



BYLAWS

OF THE

CALIFORNIA SOCIETY OF  
HEALTH-SYSTEM PHARMACISTS

Most Recently Amended — January 16, 2018

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# BYLAWS

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## CALIFORNIA SOCIETY OF HEALTH-SYSTEM PHARMACISTS

*(Most recently amended April 2017 and after approval of the general membership election of 2016).*

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# BYLAWS OF THE CALIFORNIA SOCIETY OF HEALTH-SYSTEM PHARMACISTS

A California Nonprofit Mutual Benefit Corporation

## ARTICLE I

### NAME

The name of this corporation shall be the California Society of Health-System Pharmacists ("CSHP") or the "Society".

## ARTICLE II

### PRINCIPAL OFFICE

The principal office of CSHP shall be in the state of California; the specific location of which may be determined by the Board of Directors.

## ARTICLE III

### PURPOSES STATEMENT

#### SECTION 1. **GENERAL PURPOSES**

This corporation is a Nonprofit Mutual Benefit Corporation organized under the California Nonprofit 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.

#### SECTION 2. **SPECIFIC PURPOSES**

The specific purposes 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 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 the pharmacist'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. Membership shall consist of the following classifications:
  - (i) 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. The qualifications for these categories are determined by the Board of Directors.
    - (A). New Practitioner: New Practitioners are individuals in the first five (5) years following first graduation from a School or College of Pharmacy.
    - (B). Retired Pharmacist: A retired pharmacist is defined as an active member who is retired from regular employment.
  - (ii) Lifetime Honorary Members. Lifetime Honorary members may be selected by the 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. Lifetime Honorary members shall not pay dues but may hold office and vote if otherwise eligible for active membership
  - (iii) Associate Members. Associate members in the Society shall consist of supporting members and student members. Associate members shall receive publications and general communications of the Society, 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.
    - (A) Supporting members may be individuals other than licensed pharmacists who support the purposes of the Society.
    - (B) Student members may be individuals enrolled in professional degree programs in a college or school of pharmacy or in a

technician training program, who support the purposes of CSHP.

- (iv) Pharmacy Technician Members. Pharmacy Technician members shall be technicians employed, licensed, or retired in any state, territory, or district of the U.S. who support the purposes of CSHP.
- (b) Voting Members. Unless otherwise provided in these Bylaws, the term "voting member" as used in these Bylaws refers solely to Active and Lifetime Honorary Members, provided the Lifetime Honorary Member is otherwise eligible for active membership. Technician Members and Associate Members are allowed to vote within their respective membership classification.
- (c) Membership Definition. Members shall be identified as "new" or "renewing".
  - (i) New Member – a member who has joined the Society for the first time and has never previously been a member in any category in the Society.
  - (ii) Renewing Member – a member who has been a member of the Society at any time in the past.

## SECTION 2. FEES, DUES AND ASSESSMENTS

Society dues and Affiliate Chapter rebates shall be determined by the 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:
  - (i) The death or resignation of the member;
  - (ii) Failure of a member to pay dues as set by the Board of Directors;
  - (iii) The occurrence of any event that renders such member ineligible for membership or failure to satisfy membership qualifications;
  - (iv) The expulsion of the member, based upon the good faith determination by the Code of Conduct Committee and approved by the Board of Directors that the member has failed in a material and serious degree to observe the code of conduct of the Society, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.
- (b) Suspension of Member. A member may be suspended based on the good faith determination by the Code of Conduct Committee and approved by the Board of Directors that the member has failed in a material and serious degree to observe the Society's Code of Conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. A person whose membership is suspended shall not be a member during the period of suspension.

- (c) Procedure for Expulsion. If grounds appear to exist for expulsion or suspension of a member under subsections (a) and (b) of this Section 3, the procedure set forth below shall be followed: The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension. Notice shall be given 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 shown on the Society's records.
- (i) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board to determine whether the expulsion or suspension should take place.
  - (ii) The Board shall decide whether or not the member shall be expelled, suspended or sanctioned in some other way. The decision of the Board shall be final.
  - (iii) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination
- (d) Reinstatement After Expulsion. Any petition for reinstatement by an expelled member filed more than one year after the date of expulsion shall be considered by the Board of Directors as ordinary new business.

SECTION 4. **TRANSFER OF MEMBERSHIPS**

Membership in CSHP is individual and nontransferable. All rights of membership cease on the member's death.

SECTION 5. **GOOD STANDING**

Any member who shall be in arrears in payment for a term as determined by the 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 SOCIETY*

SECTION 1. **PLACE OF MEETING**

Meetings of members shall be held at any place within or outside of State of California as designated by the Board of Directors. In the absence of a designation by the Board of Directors, the meeting shall be held at the Society's principal executive office.



SECTION 2. **ANNUAL MEETING**

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

SECTION 3. **SPECIAL MEETINGS**

- (a) Authorized Persons Who May Call Meetings. A special meeting of membership for any lawful purpose may be called at any time by any of the following: the Board of Directors, the President with consent of the Board of Directors or five percent (5%) or more of the voting membership of the Society, provided that they are validated to be in good standing.
- (b) Calling Meetings. A special meeting of the membership called by any person (other than the 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 or Chief Executive Officer (Secretary) of the Society. The officer receiving the request shall cause notice to be properly given to the members entitled to vote, in accordance with the provisions of Section 4, stating that a meeting will be held at a specific time and date fixed by the Board of Directors; provided; that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given with twenty (20) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in the subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.
- (c) Proper Business of Special Meeting. 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 4. **NOTICE OF SOCIETY 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 4 to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and:
  - (i) In case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted; or,
  - (ii) In the case of a regular or annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the delegates, but any proper matter may be presented at the meetings, but except provided in Section 7 (a), any proper matter may be presented at such meeting; provided that, as long as the quorum requirement provided in Section 5 (b) is less than one-third of the voting power, the only matters that may be voted upon at any regular meeting are matters in which notice of the general nature was given. The notice

of the meeting at which written ballots for directors may be cast shall include the names of all persons who are nominees at the time notice is given.

- (b) Notice of Certain Agenda Items. Unless notice of the following agenda items is validly provided or waived in writing, any such item can only be approved upon a two-thirds (2/3) vote by the members present:
- (i) Removing a Director without cause;
  - (ii) Filling vacancies on the Board of Directors by the members;
  - (iii) Amending the articles of incorporation and Bylaws;
  - (iv) Approving a contract for a transaction in which a Director has a material financial interest;
  - (v) Electing to wind up and dissolve the corporation; or,
  - (vi) 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) nor more than ninety (90) days before the date of the meeting; provided, however, that if notice is given by mail and if the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty (20) days before the date of the meeting. Notice shall be given personally by electronic transmission by the corporation, or by mail or other means of written communication, addressed to the member at the address appearing on the books of the corporation or given by the member to the corporation for purpose of this 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 either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be 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 Section 4((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 a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting 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 the consideration of 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 5. **QUORUM**

- (a) Number Required. [Ten percent (10%)] of the voting power, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given.
- (b) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. **VOTING**

- (a) Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of the Society shall be members in good standing as of the record date determined under Section 8 of this Article V.
- (b) Manner of Casting Votes. Votes may be taken by voice, by shown hands or by ballot.
- (c) Proxy Right. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Society.
- (d) Voting. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.
- (e) Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the delegates, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law.

SECTION 7. 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 7.
- (b) Solicitation of Written Ballots. Written ballots shall be mailed or delivered in the manner required by Section 4 (c) to all voting members. If approved by the board of directors, the ballot and any related materials may be sent by electronic transmission by the corporation and responses may be returned by electronic transmission to the corporation. All solicitations of votes and distributions by ballot shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
  - (ii) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure(s);
  - (iii) with respect to ballots for election of directors, state the name of each candidate and the office or chair to which nominated;
  - (iv) specify the time by which the ballot must be received in order to be counted; (v) set forth the proposed action;
  - (v) provide the members an opportunity to specify approval or disapproval of any proposal;
  - (vi) provide a reasonable time within which to return the ballot to the corporation, specifying the address to which the ballot is to be sent. 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. In any election of directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that the authority to vote is withheld, shall not be voted.
- (c) Quorum; 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 be present at a meeting authorizing 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 was 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 Secretary of the corporation and retained in the corporate records for a period of two (2) years.

SECTION 8. **RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS AND OTHER ACTIONS**

- (a) For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:
- (i) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;
  - (ii) voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

- (iii) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and
  - (iv) taking any other action shall be no more than sixty (60) days before that action.
- (b) For Actions Not Set by the Board. If not otherwise fixed by the board of directors, the record date for determining members entitled to:
  - (i) receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held;
  - (ii) vote at a meeting of members shall be the day on which the meeting is held;
  - (iii) vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and
  - (iv) exercise any rights with respect to any other lawful action shall be the date on which the board of directors adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.
- (c) Determination of Members Upon Record Date. For purposes of this Section 8, a person holding a membership at the close of business on the record date set by the board of directors shall be a member of record.

## 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:
  - (i) Appoint and remove all non-Director officers, agents and employees of the corporation, and to prescribe such powers and duties for all officers, agents and employees as are not inconsistent with law, with the Articles of Incorporation or these Bylaws.
  - (ii) 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.

- (iii) Designate any place for the holding of any Society meeting or meetings; change the principal office of the corporation for the transaction of its business from one location to another.
- (iv) 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 evidences of debt and securities.
- (v) 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 there from.
- (vi) 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.
  - (D) 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.
  - (E) 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.
  - (F) The vote shall be taken by secret ballot or in the case of participation by conference telephone, ballot by mail or electronic mail.
  - (G) The Chief Executive Officer or his/her designee who is not a member of the Board of Directors shall tally the votes.
  - (H) 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.
  - (I) Vacancies shall be filled according to Article VI, Section 11, items "a-i" of these Bylaws.
  - (J) Removal of a Director who is also an officer shall serve to also remove the Director as an officer.
- (vii) Fill vacancies on the Board of Directors until the Society shall elect a replacement as provided in Article VI, Section 11 of these Bylaws.
- (viii) Represent the Society as the official voice in California for its members; supervise all publications of the Society; make decisions regarding the acts of Councils, Committees and officers. Between annual sessions of the House of Delegates, develop and act on professional policy matters, and on administrative, fiscal and other matters; accept on behalf of the Society,

grants, contributions, gifts, bequests or devices to further the purpose of the Society; do and perform all acts and functions not inconsistent with these Bylaws or with any action taken by the House of Delegates. The Board of Directors shall submit for approval, to the next annual session of the House of Delegates, new policy proposals and a report on actions taken on major policy matters during the prior year.

- (ix) Directors shall serve as members of the Board of Directors of the Society. A Director shall be appointed by the President as a liaison to Councils, Committees, and/or Task Forces as described in Article IX, Section 3 (d) of these Bylaws. A Director shall also be appointed by the President as a liaison to each Affiliate Chapter.

## SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of Directors of the corporation shall be not less than ten (10) nor more than fifteen (15) until changed by amendment of these Bylaws. The exact number shall be fifteen (15) until changed by a resolution of the Board within those limits. The Board of Directors shall consist of the President, the Immediate Past President, the President-Elect, the Treasurer, the Chairperson of the House of Delegates and ten (10) elected Directors. No Director elected by the general membership shall be eligible to serve more than two (2) consecutive terms in the same elected office, except as provided for the Chairperson of the House of Delegates in Article VI, Section 3 (d). 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) Elected Directors. There shall be a total of ten (10) elected Directors (including the Technician Director and New Practitioner Director) who shall serve staggered three (3) year terms or until their respective successors are elected and take office with the exception of the New Practitioner Director who shall serve their two (2) year term until their respective successors are elected and take office. One (1) New Practitioner Director will be elected every second calendar year. Nominations and voting for elected Directors shall be conducted consistent with Sections 4 and 5 of this Article VI of these Bylaws.
- (b) Pharmacy Technician Director. The Pharmacy Technician Director shall be elected by the technician members of the Society for the duration of their three (3) year term.
- (c.) New Practitioner Director: The New Practitioner Director shall be elected from the Active Members of the Society and be a New Practitioner for the duration of their two (2) year term.
- (d) Officer Directors. There shall be a total of four (4) Officer Directors who shall serve three-year terms or until their respective successors are elected and take office. These Officer Directors consist of the President, Immediate Past President, President-Elect, and Treasurer. A President-Elect shall be elected in each calendar year and whose term of office shall begin immediately upon certification of the results of the election. The President-Elect shall serve as a Director while s/he occupies the offices of President-Elect, President, and Immediate Past President. The President-Elect shall be installed as President at the next annual session of the House of Delegates immediately following his/her election. The President shall

become Immediate Past President immediately upon installation of the new President. A Treasurer shall be elected every third year for installation at the next annual session of the House of Delegates. Nominations and voting for Officer Directors shall be conducted consistent with Sections 4 and 5 of this Article VI of these Bylaws.

- (e) Chairperson of the House of Delegates. The Chairperson of the House of Delegates shall serve a three (3)-year term commencing with the 2019 House of Delegates Meeting.

#### SECTION 4. **NOMINATIONS**

- (a) Nominations by Committee. The Committee on Nominations shall present to the membership not less than 30 days prior to the first meeting of the annual session of the House of Delegates, two (2) and only two (2) candidates for the office of President-Elect and two (2) and only two (2) candidates for each elected Director position to be filled in each calendar year. The Committee on Nominations shall present to the membership not less than 30 days prior to the first meeting of the annual session of the House of Delegates, two (2) and only two (2) candidates for the office of Treasurer every three (3) years. The Committee on Nominations shall endeavor to present more than one candidate for each office and position.

If the office of an Elected Director shall become vacant between annual meetings of the Society, the Committee on Nominations shall present two (2) and only two (2) candidates for each vacancy for election to serve for the remaining portion of the unexpired term. All candidates for Director shall be advised in advance that if elected, they could be selected to fulfill the unexpired term of specific length, based on the number of votes cast. The candidate selected shall assume office immediately upon certification of the results of the election.

- (b) Nominations by Petition. If the Society has five hundred (500) or more, but fewer than five thousand (5,000) voting members, members representing two percent (2%) of the voting power may nominate candidates for elected or officer Directors by petition, signed by those members within eleven (11) months preceding the next time Directors are to be elected, and delivered to an officer of the Society at any time prior to the annual session of the House of Delegates. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the slate of nominees along with the names of 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, shall be emailed (or mailed per member request) by the Secretary to every Active and qualified Lifetime Honorary Member within 30 days after receipt of all valid nominations. The member shall return the cast ballot to the Secretary by mail or respond to the survey engine currently being utilized. Valid ballots are those that are received by the Secretary no later than 30 calendar days from the date the ballots were emailed or mailed to the membership.
- (d) Counting of Ballots. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected as Directors, except as provided for the Chairperson of the House of Delegates in Article VI, Section 3 (c) of these Bylaws. There shall be no cumulative voting. A tie shall be decided by lot.
- (e) Installation of Directors. Directors shall be installed at the annual meeting next following their election, except as provided in Article VI, Sections 3(b), 3 (c), 3 (d), and 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 Chairperson, the President or, upon application in writing, by any eight (8) 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 of the Directors.

Notice of the time and place of special meetings shall be given personally to the Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him/her at his/her present address as shown upon the records of the corporation. In case such notice is mailed it shall be deposited in the United States Mail in the place in which the principal office of the corporation is located 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 or 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 the 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 adjournment of the final meeting of the House of Delegates at the annual meeting of the Society but prior to the issuance of mail 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 (h) 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 (i) 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, the Board of Directors shall appoint from among the membership of the Board of Directors a President Pro Tempore to serve the remaining portion of the unexpired annual term of the office of President. Such President Pro Tempore shall not automatically accede to the office of Chairperson of the Board. (See subsection (f) of this Section 11.)
- (e) President-Elect. In the event a vacancy occurs in the office of President-Elect, the Board of Directors shall have authority to decide, in the Society's best interests, whether or not to call a special election to fill the subject vacancy for the remainder of the unexpired term. (For example, the Board of Directors may determine it appropriate to call a special election only if there is adequate training and orientation time for the new President-Elect prior to his/her installation as President.)

If the Board of Directors calls a special election, the Board shall direct the Chairperson of the House of Delegates to reconvene the Committee on Nominations for the purpose of presenting a slate of two (2) candidates for President-Elect. The slate shall be ratified by the House of Delegates through mail ballot or other means. The newly elected President-Elect shall be installed as soon as practical following his/her election and shall serve the remainder of the unexpired term of the presidential offices.

In the event the decision is made to not fill the President-Elect vacancy by special election, the Board shall appoint a President Pro Tempore to serve during the subsequent year when the office of President is vacant. (See subsection (d) of this Section 11.)

- (f) Immediate Past President. If the Immediate Past President becomes unable to perform the duties of the office, or if the office is vacant due to the provisions of subsection (d) or (e) of this Section 11, the Board of Directors shall appoint from among the membership of the Board of Directors one Director to serve as Chairperson of the Board and to perform the other duties of the Immediate Past President for the remaining portion of the unexpired term.
- (g) Treasurer. If the Treasurer becomes unable to perform the duties of the office, the Board of Directors is empowered and directed to fill such vacancy until such time as a duly elected Treasurer is installed. As determined by the Board of Directors, the Committee on Nominations shall present candidates for election of a replacement Treasurer at the annual meeting corresponding to the regularly scheduled election cycle for Treasurer, or at any interim annual meeting as designated by the Board of Directors.
- (h) Elected Directors. If the office of an Elected Director shall become vacant between annual meetings of the Society, such office may be filled by the Board of Directors. At the next annual meeting, the Committee on Nominations shall present candidates for election to serve for the remaining portion of the unexpired term. The candidates for Director will be asked in descending order of votes received to fill the vacancy and shall assume the office of Director immediately upon certification of the results of the election.
- (i) Chairperson of the House of Delegates. If, prior to convening the meeting of the next annual session of the House of Delegates, the Chairperson of the House of Delegates shall become unable to perform the duties of the office, the Board of Directors shall appoint a delegate as Chairperson pro tempore to serve the remaining portion of the unexpired term.

## SECTION 12. COMMITTEES

The Board of Directors will designate the following committees, and such other committees as the Board may, from time-to-time, deem advisable, to report directly to the Board.

- (a) Committee on Finance. The Committee on Finance shall consist of five (5) voting members: President, President-Elect, the Immediate Past President, the Chairperson of the House of Delegates and the Treasurer. The Treasurer shall serve as chairperson. The Chief Executive Officer shall be a non-voting member of the Committee and shall serve as its Secretary. The Committee on Finance shall establish an operating bank account in the name of the California Society of Health-System Pharmacists, maintaining a general ledger that shall individually record the financial details of the Society's activities. The Committee on Finance shall prepare a budget for the succeeding year and submit it to the Board of Directors for approval.
- (b) Committee on Goals. The Committee on Goals shall be an advisory body to the Board of Directors. It shall analyze studies, recommend broad goals for the

profession of pharmacy and for the Society, and shall outline plans for achieving such goals. The Committee on Goals shall consist of a chairperson and the following members:

- (i) 2nd Year Board of Directors member
- (ii) Non-Board, State
- (iii) Non-Board, Local
- (iv) President-Elect
- (v) Pharmacy Technician member
- (vi) Chief Executive Officer (Staff)
- (vii) 3<sup>rd</sup> Year Board of Directors member (Board Liaison)

(c) Executive Committee. The Executive Committee shall consist of five (5) voting members: President, President-Elect, the Immediate Past President, the Chairperson of the House of Delegates, and the Treasurer. The Immediate Past President shall serve as Chairperson. The Chief Executive Officer shall serve as its Secretary. The Executive Committee shall handle matters of urgency between Board of Directors Meetings and other duties as may be delegated to the Executive Committee from time to time by the Board of Directors with those decisions being 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:

- (i) The filing of vacancies on the Board of Directors or on any committee;
- (ii) The fixing of compensation of the directors for serving on the Board of Directors or any committee;
- (iii) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (iv) The appointment of committees of the Board of Directors or the members.

## ARTICLE VII

### *OFFICERS*

#### SECTION 1. NUMBER AND SELECTION

The officers of the corporation shall be the President, President-Elect, Immediate Past President, and Treasurer all of whom shall be Directors of the corporation.

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

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 be the principal elected official of the Society and shall be so recognized at all Society affairs, programs, and activities. Shall be a member of the Board of Directors and shall serve as its Vice Chairperson; may serve as a delegate to the American Society of Health-System Pharmacists House of Delegates, as provided in Section 10 (c) of Article VIII of these Bylaws; and shall submit an annual report.
- (b) **President-Elect.** The President-Elect shall be a member of the Board of Directors. The President-elect shall appoint all chairpersons of Councils, Committees, and Task Forces. Also, the President-elect shall appoint additional committees as approved by the Board; shall fill all vacancies by appointment, except as otherwise provided; may serve as a delegate to the American Society of Health-System Pharmacists House of Delegates, as provided in Section 10 (c) of Article VIII of these Bylaws; and may perform the duties of the office of the President if the President is temporarily unable to do so.
- (c) **Immediate Past President.** The Immediate Past President shall be a member of the Board of Directors and shall serve as Chairperson of the Board of Directors and the Executive Committee.
- (d) **Treasurer.** The Treasurer shall be a member of the Board of Directors; shall represent the Board in all matters pertaining to the investment, receipt and disbursement of Society funds; shall chair the Committee on Finance; shall assure development of the Society's budget for presentation to the Committee on Finance; shall monitor and evaluate compliance with the Society's budget; and shall assure preparation of an annual audit of the Society's fiscal affairs.

**ARTICLE VIII**

*HOUSE OF DELEGATES*

SECTION 1. **COMPOSITION AND PURPOSE**

There shall be a House of Delegates which is the professional policy-making body of the Society consisting of Affiliate Chapter Delegates, Student Delegates, Technician Division Delegates, California Pharmacists Association Delegates, CSHP-elected Officers and Directors, and Past Presidents of CSHP who are voting members. Members of the House of Delegates must be current members in good standing of CSHP or their respective organizations.

SECTION 2. **ALLOCATION**

The Board of Directors shall allocate delegates among the affiliated chapters according to their total active membership.

For the purpose of computing the allocation, the total number of active members as of December 1, in the calendar year immediately preceding the calendar year in which the House of Delegates is

convened shall be utilized. Each Affiliate Chapter shall be entitled to two (2) delegates for up to the first fifty (50) dues paid Active Members of the Society and one (1) additional delegate for each additional twenty-five (25) dues paid Active Members.

Each Student Chapter shall be entitled to one (1) delegate for the first 10 members and maximum 2 per chapter. The second delegate will be added for an additional 100 (dues paid) by the student chapter.

Student members from each California school of pharmacy not represented in the House of Delegates by a student chapter shall be entitled to one (1) delegate per school, provided that at least 10 members of the student body are student members of the Society. Such student delegates will be responsible for holding at least one meeting of the Society student members from their school prior to the first meeting of the House of Delegates to discuss the issues before the House.

Technician members shall be entitled to two (2) delegates for up to the first one (100) hundred dues paid Technician members of the Society and one (1) additional delegate for each additional one hundred (100) paid Technician members or major fraction thereof. The maximum number of Technician delegates is set at six (6).

The California Pharmacists Association shall be entitled to two (2) delegates.

Any new affiliate chapter that the Board of Directors has approved for affiliation subsequent to the apportionment of the House of Delegates, but prior to the next annual meeting, shall be entitled to seat two (2) delegates at the House prior to the next annual apportionment. The seating of these delegates shall not reduce the current apportionment of delegates to any other chapter.

### SECTION 3. **ELECTION**

The election of delegates and their alternates from each Affiliate and Student Chapter shall be conducted in accordance with the Bylaws of each chapter. Only Active members in good standing and Lifetime Honorary members of CSHP eligible for active membership in CSHP are eligible to vote for Affiliate Chapter Delegates.

Only Student members in good standing of Student Chapters are eligible to vote for Student Chapter Delegates.

Only Technician members in good standing are eligible to vote for Technician Delegates as described in Article XIV, Section 4(c).

The results of the election shall be certified by the chapter.

The election of student delegates from California schools of pharmacy without a student chapter shall be coordinated and certified by the designated CSHP Faculty-Student Liaison for that school; only student members in good standing with CSHP shall be eligible to vote.

Delegates shall continue in office until the next election and certification.

#### SECTION 4. MEETINGS BY DELEGATES

The House of Delegates shall meet at least once annually. At least thirty (30) days' notice of the time and place for holding each meeting of the House of Delegates shall be given.

- (a) Place of Meetings. Meetings of the House of Delegates shall be held in a location designated by the Board of Directors.
- (b) Special Meetings. Special meetings of the House of Delegates may be called at any time in accordance with California Law and CSHP governing documents.
- (c) Authorized Persons Who May Call Meetings. A special meeting of the House of Delegates for any lawful purpose may be called at any time by any of the following: the Board of Directors, a majority of the members of the House of Delegates, or five percent (5%) or more of the voting membership of the Society, provided that they are validated to be in good standing.
- (d) Calling Meetings. Notification of a special meeting of the House of Delegates called by any person (other than the Board) entitled to call a meeting shall be called by written request. This request will specify the general nature of the business proposed to be transacted, and shall be delivered to the President or Chief Executive Officer (Secretary) of the corporation. The officer receiving the request shall cause notice to be properly given to the members entitled to vote, in accordance with California Law.
- (e) Proper Business of Special Meeting. 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 of the House of Delegates.

#### SECTION 5. NOTICE OF SOCIETY MEETINGS

- (a) General Notice Contents. Whenever the House of Delegates is to take any action at a meeting, notice of the meeting shall be sent or otherwise given to each delegate entitled to vote. The notice shall specify the place, date and hour of the meeting and:
  - (i) In case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted; or,
  - (ii) In the case of the annual session, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the delegates, but any proper matter may be presented at the meetings.
- (b) Manner of Giving Notice. Distribution of materials for House of Delegates meetings shall give time for delegates to review and for chapters to caucus prior to the Regional Delegates Conference (RDC) and the House of Delegates (HOD) meetings as follows:
- (c) First mailing—60 days prior to the HOD session and 30 days prior to the RDC.
- (d) Second mailing—15 days prior to the HOD session, to include the summary of the RDC meetings.

- (e) Final mailing—7 days prior to the HOD session.
- (f) Any materials not submitted in the final mailing shall be provided to delegates at their seats in the House of Delegates.

SECTION 6. **QUORUM**

The presence in person of two-thirds (2/3) of the delegates entitled to cast a vote shall constitute a quorum for the transaction of business.

SECTION 7. **LEADERSHIP**

The Chairperson of the House of Delegates shall preside at all of its meetings. If the Chairperson of the House of Delegates is unable to preside, the President will identify a replacement from the seated Delegates in attendance to preside with ratification by majority of the House of Delegates. The Chief Executive Officer of the Society shall serve as Secretary of the House of Delegates and be a non-voting member at the House. A parliamentarian shall be appointed by the Chairperson of the House of Delegates and shall be a non-voting member at the House.

Election of the Chairperson of the House of Delegates. The Chairperson of the House of Delegates shall serve a three (3)-year term commencing with the 2019 House of Delegates Meeting and every third session thereafter.

In the year in which the election is to be held, the following activities shall take place:

- (a) The Committee on Nominations shall present at the meeting of the House of Delegates candidates for the Chairperson of the House of Delegates.
- (b) The election of the Chairperson of the House of Delegates shall be conducted by secret ballot and tallied by two tellers appointed by the Secretary of the House from among seated delegates.
- (c) The Chairperson shall be elected by a majority vote of the delegates present and voting. A tie shall be decided by a second ballot. If a tie remains, the tie will be decided by a coin flip by the parliamentarian. The Secretary shall notify both candidates of the results of the election prior to the announcement to the House.
- (d) The Chairperson of the House of Delegates shall be installed immediately upon election. The term of the Chairperson of the House of Delegates shall commence upon his/her installation. No individual shall be elected to more than two consecutive three-year terms, and shall serve as a member of the CSHP Board of Directors during any and all terms.

SECTION 8 **VOTING**

- (a) Manner of Casting Votes. Votes may be taken by voice, by shown hands or by ballot.



- (b) Voting. Each delegate entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the delegates.
- (c) Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the delegates, unless the vote of a greater number is required by the California Law.

SECTION 9. **RECORD DATE FOR COMPUTING THE NUMBER OF DELEGATES**

For the purpose of computing the allocation of delegates, the total number of active members as of December 1, in the calendar year immediately preceding the calendar year in which the House of Delegates is convened shall be utilized.

For the purpose of appointing delegates each member shall only be counted once.

SECTION 10. **RESPONSIBILITY**

Authority to approve Society professional policy proposals shall be vested in the House of Delegates.

The House of Delegates shall have authority to:

- (a) Establish its own rules and procedures
- (b) Approve, modify or disapprove such proposals, reports, actions or resolutions as may be placed before the House of Delegates by the officers and the Board of Directors. If the House of Delegates modifies a proposal, report, action or resolution of the Board of Directors, the action of the House shall be returned to the Board of Directors who shall have authority to postpone the effectiveness of the action of the House pending study and, if necessary, to resubmit it to the House for final action at the next regularly scheduled meeting of the House.
- (c) Make recommendations to the Board of Directors shall be vested in the House of Delegates.

The Board of Directors shall be responsible to initiate appropriate action on any delegate recommendation or approved proposal, resolution, or item of new business, in accordance with Article VIII, Section 11 of these Bylaws.

All resolutions, proposals or recommendations by the House of Delegates pertaining to the expenditure of moneys shall be approved by the Board of Directors before the same shall become effective.

SECTION 11. **BOARD OF DIRECTORS ACCOUNTABILITY**

- (a) Upon receiving an approved proposal, resolution, or item of new business from the House of Delegates, the Board of Directors, at their next scheduled meeting shall:
  - (i) Take action to implement or reject; or, if required,

- (ii) Refer to a Council, Committee, or Task Force for policy development; or, if required
  - (iii) Refer to a Council, Committee, or Task Force for other action in accordance with Article IX, Section 4 of the Bylaws; and
  - (iv) Report in the next report of actions of the Board of Directors and to the next annual session of the House of Delegates the results of the above actions.
- (b) Upon receiving a delegate recommendation from the House of Delegates, the Board of Directors shall:
- (i) Take action to amend, adopt or reject; or
  - (ii) Refer to a Council, Committee or Task Force for policy development; or
  - (iii) Refer to a Council, Committee or Task Force for other action in accordance with Article IX, Section 3 (b) of these Bylaws; and
  - (iv) Report to the next annual session of the House of Delegates the results of the above action(s).

It shall be the responsibility of the Chairperson of the House of Delegates to assure that action is taken in accordance with the provisions of this Section.

## SECTION 12. **COMMITTEE ON NOMINATIONS**

- (a) Appointment and Membership. The Committee on Nominations shall be appointed by the Chairperson of the House of Delegates with the approval of the Board of Directors and the House of Delegates and shall function as a Committee of the House of Delegates. The guidelines for the operation of the Committee on Nominations will be administered by the Board of Directors. Members of the Committee shall be chosen from those seated at the House of Delegates as an Affiliated Chapter delegate, member of the Board of Directors or as a Past-President in the ten years prior to the year the Committee is approved by the House. The Committee shall consist of a Chairperson plus members from one-half (1/2) of the affiliated Affiliate Chapters of the Society (omitting fractions). Each member shall be from a different Affiliate Chapter, and no affiliated Chapter shall be represented for greater than two (2) consecutive years; each affiliated chapter shall be represented at least once every three (3) years. An Affiliate Chapter that has not provided delegates to the House of Delegates for two (2) or more consecutive years shall not be eligible for membership on the Committee on Nominations until delegates are seated in the House for one (1) year. No officer or Director of the Society shall be a member of the Committee on Nominations. A quorum shall consist of two-thirds (2/3) of the membership of the Committee. The Chair of the House of Delegates may attend meetings in an advisory only capacity. A staff member may attend to provide administrative support.
- (b) Duty and Responsibility. The duty of the Committee shall be to nominate the candidates for the offices of President-Elect, Treasurer (when applicable),

Directors, Chairperson of the House of Delegates, and Delegates to the American Society of Health-System Pharmacists' (ASHP) House of Delegates.

- (c) Nomination of Directors and Delegates to the ASHP House of Delegates. The Committee shall nominate candidates for Director positions in accordance with Sections 2, 3, and 4 of Article VI of these Bylaws. The Committee shall nominate candidates for ASHP delegate in a number equal to two times the number of delegate positions to be elected. Candidates must meet ASHP delegate eligibility requirements. The President and President-Elect of CSHP shall automatically be offered candidacy for ASHP delegate. However, either presidential officer may individually decline candidacy, and in such event, shall not be required to serve in that delegate capacity.
- (d) Election. Directors shall be elected in accordance with Sections 3 and 5 of article VI of these Bylaws. The Chairperson of the House of Delegates shall be elected in accordance with Section of this article of these Bylaws. The election for delegates to the ASHP House of Delegates shall be conducted in the same manner as for Directors. Candidates receiving the highest number of votes for the available delegate positions shall be elected. Alternate delegates from the other candidates shall serve in rank order of the total number of votes received.

## ARTICLE IX

### *COUNCILS, COMMITTEES, AND TASK FORCES*

#### SECTION 1. **FUNCTIONS**

In working toward achievement of the purposes of the Society, the Board may appoint a Council, Committee, or Task Force to function in a developmental and advisory capacity, developing and implementing programs and policies authorized by the Board of Directors and proposing programs and policies to the Board of Directors in the major area of Society interest to which it is assigned.

#### SECTION 2 **COMPOSITION**

- (a) Chairperson: The Chairperson of each Council, Committee, and Task Force shall be appointed by the President with the approval of the Board of Directors. The Chairperson will coordinate activities of the Council.
- (b) Secretary: The Secretary of the Council, Committee, or Task Force shall be appointed by the Chairperson from members appointed to serve. The Secretary shall be responsible for the administrative functions of the Council, Committee, or Task Force. The Secretary shall send reports of all meetings to the Chief Executive Officer of the Society no later than thirty (30) days following the meeting date.
- (c) Members
  - (i) The members of each Council, Committee, and Task Force shall be appointed by the President.

- (ii) The number of members to be appointed to serve on any Council, Committee, or Task Force shall be determined by the President on the basis of the needs of the group to accomplish its charge.
  - (iii) In making nominations for appointments to Councils, Committees, or Task Forces, the President shall, as in all appointments of the Society, take into consideration the geographic coverage of the membership over the state, and for each appointee, personal qualifications, abilities, and prior experience in the Society's activities in the particular area of interest of the assigned group.
- (d) Board Liaison. The President shall appoint a liaison from the Board of Directors to each Council, Committee, and Task Force. The Board Liaison should attend all meetings and shall present proposals from the Council, Committee, or Task Force to the Board of Directors.
- (e) Vacancies. The President shall be authorized to fill vacancies on a Council, Committee, or Task Force.

### SECTION 3. AUTHORITY OF COUNCILS, COMMITTEES AND TASK FORCES

- (a) Board Assignments. The Board of Directors shall have authority to assign a specific matter to a Council, Committee, or Task Force for its consideration. The Board of Directors shall provide such group with clearly stated expectation (i.e., "charge") with respect to action on assigned items.
- (b) Board Approval. Any matter presented for consideration directly to the Board of Directors may, prior to action by the Board of Directors, be referred for consideration and recommendations to a Council, Committee, or Task Force within whose area of responsibility the matter falls. In the event the Board of Directors does not act favorably upon a recommendation received from a Council, the matter shall be returned with explanation to the Council, Committee, or Task Force for its further consideration.
- (c) Final Board Authority. The Board of Directors shall have final authority over any project requiring the expenditure of the Society's funds, the proposals of Councils, Committees, and Task Forces, and the determination of which proposals require approval by the House of Delegates.
- (d) Fundraising. The Councils, Committees, and Task Forces shall not secure nor attempt to secure funds independently from sources outside the Society without prior approval from the Board of Directors.
- (e) Project Evaluation. At the time any project requiring expenditure of Society funds or other resources (staff time, volunteer time, etc.) is proposed, the Chairperson of the Council, Committee, or Task Force, or individuals originating the proposal shall use the "STP" (Situation-Target-Proposal) format for the proposal and state the objectives, estimate the cost and manpower requirements, recommend means of liquidating the costs, and describe the overall effect on the profession and Society.

Final approval of such proposals shall be subject to their practicability, budgetary constraints, and the strategic plan of the Society.

- (f) Outside Organizations. Councils, Committees, and Task Forces shall not independently contact other organizations unless authorized by the Board of Directors or the President.
- (g) Records. If a matter is presented to a Council, Committee, or Task Force, in a called meeting, merely for the group's information, only acknowledgment of the information in the form of informal statements or suggestions shall be required in the records of the meeting.

## ARTICLE X

### *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, employees and other persons described in Section 7237(a) of the California Corporations 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 Corporations 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 Corporations Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporations 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 Sections 1 and 2 of this Article X 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 XI**

*AFFILIATION*

The Society shall be affiliated with the American Society of Health-System Pharmacists and subject to such rules and regulations as may be provided by the American Society of Health-System Pharmacists to govern its affiliates.

**ARTICLE XII**

*AFFILIATE CHAPTERS*

SECTION 1. **MEMBERSHIP REQUIREMENTS**

- (a) Each Active and Associate Member as defined in Section 1 of Article IV of these Bylaws shall be assigned membership to the Affiliate Chapter whose geographic boundary covers the member's residence or place of practice or, if s/he so requests, to another chapter of the member's choice.
- (b) There must be a membership of ten (10) active members before a group may be considered for affiliation. All active members of each Affiliate Chapter shall be members of the Society.
- (c) The formal application for affiliation should be initiated by the President and Secretary for the chapter and directed to the Board of Directors of the Society for approval. The application will include a list of officers and membership, minutes of the meeting at which the request for affiliation was approved and a description of the geographic limitations of the chapter.
- (d) Each Affiliate Chapter must be incorporated as a California Nonprofit Mutual Benefit Corporation and shall have Articles of Incorporation and Bylaws that shall be approved by the Board of Directors of the Society. Any subsequent change in the Articles of Incorporation or the Bylaws must be approved by the Board of Directors of the Society.

SECTION 2. **RESPONSIBILITIES**

- (a) Affiliate Chapters shall promote and foster the standards and purposes of the California Society of Health-System Pharmacists at the regional or local level.
- (b) Through their representatives to the House of Delegates, Affiliate Chapters may report, consolidate and delineate problems, issues and programs of general importance to the profession of pharmacy, and otherwise participate in formulating

Society policies at meetings of the House of Delegates as defined in Article VIII of these Bylaws.

- (c) Affiliate Chapters shall operate in accordance with the affiliation agreement of the Society.
- (d) Affiliate Chapters may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of the Society that has not been officially adopted by the Society. Affiliate Chapters may not adopt, publicize, promote, or otherwise convey any policy or principle that is contradictory to, or in conflict with, any official policy or principle of the Society.

**SECTION 3.      RESTRICTIONS**

- (a) Affiliate Chapters may make, with the prior approval of the CSHP Board of Directors, political contributions of any kind to federal, state or local candidates or campaigns. Failure to abide by this restriction may lead to loss of affiliated status as determined by the Board of Directors.
- (b) Affiliate Chapters may have the privilege of using the insignia of the Society in accordance with guidelines established by the Board of Directors.
- (c) Acts of Affiliate Chapters shall in no way commit or bind the Society.

**ARTICLE XIII**

*STUDENT CHAPTERS*

**SECTION 1.      MEMBERSHIP AND REQUIREMENTS**

- (a) A student member so requesting shall be assigned to the Student Chapter at the School of Pharmacy s/he is currently attending. Only student members may be members of Student Chapters.
- (b) There must be a membership of ten (10) or more student members before a group may be considered for affiliation. All student members of each Student Chapter shall be members of the Society as defined in Section 1 of Article IV of these Bylaws. There shall be no more than one Student Chapter for each School of Pharmacy.
- (c) The formal application for affiliation should be initiated by the President and Secretary of the chapter and be directed to the Board of Directors of the California Society of Health-System Pharmacists for approval. The application will include a list of officers and membership, minutes of the meeting at which the request for affiliation was approved and a description of the chapter. The Bylaws of the Student Chapter shall be approved by the Board of Directors of the Society. Any subsequent change in the Bylaws must be approved by the Board of Directors of the Society.
- (d) The President of the Society shall appoint a Society member as a Faculty Student Liaison from the School of Pharmacy for each Student Chapter.

SECTION 2.        **RESPONSIBILITIES**

- (a)        Student Chapters shall promote and foster the standards and purposes of the California Society of Health-System Pharmacists.
- (b)        Through their representatives of the House of Delegates, the Student Chapter may report, consolidate and delineate problems, issues and programs of general importance to the profession of pharmacy, and otherwise participate in formulating Society policies at meetings of the House of Delegates as defined in Article VIII of these Bylaws.
- (c)        Student Chapters shall operate in accordance with the affiliation agreement of the Society.
- (d)        Student Chapters may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the Society that has not been officially adopted by the Society. Student Chapters may not adopt, publicize, promote, or otherwise convey any policy or principle that is contradictory to, or in conflict with, any official policy or principle of the Society.

SECTION 3.        **RESTRICTIONS**

- (a)        Student Chapters shall not make, without the prior approval of the Board of Directors, political contributions of any kind to federal, state or local candidates or campaigns. Failure to abide by this restriction may lead to loss of affiliated status as determined by the Board of Directors.
- (b)        Student Chapters may have the privilege of using the insignia of the Society in accordance with guidelines established by the Board of Directors.
- (c)        Acts of Student Chapters shall in no way commit or bind the Society.

SECTION 4.        **STUDENT SECTION EXECUTIVE COMMITTEE (SSEC)**

The SSEC shall serve as a liaison between CSHP student members and the CSHP BOD. The Committee will express the interests of CSHP student members as well as promote student involvement within the Society. The SSEC shall foster communication between the student chapters and the faculty student liaisons.

- (a)        Election/Appointment Process
  - (i)        The Student Section Executive Committee shall consist of one CSHP student member elected from each CSHP affiliated or provisional status student chapter.



- (b) Student Section Executive Committee Term of Office
- (i) Each CSHP student chapter shall hold an annual election by its members for one (1) representative to the SSEC. Each respective school of pharmacy shall determine the details and conditions of their election process.
  - (ii) The term of office will be (1) one year.

## ARTICLE XIV

### TECHNICIAN DIVISION

#### SECTION 1. MEMBERSHIP

The membership of the Technician Division (hereafter referred to as “the Division”) shall consist of all technician members of the California Society of Health-System Pharmacists.

#### SECTION 2. RESPONSIBILITIES

- (a) Technician Division shall promote and foster the standards and purposes of the California Society of Health-System Pharmacists.
- (b) Through their representatives of the House of Delegates, the Technician Division may report, consolidate and delineate problems, issues and programs of general importance to the profession of pharmacy, and otherwise participate in formulating Society policies at meetings of the House of Delegates as defined in Article VIII of these Bylaws.
- (c) Technician Division may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the Society that has not been officially adopted by the Society. Technician Division may not adopt, publicize, promote, or otherwise convey any policy or principle that is contradictory to, or in conflict with, any official policy or principle of the Society.

#### SECTION 3. RESTRICTIONS

- (a) The Division shall not make political contributions of any kind to federal, state or local candidates or campaigns.
- (b) The Division may have the privilege of using the insignia of the Society in accordance with guidelines established by the Board of Directors.
- (c) Acts of the Division shall in no way commit or bind the Society.

SECTION 4.

**PHARMACY TECHNICIAN EXECUTIVE LEADERSHIP (PTEL)**

The PTEL shall serve as a liaison between CSHP technician members and the CSHP Board of Directors. The Committee will express the interests of CSHP technician members as well as promote technician involvement within the Society.

(a) Officers.

- (i) The Officers of the Division shall be members of the Division.
- (ii) The elected Officers of the Division shall be a Chairperson, a Chairperson-Elect, an Immediate Past Chairperson, and a Secretary. The Chairperson-Elect shall be elected annually and shall ascend successively to the offices of Chairperson and Immediate Past Chairperson, serving one (1) year in each of these positions. The Secretary shall be elected every two (2) years.
- (iii) Duties of the Officers.
  - (A) Chairperson: The Chairperson shall be the principal elected official of the Division. With approval of the Executive Committee, the Chairperson shall appoint committees as needed; shall be a member of the Division's Executive Committee and shall serve as its Chairperson; shall serve as one of the technician delegates.
  - (B) Chairperson-Elect: The Chairperson-Elect shall be a member of the Division Executive Committee and shall perform the duties of the office of Chairperson whenever the Chairperson is unable to do so.
  - (C) Immediate Past Chairperson: The Immediate Past Chairperson shall be a member of the Division Executive Committee and shall serve as Chairperson of the Executive Committee in the absence of both the Chairperson and the Chairperson-Elect.
  - (D) Secretary: The Secretary shall be a member of the Division Executive Committee; and shall serve as Secretary of the Executive Committee.
- (iv) Member-at-large: There shall be one elected technician member at-large and one active pharmacist member-at-large appointed by the President who shall be a voting member of this Committee.
- (v) Technician Director. The technician member elected to the CSHP Board of Directors shall serve as the Board liaison to the Division Executive Committee.

(b) Elections.

- (i) A Committee on Nominations, appointed by the Chairperson, shall select two (2) candidates for Chairperson-Elect and two (2) candidates for each Delegate position other than the Chairperson each year.
- (ii) The Committee shall select two (2) candidates for Secretary every two (2) years and two (2) candidates for the at-large technician member of the

Executive Committee on alternating two years. The Secretary and at-large technician member would be elected for two year terms.

- (iii) The Chairperson-Elect, Secretary, at-large technician, and Delegate shall be elected by the Division members. The ballots shall be mailed to all Division members in conjunction with established election procedures for other Society Officers and Directors.
- (iv) The results of the election shall be certified by the Secretary of the Society. Persons nominated as delegates but not elected will serve as alternate delegates.

(c) Vacancies.

If the office of an elected member of the Division Executive Committee becomes vacant, the Executive Committee shall fill such vacancy until such time as a duly elected replacement is installed. During its next annual nomination cycle, the Committee on Nominations of the Division shall present candidates for election to serve the remaining portion of the unexpired term.

(d) Meetings.

The Division Executive Committee shall meet at least four (4) times per year.

## SECTION 5. **AUTHORITY**

- (a) The Division may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the Society which has not been approved by the Board of Directors.
- (b) The Division may pursue any activity that is authorized by the Society.
- (c) The Board of Directors shall have authority to assign a specific matter to the Division for its consideration.
- (d) Any matter presented for consideration directly to the Board of Directors may, prior to action by the Board of Directors, be referred for consideration and recommendation to the Division. In the event the Board of Directors does not act favorably upon a recommendation received from the Division, the matter shall be returned with explanation to the Division for its further consideration.
- (e) The Board of Directors shall approve an annual Division budget and have authority to establish guidelines for the expenditure of Division funds.
- (f) The Board of Directors shall have final authority over the proposals of the Division and the determination of which proposals require approval by the House of Delegates.
- (g) The Division shall not secure nor attempt to secure funds independently from sources outside the Society without prior approval from the Board of Directors.
- (h) The Division shall not independently contact other organizations unless authorized by the Board of Directors or the President.

- (i) If a matter is presented to the Division, in a called meeting, merely for the information of the Division, only acknowledgment of the information in the form of informal statements or suggestions shall be required in the records of the meeting.

## ARTICLE XV

### *RECORDS AND REPORTS*

#### SECTION 1. **MAINTENANCE OF CORPORATE RECORDS**

##### (a) Corporate Records.

The corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Minutes in written form of the proceedings of its members, boards and committees of the board; and
- (iii) 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 if its principal executive office is not in the State of California, at its principal business office in this State.

##### (b) Annual Report.

- (i) 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.
- (ii) 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 (iii) 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.

- (iii) This Section shall not apply if the corporation receives less than ten thousand dollars (\$10,000.00) in gross revenues or receipts during this fiscal year.

(c) Annual Statement of Transactions and Indemnifications.

- (i) 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:

- (i) Unless approved by members under Section 7233(a) of the California Corporations 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 interest 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 be stated.

- (ii) 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 X of these Bylaws, unless the loan, guarantee, indemnification or advance has already been approved by the members under Section 5034 of the California Corporations Code, where the loan or guarantee is not subject to the provisions of Section 7235(a) of that Code.

ARTICLE XVI

*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 s/he 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 XVII**

*PARLIAMENTARY PROCEDURE*

Robert's Rules of Order, latest edition, shall prevail at all meetings of the Society except where contrary to these Bylaws, the Regulations for the House of Delegates, or any standing rule.

**ARTICLE XVIII**

*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 may also be submitted in writing by two (2) or more active members at one (1) meeting of the House of Delegates and voted upon at a subsequent meeting of the House of Delegates. In which a majority of votes cast is required for approval.

SECTION 2. **APPROVAL BY MEMBERSHIP**

The provisions of Section 1 of this Article XVIII notwithstanding, no vote to amend any provision of Articles I, II, III, IV, XVI or XVIII, Sections 1 or 2 of Article VIII, or Sections 1 or 3 of Article XIX shall become effective unless approved by a majority of the voting members of the Society by mail ballot in the same manner as election of officers and Directors as provided in these Bylaws. Additionally, the approval by a majority of the voting members of the Society shall also be required for amendments (a) changing a fixed number of Directors (but not a number fixed within a range which can be changed by the Board of Directors), or the maximum or minimum number, or changing from a fixed to a variable number, (b) increasing the length of Directors' terms, (c) selecting Directors by designation, (d) changing the quorum requirement for membership meetings, proxy rights or cumulative voting rights, and (e) terminating all of any class of memberships.

## ARTICLE XIX

### 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 the 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, Loriann DeMartini, the undersigned, certify that I am the acting Secretary of the California Society of Health-System Pharmacists, a California Nonprofit Mutual Benefit Corporation, and that the above Bylaws, consisting of 39 pages, are the Bylaws of this corporation as approved by a ballot of the membership completed on January 7, 1997; amended by the House of Delegates on October 19, 1997<sup>i</sup>; amended by a ballot of the membership completed December 22, 1999<sup>ii</sup>; amended by the House of Delegates on October 28, 2001<sup>iii</sup>; amended by the House of Delegates on October 6, 2002<sup>iv</sup>; amended by a ballot of the membership completed on January 6, 2005<sup>v</sup>; amended by the House of Delegates on October 23, 2005<sup>vi</sup>; amended by the House of Delegates on October 15, 2006; amended by the House of Delegates on October 21, 2007; amended by a ballot of the membership and validated November 30, 2007<sup>vii</sup>; amended by the House of Delegates on October 12, 2008<sup>viii</sup>; amended by the House of Delegates on October 4, 2009; amended by a ballot of the membership and validated November 24, 2009<sup>ix</sup>, amended by the House of Delegates on October 21, 2010, amended by a ballot of the membership and validated December 2, 2010<sup>x</sup>, amended by the House of Delegates on November 6, 2011, amended by a ballot of the membership and validated December 19, 2011<sup>xi</sup>, amended by the House of Delegates on October 21, 2012, amended by a ballot of the membership and validated November 26, 2012<sup>xii</sup>, amended by the House of Delegates on October 30, 2016, amended by a ballot of the membership and validated January 19, 2017<sup>xiii</sup>

DATED:

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SECRETARY

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<sup>i</sup> The section which was modified by the House of Delegates on October 19, 1997 was Article VIII, Section 10(a), which does not require a mail ballot of voting members of the Society as described in Article XVIII, Section 2: Amendment to Bylaws; Approval by Membership, which states:

“The provisions of Section 1 of this Article XVIII notwithstanding, no vote to amend any provision of Articles I, II, III, IV, XVI or XVIII, Sections 1 or 2 of Article VIII, or Sections 1 or 3 of Article XIX shall become effective unless approved by a majority of the voting members of the Society by mail ballot in the same manner as election of officers and Directors as provided in these Bylaws.”

<sup>ii</sup> The House of Delegates modified Article III, Sections 2 (Mission) and 3 (Purposes) on October 17, 1999. These modifications were approved by a vote of the membership that was tabulated December 22, 1999.

<sup>iii</sup> The House of Delegates modified various sections on October 28, 2001, none of which required the vote of the membership.

<sup>iv</sup> The House of Delegates modified Article VI, Section 2 [Number and Qualification of Directors, 3{c}] on October 6, 2002, which did not require the vote of the membership.

<sup>v</sup> The House of Delegates modified Article IV, Section 2, [Fees, Dues and Assessments] on November 7, 2004. These modifications were approved by a vote of the membership that was tabulated January 12, 2005.

<sup>vi</sup> The House of Delegates modified Article VIII, Section 10 [Committee on Nominations], Article VI, Section 4 [Nominations] and Section 11 [Vacancies] on October 23, 2005, which did not require the vote of the membership.

<sup>vii</sup> The House of Delegates modified Article IV, Section 1 [Classification and voting Members, a{ii}, b{ii}, c{i}], Article IV, Section 2 [Fees, Dues and Assessments], Article VI, Section 2 [Number and Qualification of Directors, 1, 2{b}{c}{d}{e}], Article VI, Section 4 [Nominations, {a}], Article XIII, Section 4 [Student Section Executive Committee] (SSEC) on October 21, 2007, three items required the vote of the membership, Article IV, Section 1 and Section 2. that was certified by the canvassing committee on November 30, 2007.

<sup>viii</sup> The House of Delegates modified Article VIII, Section 10 [Appointment and Membership], Article III, Mission and Vision Statement, Section 3 and Section 4, Article VI, Section 1 [Classification and Voting members]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on November 17, 2008.

<sup>ix</sup> The House of Delegates modified Article VI, Section 1 [Classification and Voting members] and Article XIX, Section 1 [Income and Distribution]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on November 24, 2009.

<sup>x</sup> The House of Delegates modified Article VIII, Section 2 [Allocation] and Article IV, Section 1 [Classification and Voting Members, a {iv, B}]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on December 2, 2010.



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<sup>xi</sup> The House of Delegates modified Article VIII, Section 2 [Allocation] and Article IV, Section 1 [Classification and Voting Members, a {iv, B}]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on December 2, 2010.

<sup>xii</sup> The House of Delegates modified Article III, Section 2 [Vision Statement], Article III, Section 3 [Mission Statement]. The House of Delegates modified Article VI, Section 2 [Number and Qualification of Directors], Article VI, Section 3 [Election, Designation and Term of Office] and Article VI, Section 1 [Powers, (b, ix)] . These modifications were approved by a vote of the membership that was certified by the canvassing committee on December 19, 2011.

<sup>xiii</sup> The House of Delegates modified Article XVIII, Section 1, Article XVIII, Section 2. The House of Delegates modified Article XVII, [Parliamentary Procedure]. Article VI, Section 1 [Powers] and Article VI, Section 2 [Number and Qualifications of Directors], Article VI, Section 3 [Election, Designation and Term of Office]. Article VII, Sections 1 & 2 [Duties], Article VI, Section 12 [Committees]. Article X, Section 2 [Approval of Indemnity]. Article XIX, Section 1. Article IV, Section 1 [Classification and Voting Members]. Article IX, Section 1, Article IX, Section 3, Article IV, Section 12 [Committee on Goals], Article VIII, Section 2 [Allocation], Article XIV, Section 1 [Membership], Article XIV, Section 4 [Operational Structure]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on November 26, 2012.

<sup>xiv</sup> The House of Delegates modified Article III, Section 2 [Vision Statement]; Article III, Section 3 [Mission Statement]. The House of Delegates modified Article IV, Section 1 [Classification of Voting Members]; Article VI, Section 12 [Committees]; Article VI, Section 3 [Election, Designation and Term of Office]; Article VII, Section 2 [Allocation]; Article VIII, Section 3 [Election]; Article XIV, Section 1 [Membership]; Article XIV, Section 2 [Responsibilities]; Article XIV, Section 3 [Restrictions]; Article XIV, Section 4 [Operational Structure]; Article XIV, Section 5 [Authority]. These modifications were approved by a vote of the membership that was certified by the canvassing committee on November 2, 2014.

<sup>xv</sup> The House of Delegates modified Article II, Principal Office; Article III, Purposes and Mission Statement, Deleted Section 2 and Section 3. The House of Delegates modified Article IV, Section 1 [Classification of Voting Members]; Article IV, Section 2 [Fees, Dues and Assessments]; Article IV, Section 3 [Termination of Membership]; Article IV, Section 4 [Transfer of Membership]; Article IV, Section 5 [Good Standing]; Article V, Meeting of the Society; Article VI, Directors; Article VII, Officers; Article VIII, House of Delegates; Article XIV, California Pharmacy Technician Association; Article XVII, Parliamentary Procedure. These modifications were approved by a vote of the membership that was certified by the canvassing committee on January 19, 2017.