

**Bylaws of the
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:

- l. To promote and improve 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 consultant pharmacists are needed to advise patients and other health care professionals on drug therapy management.

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2. To define and develop the professional standards required of 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 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 consultant pharmacy practice before legislative, judicial, and administrative branches of government.
 8. To advance public health and welfare through consultant pharmacy practice by maintaining a liaison with other societies, associations, and professions on issues of mutual concern.

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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 seven (7) classes of membership: Active, Geriatric Health Care Professional, Technician, Student, Active Spouse, Retired, Life, and Honorary Member. The Board may establish subcategories within these membership categories from time to time to provide greater opportunity or clarity in its membership offerings.

SECTION 2. Any individual who is 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.

SECTION 3. Non-Pharmacist practitioners of any allied health profession shall be eligible for Geriatric 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 Technician Membership.

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

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SECTION 6. A licensed pharmacist whose spouse is already enrolled as an active member shall be eligible for Active Spouse Membership.

SECTION 7. Any pharmacist who has retired from the active practice of pharmacy shall be eligible for Retired Pharmacist Membership.

SECTION 8. Individuals who contributed to the ASCP Foundation at the Founder Level shall be eligible for Life Membership.

SECTION 9. In recognition of outstanding achievement in pharmacy or senior care, the Board by a two-thirds majority vote may grant an individual Honorary Membership.

SECTION 10. 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 11. 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 12. 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 13. Each member shall pay such dues as may be required from time to time by the Board of Directors for each class of membership. The Board of Directors may establish from time to time such administrative policies and procedures as it deems necessary or desirable to facilitate the payment and receipt of required dues. The Board of Directors may also establish from time to time 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 consultant pharmacy. An individual must be recognized in the Life or Active Member membership category to qualify for fellowship.

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

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ARTICLE VII

VOTING

SECTION 1. Active, Geriatric Health Care Professional, Technician, Active Spouse, Retired, Life and Honorary Members shall be entitled to vote in the Society or its chapters.

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 Chair of the Board of Directors (who is the Immediate Past President of the Society), President, President-elect, and Secretary/ Treasurer. The Board of Directors shall consist of the four Officers and nine (9) Directors.

SECTION 2. Active and Life 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 (Officers and 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 Secretary/Treasurer shall be elected by the Board of Directors for a three (3) year term, unless removed as herein provided. No Secretary/Treasurer shall serve more than two (2) consecutive terms.

SECTION 5. Directors shall be elected annually on a rotating basis and shall serve one (3) year term, unless removed as herein provided. No elected Director shall serve more than two (2) consecutive terms.

SECTION 6. The terms of the Directors shall be staggered such that three (3) directorship 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 the appointed election times, the Director positions shall be up for nomination from and hence voted upon by their respected regions with the At-Large director position being nominated and voted upon by the full membership.

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 or Life 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 Chairman of the Board, 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. A total of eight (8) 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 chief spokesperson of the Society. The President shall appoint all standing and special Committees, Councils, and Tasks 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 shall establish, with the approval of the Board, goals and objectives for the Society for their term of office.

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.

SECTION 3. The Secretary/Treasurer shall be the co-custodian of the Society's funds in concert with the Executive Director 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.

The Secretary/Treasurer shall prepare, or cause to be prepared, the Society's annual financial report and annual operating budget in conjunction with the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the Finance and Budget Committee which shall be reported to the Officers and Directors for review and approval and reported to the Society.

The Secretary/Treasurer shall chair the finance and budget committee.

The Secretary/Treasurer shall cause at minimum a quarterly review of the

Society's books and financial records by the Finance and Budget Audit Subcommittee which shall be submitted to the Officers and Directors for review. An annual audit from an outside independent accounting firm shall be voted upon each year by the Officers and Directors in conjunction with the annual operating budget, upon review of the annual financial report or if necessary for regulatory compliance.

The Secretary/Treasurer shall perform all other duties customarily associated with the office of Secretary/Treasurer.

SECTION 4. The Immediate Past President shall serve as the Chair of all meetings of the Board of Directors and Executive Committee of the Society, and serve as Chair of the Nominating Committee.

ARTICLE X

EXECUTIVE COMMITTEE

SECTION 1. The President, President-elect, Secretary/Treasurer, Immediate Past President (Chair), 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 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 Chair of the Board shall be the presiding officer.

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.

Section 4: A Personnel Committee will be constituted consisting of the members of the Executive Committee as defined in Article X, Section 1 above.

ARTICLE XI

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. 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 EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER

SECTION 1. There shall be an Executive Director/Chief Executive Officer, who will serve at the pleasure of the Board as governed by applicable contract. The Executive Director 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 Executive Director with the agreement of the

Executive Committee. The Executive Director has sole and exclusive authority for the engagement and discharge of all employees of the Association. The Executive Director shall keep and maintain an accurate record of the meetings of the Board of Directors and Executive Committee, and shall have authority to affix the corporate seal to any document requiring it and attest thereto by their signature.

SECTION 2. In the event that a search for a new Executive Director/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 Executive Director/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, finance and budget 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 Executive Director of the Society. The Staff Liaison of a leadership group shall be responsible to the Executive Director 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 Executive Director 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 immediate past Chair of Board shall be the presiding officer of the Council of Presidents meetings.

SECTION 7: The Finance and Budget committee shall be a standing committee that is chaired by the Secretary/Treasurer and shall serve in an advisory capacity to the Board of Directors. The committee shall give advisement on all aspects of financial matters of the Society to the Board including development and oversight of the annual operating budget.

An Audit Subcommittee shall be formed to assist the Secretary/Treasurer in reviewing the Society's books and financial records on a regular basis.

The committee shall 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.

ARTICLE XIV

NOMINATIONS AND ELECTIONS

SECTION 1. Not later than thirty (30) days prior to the Annual Meeting, the President shall appoint a Nominating Committee. The nominating committee shall consist of current and former board members and other Active or Life members,

taking into account balance across regions as well as representative of the membership's practice activities and responsibilities. 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 or Life 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 the office of President-elect the candidate receiving a plurality of the valid ballots cast shall be declared the winner. 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 position, the candidate receiving a plurality of the valid ballots by national ballot 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

CHAPTERS

SECTION 1. There shall be subdivisions of the membership of the Society organized by state and in accordance with the provisions of this Article; namely, ASCP chartered chapters. Chapters shall be governed by the Bylaws of the Society and recognized in accordance with procedures prescribed by the Society's Board of Directors.

SECTION 2. The seal and insignia of chapters shall be the corporate seal and insignia of the American Society of Consultant Pharmacists and may be used by chartered chapters in accordance with guidelines established by the Board of Directors.

SECTION 3. The principal objectives of chapters shall be the objectives of the Society delineated the Bylaws. Chapters shall foster and promote those objectives in a manner consistent with policies and procedures established by the Board of Directors. The chapters may promulgate or promote any policy or principle in the name of the Society that does not conflict with those policies of the Society.

SECTION 4. Establishment of a chartered chapter shall be accomplished by the presentation of a chapter charter. There shall be no more than one (1) chartered chapter in each state. A formal application for the award of a chapter must be submitted to the Board of Directors sixty (60) days in advance of a scheduled Board Meeting and shall consist of the following:

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- (a) A letter of petition on behalf of at least twenty-five percent (25%) of the members eligible to vote in the state, either at an official meeting or by ballot if at least twenty-five percent (25%) of the members eligible to vote are not present at the meeting.
 - (b) Minutes of the meeting at which the petition for charter was adopted, accompanied by a complete roster of attendance.

SECTION 5. A chapter charter may be denied, suspended, or revoked by the Board of Directors for noncompliance with provisions of the Bylaws, or the chapter charter, or other procedural regulations established by the Board. Any chapter subject to denial, suspension, or revocation of a chapter charter 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. A vote to dissolve the chapter charter shall require an affirmative vote of two-thirds (2/3) of the voting members. The Society shall be notified sixty (60) days prior to the dissolution of the chapter charter.

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

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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 Executive Director shall keep a log of all Bylaws changes and dates of approval.

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SECTION 2. Upon adoption of any Bylaws change by the Board, the Executive Director shall notify the membership in good standing of the amendment within sixty (60) days after enactment.

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.

Bylaws as adopted by the ASCP Board of Director on October 24, 2019