to serve a three (3) year term. Appointees shall serve no more than two (2) consecutive terms. The Committee shall prepare a budget for the forthcoming year and submit it to the Board of Directors for approval; review, assess, and monitor operations of ASCP to assure that budget objectives are met or that appropriate changes thereto are made; review all investment policies and financial policies of ASCP; oversee the responsibilities of the Treasurer and oversee the financial operations of ASCP.

**SECTION 8.** To ensure proper oversight and monitoring over accurate financial reporting and internal controls a stand-alone Audit Committee will be established. The purpose of the committee is to assist the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, reporting, and auditing practices of the Society. The committee acts as a liaison between the Society's independent auditors and the full Board of Directors. The responsibilities of the Audit Committee would include:

- Recommending the selection of the independent auditors to the Board, ensuring that the auditing firm selected has the requisite skills and experience to carry out the auditing function.
- Meeting with the auditors prior to the commencement of the annual audit to discuss and communicate any concerns they have related to internal control, financial processes, or other matters that are relevant for the auditors to consider during their testing procedures.
- Receiving and reviewing the audit and required communications letter in draft form and meeting with the auditors to discuss the results of the annual audit.
- Receiving, reviewing, and forwarding to the Board of Directors the annual management letter of the independent auditors, if any, with such comments of its own as may be appropriate.
- Subject to the prior approval of the Board of Directors, the committee reviews any matter or activity involving financial accounting and financial reporting, as well as the internal controls of the Society.

The Audit Committee shall be chaired by the Treasurer and shall consist of four (4) other members appointed by the Executive Committee. All members will have extensive financial experience and do not currently serve on the Board of Directors or the Finance Committee.



## **ARTICLE XIV NOMINATIONS AND ELECTIONS**

**SECTION 1.** Not later than thirty (30) days after the Annual Meeting, the President shall appoint a Nominating Committee. The nominating committee shall consist of current and former board members and other Active members, taking into account balance across regions as well as representative of the membership's practice activities and responsibilities. No member should serve on more than two consecutive Nominating Committees. The President shall appoint himself/herself as Chair of the Committee and shall continue in that capacity during his/her term as Immediate Past President.

**SECTION 2.** The Nominating Committee shall have access to the roster of members eligible to vote and hold office in the Society. For each Directorship, at least one (1) candidate shall be nominated from each of the Society's Regions whose Directorships are to be filled and at least one (1) at-large candidate shall be nominated from the general membership for each at-large position to be filled. For Regional Director candidates, the Society's membership records should show that the candidate resides in the Region from which a Director is to be elected. For at-large candidates, the Society's membership records should show that the candidate is an Active member in good standing. However, prior to reporting the name of any official candidate, the Nominating Committee shall be assured that the candidate is willing to serve if and when elected.

**SECTION 3.** Candidates seeking to serve as officers of the Society must have served for at least one full term on the Board to be eligible to serve as an elected officer of the Society.

**SECTION 4.** Upon completion of the slate of officers and directors, the President shall cause an official ballot to be taken. For Directorships, the candidate receiving a plurality of the valid ballots cast by voting members of that Region shall be declared the winner. For the At-Large Director position, the candidates receiving a plurality of Regions' votes shall be declared the winner.

**SECTION 5.** The new Officers and Directors shall be installed in office at the next Annual Meeting following the election and shall immediately assume their duties.

## **ARTICLE XV ASSOCIATED GROUPS**

**SECTION 1.** The Society recognizes that groups of members within a state or geographic area may wish to collaborate to promote the mission and vision of ASCP. These groups may operate informally but must align with ASCP's policies and procedures. These groups, which include state chapters, are not "chapters" in the legal or corporate sense and may not represent themselves as formal entities of ASCP.



**SECTION 2.** The Society operates under a Regional Model, comprised of eight (8) designated Regions. Each Region has a Regional Director, who serves as a liaison between the national organization and the members, State Delegates, and Associated Organizations (if any) within the Region. An At-Large Director also serves on the Board and supports national initiatives that span all Regions.

**SECTION 3.** Any group of members within a state that wishes to be formally recognized as an ASCP-Associated Organization must submit a petition to the ASCP Board of Directors through its Regional Director. Recognition is granted at the discretion of the Board. While there is no minimum percentage of member signatures required, the petition should demonstrate member interest and alignment with ASCP's mission. Recognized Associated Organizations must follow ASCP branding and communication guidelines and may not promote themselves as ASCP or use ASCP's seal, logo, or insignia without prior written approval.

**SECTION 4.** Recognized Associated Organizations may not create or manage social media pages, websites, or other branded platforms using the ASCP seal, logo, or insignia without explicit permission from ASCP. If an Associated Organization wishes to hold a local event, the event details must be submitted to ASCP National to facilitate coordinated member outreach and ensure branding and communication align with national standards.

**SECTION 5.** Proceeds from ASCP Regional Meetings may be used to support events or activities held by Associated Organizations within that Region/state. Requests for funding must be submitted through a formal application process to the Regional Director, who will review the request in collaboration with the ASCP Board of Directors or their designees. Approved events must demonstrate support for ASCP's mission and benefit senior care pharmacy practice.

**SECTION 6.** The Regional Director is the primary liaison between ASCP National and the Associated Organizations and members within their Region. The Regional Director appoints state Delegates for a 1-year term who serve as a conduit for communication and engagement, or we recognize the former State President as the state delegate for those handful of states that still have a more complex structure. State Delegates participate in Regional and Senior Care Senate calls, assist in planning or promoting local initiatives, and provide input on regional and national efforts that advance the role of senior care pharmacists.



## **ARTICLE XVI AFFILIATED ORGANIZATIONS**

**SECTION 1.** There may be organizations wishing to affiliate with the Society for the purpose of promoting and improving consultant pharmacy services to health care or other institutions. Affiliated organizations shall be governed by their own constitutions and bylaws or the constitutions and bylaws of their respective parent organizations and shall be recognized according to procedures prescribed by the Society's Board of Directors.

**SECTION 2.** The seal and insignia of affiliated organizations shall be their own or those of their respective parent organizations, not those of the American Society of Consultant Pharmacists.

**SECTION 3.** The principal objectives of affiliation shall be the objectives agreed to by the Society's Board of Directors. Affiliates may not promulgate or promote any policy or principle in the name of the Society.

**SECTION 4.** Establishment of affiliation shall be accomplished by presentation of a formal agreement between the organization and the Board of Directors of the Society.

**SECTION 5.** Affiliation may be denied, suspended, or revoked by the Board of Directors for noncompliance with provisions of the agreement between the affiliated organization and the Society. Any organizations subject to denial, suspension, or revocation shall be duly notified in writing and shall be provided an opportunity to present an appeal before a meeting of the Board of Directors.

**SECTION 6.** Termination of agreement of affiliation shall require thirty (30) days written notification prior to such termination.

## **ARTICLE XVII AMENDMENTS**

**SECTION 1.** The Board of Directors, may upon its own initiative at a duly constituted meeting, may amend the Bylaws by a two-thirds (2/3) vote of the Directors present. Any amendments to be voted upon at a Board Meeting must be prepared and sent to Directors at least twenty-one (21) days prior to such meeting. The Chief Executive Officer shall keep a log of all Bylaws changes and dates of approval.

**SECTION 2.** Upon adoption of any Bylaws change by the Board, the Chief Executive Officer shall notify the membership in good standing of the amendment within sixty (60) days after approval by the Board of Directors by posting the revised Bylaws on the Association's website.



**SECTION 3.** Any changes to the organizational structure or duties and responsibilities of the Board of Directors will take effect at the time of the next new Board installation, unless directed otherwise by a 2/3 vote of the Directors.

**SECTION 4.** Bylaws will be reviewed automatically two (2) years after the last revision or sooner if directed by the Board of Directors.

#### **ARTICLE XVIII**

##### **TAX STATUS**

The Society shall have and qualify for not-for-profit tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code and shall conduct its affairs in accordance thereto.

#### **ARTICLE XIX**

##### **DISSOLUTION OF THE SOCIETY**

A vote to dissolve the Society shall require an affirmative vote of two-thirds (2/3) of those Board members eligible to vote. In case of dissolution of the Society, the Board of Directors shall authorize the payment of all indebtedness of the Society, including accruals; authorize the payment of reasonable separation to employees or contractors of the Society; and arrange for the distribution of the remaining net assets to a recognized educational health care not-for-profit organization approved by a majority of the Board of Directors.

*Revisions approved by the ASCP Board of Directors on 9-24-2025.*



*Empowering Pharmacists.  
Transforming Aging.*