BYLAWS OF THE
QUATRA COUNTY SOCIETY OF
HEALTH-SYSTEM PHARMACISTS

A California Non-Profit Mutual Benefit Corporation
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ARTICLE I
NAME

The name of this corporation shall be Quatra County Society of Health-System Pharmacists (QCSHP).

ARTICLE II
PRINCIPAL OFFICE

The principal office for the transaction of the business of QCSHP is in the County of Santa Clara, State of California; the specific location shall be determined by the Board of Directors.

ARTICLE III
PURPOSE

SECTION 1. GENERAL PURPOSE

This corporation is a Non-profit Mutual Benefit Corporation organized under the California Non-profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. This corporation is affiliated with the California Society of Health-Systems Pharmacists (CSHP) and is subject to such rules as may be provided by CSHP to govern its affiliates.

SECTION 2. SPECIFIC PURPOSE

The specific purpose and objectives of this corporation are:

A. To promote rational, patient-oriented medication therapy across the continuum of care.
B. To foster the optimal and responsible use of medication-related technologies.
C. To promote pharmacists and technicians as integral members of the healthcare team in order to allow full utilization of their clinical skills and knowledge of the medication use process in each healthcare setting.
D. To serve as a primary advocate for advancing professional practice, optimizing patient outcomes, and improving the quality of patient care.
E. To promote pharmaceutical services that use sound pharmacoeconomic principles.
F. To advocate pharmacy's value to patients by ensuring that appropriate clinical services and the medication use process are applied to their benefit.
G. To promote public health by fostering the optimal and responsible use of medications, including education for proper use and/or controlled use of medications.
H. To promote competency in the profession by offering state of the art education and training programs.

ARTICLE IV
MEMBERSHIP

SECTION 1. CLASSIFICATION AND VOTING MEMBERS

A. Classification. Members shall consist of the following classifications:

1. Active Members. Active members shall be pharmacists licensed by any state, district, or territory of the United States or individuals graduated from an accredited pharmacy school and eligible for state
licensure. New Practitioners and Retired Pharmacists are considered active members. These categories of defined as follows:

a. New Practitioner: A New Practitioner is an individual who has graduated from a School or College of Pharmacy within the past five (5) years.

b. Retired Pharmacist: A Retired Pharmacist is an individual who has retired from active employment as a pharmacist.

2. Honorary Members. Honorary members may be elected by the CSHP Board of Directors from among individuals who are or have been especially interested in, or who have made outstanding contributions to, pharmacy practice in organized health care settings. Honorary members shall not pay dues but may hold office or vote if otherwise eligible for active membership.

3. Associate Members. Associate members are supporting members and student members. Associate members shall receive publications and general communications of QCSHP, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office, except as otherwise provided in these Bylaws.

   a. Supporting members may be individuals other than licensed pharmacists who support the purposes of CSHP.

   b. Student members may be individuals enrolled in professional degree programs in a college or school of pharmacy or in a pharmacy technician training program who support the purposes of CSHP.

4. Technician Members. Technician members shall be technicians employed, licensed or retired in any state, territory, or district of the United States who support the purposes of CSHP. Pharmacy Technician members shall receive publications and general communications of QCSHP, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to hold an elected office, except as otherwise provided in these Bylaws.

B. Voting Members. Unless otherwise provided in these Bylaws, the term "voting member" as used in these Bylaws refers to Active, Honorary, Student and Technician Members, provided the Honorary Member is otherwise eligible for active membership.

SECTION 2. FEES, DUES AND ASSESSMENT

CSHP and QCSHP chapter rebates shall be determined by the CSHP Board of Directors.

SECTION 3. TERMINATION OF MEMBERSHIP

A. Causes of Termination. The membership of any member of any classification shall terminate upon occurrence of any of the following events:

1. The death or resignation of the member.

2. Failure of a member to pay dues as set by CSHP Board of Directors.

3. The occurrence of any event which renders such member ineligible for membership or failure to satisfy membership qualifications.

4. The expulsion of the member, based upon the good faith determination by the CSHP Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct
of CSHP, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of CSHP.

B. **Suspension or Expulsion of Membership.**

1. A member may be suspended based on the good faith determination by the CSHP Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of CSHP, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of CSHP. The conditions of suspension shall be determined by the CSHP Board of Directors. A person whose membership is suspended by CSHP shall not be a member of QCSHP during the period of such suspension.

2. A member may be expelled based on the good faith determination by the CSHP Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of CSHP, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of CSHP. The conditions of expulsion shall be determined by the CSHP Board of Directors. A person whose membership is expelled by CSHP shall also be expelled from QCSHP membership.

C. **Procedure for Suspension or Expulsion.** If grounds appear to exist for expulsion or suspension of a member under paragraphs B(1) and B(2) of Section 3 of these Bylaws, the procedure set forth below shall be followed:

1. Notice shall be given by CSHP by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail to the member's last address as indicated per CSHP records at the time of suspension or expulsion.

2. The member shall be given an opportunity to be heard, either verbally or in writing, by the CSHP Board of Directors, or by a committee authorized by the CSHP Board, at least five (5) days before the effective date of the proposed action. A hearing shall be held conducted by the Board or appointed committee to determine whether the action should take place.

3. The CSHP Board shall decide whether the member shall be expelled, suspended or sanctioned in some other way. The decision of the CSHP Board shall be final.

4. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must commence within one (1) year of the date of expulsion, suspension or termination.

D. **Reinstatement After Expulsion.** Any petition of reinstatement by an expelled member filed more than one (1) year after the effective date of expulsion shall be considered by the CSHP Board of Directors as ordinary new business.

**SECTION 4. TRANSFER OF MEMBERSHIPS**

Membership in QCSHP is individual and non-transferable.

**SECTION 5. GOOD STANDING**

Any member who shall be in arrears in payment for a term as determined by CSHP Board of Directors of any installment or dues shall not be in good standing and shall not be entitled to vote as a member or to hold elected or appointed office.
ARTICLE V
MEETINGS OF THE MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of members shall be held at any place within or outside of the County of Santa Clara as designated by the QCSHP Board of Directors.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held each year on a date and at a time designated by the QCSHP Board of Directors.

SECTION 3. REGULAR MEETINGS

The regular meeting of members shall be held at least quarterly on dates, times and locations as determined by the QCSHP Board of Directors. The agenda shall be developed by the QCSHP Board of Directors.

SECTION 4. SPECIAL MEETINGS

A. Authorized Persons Who May Call Meetings. A special meeting of members for any lawful purpose may be called at any time by any of the following: QCSHP Board of Directors, the QCSHP President with consent of the QCSHP Board of Directors, or five percent (5%) or more of the voting membership of QCSHP, provided they are validated to be in good standing.

B. Calling Meetings. A special meeting of the membership called by any person other than the QCSHP Board of Directors entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and shall be delivered to the President, President-Elect, or Secretary of QCSHP. The officer receiving the request shall cause notice to be properly given to the members entitled to vote, in accordance with the provisions of Article V, Section 4 of these Bylaws. The date of such meeting shall not be less than thirty-five (35) days and no more than ninety (90) days following the receipt of the request. If the notice is not provided by QCSHP within twenty (20) days after receipt of the request, the person(s) requesting the meeting may give notice to members. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when called by the QCSHP Board of Directors.

C. Proper Business of Special Meetings. No business, other than the business the general nature of which is set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 5. NOTICE OF MEMBER MEETINGS

A. General Notice Contents. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be sent or otherwise given in accordance with Subsection C of this Section 5 to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and:

1. In case of a special meeting, the general nature of the business to be transacted, in which case, no other business may be transacted; or,

2. In the case of a regular or annual meeting, those matters that the QCSHP Board of Directors, at the time of giving the notice, intends to present for action by the members, but, except as provided in Subsection B of this Section 5, any proper matter may be presented at the meetings, provided that
the quorum requirements provided in this Section 6 are met;

3. If a written ballot for Directors are to be cast, the notice shall include the names of all nominees.

B. Notice of Certain Agenda Items. Unless notice of the following agenda items is validly provided or waived in writing, agenda items can only be approved if two-thirds (2/3) of the voting members present vote to accept the items.

1. Removing a QCSHP Director without cause;
2. Filling vacancies on the QCSHP Board of Directors;
3. Amending the Articles of Incorporation or the Bylaws;
4. Approving a contract for a transaction in which a QCSHP Director has a material financial interest;
5. Disaffiliation with CSHP;
6. Electing to wind up and dissolve the corporation; or,
7. Approving a plan of distribution of assets, other than cash, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or these Bylaws, when the corporation is in the process of winding up.

C. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given to members entitled to vote not less than ten (10) days and no more than ninety (90) days before the date of the meeting. Notice shall be given by electronic transmission, or by other means of written communication, addressed to the member at the addresses(s) on file with CSHP at the time of the notice.

D. Waiver of Notice of Meeting. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present in person and (b) if each member entitled to vote, either before or after the meeting, signs a written waiver of notice to consent to the holding of the meeting and/or approval of the minutes of the meeting. The waiver need not specify the business transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Article V, Section 5, Subsection B of these Bylaws, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the meeting minutes.

A member's attendance at a meeting shall also constitute a waiver of notice unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

SECTION 6. QUORUM

A. For regular meetings, a majority (more than 50%) of the QCSHP Board of Director members with voting power must be present in person to constitute a quorum for the transaction of business. The Board may continue to transact business until adjournment, notwithstanding the withdrawal of Directors prior to meeting adjournment resulting in a loss of quorum. Business not voted upon at the meeting can be tabled until the next regular meeting, or conducted with all Board members via an electronic vote with results noted in the meeting minutes.

B. For annual and special meetings, twenty percent (20%) of the voting power must be present in person to
constitute a quorum. If less than twenty percent (20%) of the voting power is present, the members in attendance may vote only on matters for which notice of their general nature was given.

SECTION 7. **VOTING**

A. **Eligibility to Vote.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting shall be Active, Honorary, Student and Technician Members in good standing as of the record date determined under Article V, Section 9.

B. **Manner of Casting Votes.** Votes may be taken by voice, by shown hands or by ballot.

C. **Voting.** Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members. Proxy votes are not permitted.

D. **Approval by Majority Vote.** If a quorum is present, the affirmative vote of the majority of the voting power present at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law.

SECTION 8 **ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

A. Any action that may be taken at any meeting of members may be taken without a meeting upon compliance with the provisions of this Section 8.

B. **Solicitation of Written Ballots.** Written ballots shall be mailed or delivered in the manner required by Article V, Section 5 Subsection C of these Bylaws to all voting members. If approved by the QCSHP Board of Directors, the ballot and any related materials may be sent by electronic transmission, with responses returned by electronic transmission. Materials needed for voting by written ballot shall be mailed or delivered no more than sixty (60) days before the first ballot is solicited. All solicitations of votes and distributions by ballot shall:

1. Indicate the number of responses needed to meet the quorum requirement;

2. With respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure(s);

3. With respect of ballots for election of Directors, state the name of each candidate and the office or position to which nominated;

4. Specify the time by which the ballot must be received in order to be counted

5. Provide the members an opportunity to specify approval or disapproval of any proposal;

6. Provide a reasonable time within which to return the ballot to QCSHP, specifying the physical and/or electronic address to which the ballot is to be sent, as appropriate.

7. The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

8. In any election of Directors, a written ballot which is marked by a member as “abstain” or is otherwise marked in a manner indicating that the authority to vote is withheld, the vote shall not be counted.

C. **Quorum and Approval by Majority Vote.** Approval by written ballot shall be valid only when the number of
votes cast by ballot, within the time specified, equals or exceeds the quorum required to authorize the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot.

D. Revocation. A written ballot may not be revoked.

E. Retention of Ballots. All written ballots shall be filed with the QCSHP Secretary and retained in the corporate records for a period of two (2) years.

SECTION 9. RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS AND OTHER ACTIONS

A. For the purpose of determining which members are entitled to receive notice of any meetings, to give consent, or to take other action, the record date shall be determined by the QCSHP Board of Directors unless otherwise specified within this Section of the Bylaws.

B. For purposes of voting at a meeting, the record date shall be the day on which the meeting is held.

C. For purposes of voting by written ballot, the record date shall be the day on which the first ballot is mailed or delivered.

ARTICLE VI
DIRECTORS

SECTION 1. POWERS

A. General Corporate Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Specific Powers. Without prejudice to the general powers and subject to the same limitations, the Board of Directors shall have the power to:

1. Appoint and remove all non-Director officers or agents of the corporation and to prescribe such powers and duties for all officers or agents as are not inconsistent with law, with the Articles of Incorporation or these Bylaws.

2. Conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these Bylaws as they may deem best.

3. Designate any place for the holding of any membership meeting or meetings; change the principal office of the corporation for the transaction of its business from one location to another.

4. Borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore in the corporation's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.

5. Manage in such manner as they may deem best all funds and property, real and personal, received and acquired by the corporation; and to distribute, loan or dispense the same and/or the income and profits therefrom.
6. Declare an office vacant on the Board of Directors. Such a vacancy may be declared at the discretion of the Board of Directors due to death, disability, resignation, removal with or without cause, or absenteeism as defined by this section:

a. This applies to any member of the Board of Directors who is absent from two (2) in-person Board meetings, including special meetings, during the period of one (1) year.
b. The strategic planning session of the Board of Directors is defined as a Board meeting.
c. An Executive Committee meeting is defined as a Board meeting for those Directors on that Committee.

7. The declaration of a vacancy and removal of a Director must be confirmed by a 2/3 vote of all Directors, excluding the vote of the affected Director.

a. Directors may only vote in person at a face-to-face meeting or by use of conference telephone so long as all Directors participating in the meeting can hear one another; no proxies shall be permitted.
b. The vote shall be taken by secret ballot or in the case of participation by conference telephone, ballot by mail or electronic mail.
c. A follow-up letter shall be sent to the removed Director within 30 days of the vote of the Board of Directors notifying the affected director of the Board’s decision.
d. Vacancies shall be filled according to Article VI, Section 11 of these Bylaws.
e. Removal of a Director who is also an officer shall serve to also remove the Director as an officer.

8. Fill vacancies on the Board of Directors until the membership shall select a replacement as provided in Article VI, Section 11 of these Bylaws.

SECTION 2. **NUMBER AND QUALIFICATIONS OF DIRECTORS**

The authorized number of Directors of the corporation shall be five (5) officer Directors plus the number of duly elected Delegates as authorized by CSHP, who serve as non-officer Directors, until changed by amendment of these Bylaws. Directors must be Active Members of the Society. No Director elected by the general membership shall be eligible to serve more than two (2) consecutive terms in the same office. No Director shall be entitled to hold more than one elected position on the Board of Directors at any one time.

SECTION 3. **ELECTION, DESIGNATION AND TERM OF OFFICE**

A. **Officer Directors.** There shall be a total of five (5) Officer Directors who shall serve one (1) year terms or until their respective successors are elected and take office. These Officer Directors consist of the President, Immediate Past President, President-Elect, Treasurer and Secretary. All Officers serve a term of one (1) year, except the Treasurer, whose term shall be two (2) years. Officer Directors shall be installed at the annual meeting following the election or at a meeting of the Board of Directors. The President-Elect shall be installed as President at the second annual meeting of the QCSHP immediately following his/her election. The President shall become Immediate Past President immediately upon installation of the new President. Nominations and voting for Officer Directors shall be conducted consistent with Article VI, Sections 4 and 5 of these Bylaws.

B. **Elected Directors.** Delegates to CSHP (as described in Article VIII, Section 1) shall serve as Elected (non-officer) Directors. These Directors shall serve one (1) year terms or until their respective successors are elected and take office. Elected Directors shall be installed at the annual meeting following their election or at a meeting of the Board of Directors. Nominations and voting for Elected Directors shall be conducted consistent with Article VI. Sections 4 and 5 of these Bylaws. Elected Directors may hold committee chair positions as authorized by the Board of Directors.
SECTION 4. NOMINATIONS OF DIRECTORS

A. Nominations by Committee. The Committee on Nominations, appointed by the President, shall nominate at least one candidate for each Officer and Elected Director position and shall submit the names of the candidates to the Board of Directors at least 30 days prior to the end of the current nomination period.

B. Nominations by Membership. Voting members may nominate an Active Member for an Officer or Elected Director position for the coming calendar year. Nominations shall be given to the Nomination Committee or the Secretary to be placed on the ballot, along with those candidates named by the Committee on Nominations.

SECTION 5. VOTING

A. Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee’s qualifications and reasons for the nominee’s candidacy, and a reasonable opportunity for all members to choose among nominees.

B. Use of Corporate Funds to Support Nominee. No corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.

C. Election. The names of the candidates, together with a brief review of their professional background, if desired, shall be made available by the Secretary to every Active and qualified Honorary Member within 30 days after receipt of all valid nominations. The member shall cast their ballot by the deadline provided. Valid ballots are those that are received by the Secretary no later than 30 days from the date the ballots were sent to membership.

D. Counting of Ballots. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected as Directors. There shall be no cumulative voting. A tie shall be decided by lot.

E. Installation of Directors. Directors shall be installed at the next annual meeting following their election or at a meeting of the Board of Directors, except as provided in Article VI, Section 11 of these Bylaws.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least four (4) times per year without call or notice at such time and place as the Board shall fix from time-to-time.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors, for any purpose or purposes, may be called at any time by the President, or, upon application in writing, by any six (6) members of the Board of Directors. Such meetings may be held either in the principal office or at any place designated from time-to-time by resolution of the Board of Directors or by written consent of all Directors. Notice of the time and place of special meetings may be communicated to each Director by email or any other form of written communication. In such cases, notice shall be deposited in the United States mail at least four (4) days prior to the time set for the meeting. In the event said notice is given by personal delivery, telephone or telegraph, it shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours prior to the time set for the meeting.

SECTION 8. QUORUM

A majority of the authorized number of voting Directors shall be necessary to constitute a quorum for the
transaction of business. Every act or decision done or made by a majority of the Directors shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation of these Bylaws.

SECTION 9.  **ADJOURNMENT**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 10.  **NOTICE OF ADJOURNMENT**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of an adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of adjournment.

SECTION 11.  **VACANCIES**

A. **Candidates – Prior to Distribution of Ballots.** The Board of Directors shall fill all vacancies in the list of the candidates that may occur by death or resignation or for any other reason after the approval of their nomination by the Board of Directors and prior to the issuance of ballots.

B. **Candidates - Subsequent to Distribution of Ballots but Prior to Counting of Ballots.** Should any vacancies in the list of candidates occur by death or resignation or for any other reason, the candidate(s) receiving the highest number of votes from among the remaining candidates shall be elected to the subject office(s). Should the remaining number of candidates for the specific office be fewer than the number of vacancies to be filled, all remaining candidates for the subject office shall be considered elected, and the Board of Directors shall fill the remaining vacancies in accordance with the appropriate subsection D through I of this Section 11.

C. **Vacancies Occurring Subsequent to Election but Prior to Installation.** The Board of Directors shall fill all subject vacancies that may occur by death or resignation or for any other reason in accordance with the appropriate subsection D through H of this Section 11.

D. **President.** If the President shall become unable to perform the duties of the office due to death, resignation, or protracted incapacity, as defined under Article VI, Section 1 of these Bylaws, the President-Elect shall succeed to the office of the President and shall continue to serve as President for the subsequent year.

E. **President-Elect.** In the event a vacancy in the office of President-Elect occurs, the Board of Directors shall decide whether or not to call a special election to fill the subject vacancy for the remainder of the unexpired term. If a special election is called, the Board shall direct the Chair of the Committee on Nominations to convene a meeting to slate two (2) candidates for President-Elect. The slate shall be ratified by the membership through mail ballot or other means. The newly elected President-Elect shall be installed as soon as practical following the election and shall serve the remainder of the unexpired terms of the presidential offices.

If both the President and President-Elect shall become unable to perform the duties of their offices for any reason, the Board of Directors shall appoint from the membership of the Board of Directors a President Pro Tempore to serve the remaining portion of the unexpired term. At a regular meeting of the Board of Directors, nominations shall be presented by the Committee on Nominations for the offices of the President and President-Elect, and an election shall be conducted in accordance with the provisions of these Bylaws.
F. Immediate Past President. In the event a vacancy in the Immediate Past President occurs, the Board of Directors shall fill such vacancy with a member from the Board of Directors to serve the remainder of the unexpired term.

G. Secretary and Treasurer. If either the Secretary or Treasurer becomes unable to perform the duties of the office, the Board of Directors shall fill such vacancy until such time a duly elected Secretary or Treasurer is installed. A candidate elected to fill such a vacancy shall assume office immediately on certification of the results of the election and shall serve the remainder of the unexpired term.

H. Elected Directors. If the office of an Elected Director becomes vacant, the Board of Directors shall fill such vacancy until such time a duly elected Director is installed. A candidate elected to fill such a vacancy shall assume office immediately on certification of the results of the election and shall serve the remainder of the unexpired term.

SECTION 12. COMMITTEES AND APPOINTMENTS

The Board of Directors shall designate the following standing committees to report directly to the Board.

A. Executive Committee. Shall consist of five (5) voting members: President, President-Elect, Immediate Past President, Secretary and Treasurer. The President shall serve as Chair. The Executive Committee shall handle matters of urgency between Board of Director meetings and other duties as may be delegated to the Executive Committee by the Board of Directors. These decisions shall be submitted to the Board of Directors for ratification at the next scheduled meeting; provided that, the Executive Committee shall have no authority with respect to:
   1. The filling of vacancies on the Board of Directors or on any committee;
   2. The fixing of compensation of the Directors for serving on the Board of Directors or any committee;
   3. The amendment or repeal of the Bylaws or the adoption of new Bylaws; and
   4. The appointment of committees of the Board or members.

B. Financial Review Committee. Shall consist of at least one (1) Active member of QCSHP appointed by the President, who is not the Treasurer of QCSHP. This committee shall audit the Treasurer’s financial records annually.

C. Committee on Nominations. Shall consist of the Immediate Past-President and at least two (2) Active members appointed by the President. The Immediate Past-President shall serve as Chair of the Committee on Nominations. The duties of the committee are to strive to obtain more than one nominee for each elected office and two more than the number of Delegates apportioned by CSHP. The slate of candidates shall be presented by the third quarter.

D. Continuing Education and Programs Committee. Shall be responsible for arranging continuing education programs for members of QCSHP.

E. Membership Committee. Shall seek eligible members within the geographical area of QCSHP and maintain a current membership list. Shall coordinate and participate in chapter activities that promote membership growth and retention. Shall be responsible for the maintenance of the membership contact list.

F. The Board of Directors shall designate other committees as they relate to the Strategic Plan to report directly to the Board.

ARTICLE VII
OFFICERS

SECTION 1. NUMBER AND ELECTION
The officers of the corporation shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer, all of whom shall be Directors of QCSHP.

The officers shall be elected as provided in Article VI of these Bylaws. Each shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified.

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such a period and have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time-to-time determine.

SECTION 2. DUTIES

A. President: The President shall preside at all meetings; shall appoint a chairperson to each standing committee; shall appoint additional committees as they relate to the strategic plan and operations of QCSHP; fill all vacancies by appointment, except as otherwise provided; shall preside as Chairperson of the Board of Directors; shall present the strategic plan and process for the year at the first meeting of the Board of Directors following installation; shall attend CSHP Regional Chapter President’s meetings when possible; shall be a delegate to the CSHP House of Delegates meeting; and shall submit a written report at the end of each calendar year to the membership and CSHP.

B. President-Elect: The President-Elect shall be a member of the Board of Directors and perform the duties of the office of the President whenever the President shall be unable to do so. The President-Elect should participate in the strategic plan and process for the following year; shall attend CSHP Regional Chapter President’s meetings when indicated and if the President is unable to attend; and shall be a delegate to the CSHP House of Delegates meetings.

C. Immediate Past President: The Immediate Past President shall be a member of the Board of Directors, shall be the Chair of the Nominations Committee, and shall preside in the absence of the President and President-Elect.

D. Secretary: The Secretary shall be a member of the Board of Directors and shall keep minutes of QCSHP meetings, shall assist the President in planning and scheduling meetings, shall notify members of the time and place of all meetings, and shall conduct the correspondence of QCSHP. The Secretary shall send a copy of the Board of Directors meeting minutes to the President and the CSHP Board Liaison within 15 days following the meeting. The Secretary shall attend ≥75% of all QCSHP Board of Directors meetings.

E. Treasurer: The Treasurer shall be a member of the Board of Directors and shall receive and keep account of all monies received by QCSHP and shall disburse them at the direction of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, prepare a budget for the coming year and shall submit a written report to the Board of Directors at the end of each calendar year.

ARTICLE VIII
DELEGATES

SECTION 1. NUMBER OF DElegates

As an affiliate chapter of CSHP, QCSHP will be allotted such delegates to the CSHP House of Delegates as are consistent with the Bylaws and procedures of CSHP. Once apprised of the number of entitled delegates, QCSHP shall elect its delegates as herein provided.

SECTION 2. DESIGNATED DELEGATES
The President and President-Elect of QCSHP shall serve as designated delegates to CSHP.

SECTION 3.  ELECTION OF DELEGATES

A. Nominations of Delegates.

1. Candidates for delegates shall be active members of CSHP.

2. The Committee on Nominations, appointed by the President, shall nominate at least two candidates more than the total number of delegates to be elected as apportioned by CSHP.

3. Nominations may also be made from the floor at the membership meeting in the third quarter.

B. Elections.

1. Delegates shall be elected in accordance with the provisions of Article VI, Section 5 of these Bylaws.

2. Delegates shall be installed at a time and place as determined by the Board of Directors and shall be elected for a one-year term. Of the candidates for delegate not elected, the two candidates receiving the highest number of votes will be designated as "alternate delegates" and shall serve as delegates in the absence of the elected delegates.

SECTION 4.  RESPONSIBILITIES

The Delegates are responsible for remaining current on issues involving CSHP that may be presented at the CSHP House of Delegates meetings and should know the positions of the QCSHP membership. The delegates shall attend all meetings of the CSHP House of Delegates and shall serve as Directors on the QCSHP Board. If a Delegate is unable to fulfill the duties of this position, the Board of Directors shall appoint a Delegate from among the alternate Delegates, and this appointed Delegate shall serve the unexpired term of the Delegate replaced.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, DELEGATES, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1.  RIGHT OF INDEMNITY

To the fullest extent permitted by law, this corporation shall indemnify its Directors, delegates, officers, and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including any action by and in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this Section of these Bylaws, shall have the same meaning as in Section 7237(b) of the California Corporation Code.

SECTION 2.  APPROVAL OF INDEMNITY

On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and if so, the Board shall authorize indemnification.

SECTION 3.  ADVANCEMENT OF EXPENSES
To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 1 and 2 of this Article IX of these Bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 4. INSURANCE

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, delegates, officers, employees and other agents, against any liability asserted against or incurred by any Director, delegate, officer, employee or agent in such capacity or arising out of the Director's, delegate's, officer's, employee's or agent's status as such.

ARTICLE X
RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

A. Corporate Records.

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Minutes in written form of the proceedings of its members, boards and committees of the board; and
3. A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or at the location designated by the Board of Directors.

B. Annual Report.

1. An annual report shall be prepared within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:
   a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no report, by a certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
   b) A statement of the place where the names and addresses of current members are located.
   c) Any information that is required by Subsection C of this Section 1.

2. The corporation shall notify each member annually of the member's right to receive a financial report under this section. Except as provided in Subsection 3 of this Subsection B, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

3. This Section shall not apply if the corporation receives less than Ten Thousand Dollars ($10,000.00) in gross revenues or receipts during a fiscal year.

C. Annual Statement of Transactions and Indemnifications.
1. As part of the annual report to all members, or as a separate document if an annual report is not issued, the corporation shall annually prepare and mail to its members and furnish to its directors a statement of any transaction of indemnification of the following kind within one hundred twenty (120) days after the end of the corporation’s fiscal year:

2. Unless approved by members under Section 7233(a) of the California Corporation Code, any transaction (a) which the corporation, its parent or its subsidiary was a party, (b) which involved more than Fifty Thousand Dollars ($50,000.00) or was one of a number of such transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars ($50,000.00), and (c) which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

   a) Any director or officer of the corporation, its parent or its subsidiary.
   b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

   The statement shall include a brief description of the transaction, the names of the interested persons involved, the relationship to the corporation, the nature of their interests in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need to be stated.

3. A brief description of the amounts and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000.00) paid during the fiscal year to any officer or director of the corporation under Sections 1, 2 and 3 of Article IX of these Bylaws, unless the loan, guarantee, indemnification or advance has already been approved by the members under Section 5034 of the California Corporation Code, where the loan or guarantee is not subject to the provisions of Section 7235(a) of that Code.

ARTICLE XI
PERSONAL LIABILITY AND PROPERTY INTEREST

SECTION 1. LIABILITY OF MEMBERS

No member of the corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

SECTION 2. PROPERTY INTEREST UPON TERMINATION OF MEMBERSHIP

If any member shall cease to be such, any interest he/she shall have in and to the property, assets and privileges of the corporation shall cease and revert to the corporation and such cessation of membership shall operate as a release and assignment to the corporation of all the right, title and interest of such member in and to the property, assets and privileges of the corporation, provided, however, that any succession of membership shall not affect any indebtedness of the corporation to such member.

ARTICLE XII
PARLIAMENTARY PROCEDURE

Robert’s Rules of Order, latest edition, shall prevail at all meetings of -QCSHP except where contrary to these Bylaws, or any standing rule.

ARTICLE XIII
AMENDMENT TO BYLAWS
SECTION 1. PROPOSAL FOR AMENDMENT

Except as otherwise provided by law or by the Articles of Incorporation, new Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Directors (or by the written consent thereof) or by the approval of the members as defined in Corporations Code Section 5034.

A proposal to alter or amend these Bylaws shall be submitted in writing by two (2) or more active members at a regular meeting of the Board of Directors. If approved by the majority of the Board of Directors, the proposed changes will be reviewed by CSHP for vetting purposes.

SECTION 2. APPROVAL BY MEMBERSHIP

Once vetted by CSHP, a notice of the proposed change(s) shall be submitted to the entire membership for a vote by ballot.

ARTICLE XIV
MISCELLANEOUS

SECTION 1. INCOME AND DISTRIBUTION

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money or other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be paid to or distributed to CSHP Research and Education Foundation or other nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code.

SECTION 2. CONSTRUCTION OF DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural includes the singular and the term "person" includes both the corporation and a natural person.

SECTION 3. INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary which shall be open to inspection by all Active Members and Associate Members at all reasonable times and office hours.

CERTIFICATE OF SECRETARY

I, [Peter Lai], the undersigned, certify that I am the acting Secretary of the Quatra County Society of Health-System Pharmacists (QCSHP), a California Nonprofit Mutual Benefit Corporation, and that the above Bylaws, consisting of sixteen (16) pages, are the Bylaws of this corporation as approved by a ballot of the membership completed on 12/1/17, and that they have not been amended or modified since that date.

DATED: 12/1/17

SIGNED: [Signature] SECRETARY OF QCSHP