

Governing Documents of the Florida Society of Health-System Pharmacists

FSHP CHARTER

First. The name of the corporation is Florida Society of Health-System Pharmacists, Inc. (FSHP).

Second. The purposes for which FSHP is formed are as follows:

1. To advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health care settings through:
 - a. Fostering pharmaceutical services aimed at drug-use control and rational drug therapy.
 - b. Developing professional standards for pharmaceutical services.
 - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
 - e. Disseminating information about pharmaceutical services and rational drug use.
 - f. Improving communication among pharmacists, other members of the health care industry, and the public.
 - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
 - h. Promoting the economic welfare of pharmacists and associated personnel.
2. To foster rational drug use in society such as through advocating appropriate public policies toward that end.
3. To pursue any other lawful activity that may be authorized by FSHP's Board of Directors.

Third. FSHP shall be a not-for-profit corporation and shall not be authorized to issue capital stock. No part of the net earnings of FSHP, current or accumulated, shall inure to the benefit of any private individual, nor shall FSHP be operated for the primary purpose of carrying on a trade or business for profit. FSHP intends to avail itself of any and all tax benefits or exemptions to which it may be entitled under Section 501 of the Internal Revenue Code of 1954, and it shall not operate or engage in any activity nor shall it possess or exercise any power that would substantially risk the loss of such benefits under that Code.

Fourth. Any proposed amendment to this Charter must first be submitted to the Board of Directors. Upon review, the Board shall submit the proposed amendment to the House of Delegates. Upon approval of a majority of the voting delegates of the House of Delegates then present and voting, it shall be submitted to the entire active membership for vote by mail or electronic ballot in the same manner as in the election of officers as provided in the Bylaws and shall be sent out as part of the ballot for officers.

ARTICLE 1. NAME

- 1.1.** The name of the corporation shall be the “Florida Society of Health-System Pharmacists, Inc.”, which will be referred to as FSHP.
- 1.1.1** No member, chapter, organizational component, or third party may use any name or mark of the FSHP unless such use conforms to the standards established by the Board of Directors and unless the Board has specifically approved such use in writing.

ARTICLE 2. MEMBERSHIP

- 2.1.** The classifications of membership in FSHP are as follows:
- 2.1.1. Active Members:** Pharmacists licensed or practicing in the State of Florida and who support the purposes of FSHP as stated in the Article Second of the FSHP Charter.
- 2.1.1.1.** Active members may vote on amendments to the Charter, serve as delegates, and elect or serve as a Director of FSHP.
- 2.1.2. Associate Members:** Persons who are not licensed pharmacists or practicing pharmacy in the state of Florida and who, by virtue of vocation, training, education, and interest, wish to further the purposes of FSHP. Associate Members include individuals, other than those who qualify as active members, who by working in the health services, teaching prospective pharmacists, or otherwise contributing to pharmacy services provided in organized health care systems, make themselves eligible for membership.
- 2.1.2.1.** Associate Members may not vote on amendments to the Charter, serve as delegates, nor elect or serve as a Director of FSHP.
- 2.1.3. Resident/Fellow/Graduate Student Members:** Pharmacists completing post-graduate training in either a residency, fellowship, or full-time graduate program who support the purposes of FSHP as stated in the Article Second of the FSHP Charter. Only new pharmacist members will be eligible for the Graduate Student membership rate.
- 2.1.3.1.** Resident/Fellow/Graduate Student Members may vote on amendments to the Charter, serve as delegates and elect or serve as a Director of FSHP if they hold an active pharmacist license or are practicing in the State of Florida.
- 2.1.4. Student Pharmacist Members:** Individuals enrolled full-time in a pharmacy practice degree program (graduate or under-graduate) in an ACPE recognized college of pharmacy. Licensed pharmacists enrolled in a post-baccalaureate doctor of pharmacy program or other graduate degree programs are not eligible for student membership.
- 2.1.4.1.** Student Pharmacist Members may serve as delegates and as a Student Director of FSHP.
- 2.1.5. Registered Pharmacy Technician Members:** Individuals practicing in the state of Florida and who support the purposes of FSHP as stated in the Article second of the FSHP Charter.
- 2.1.5.1.** Registered Pharmacy Technician Members may serve as delegates and may vote for the Technician Director at large and serve on the FSHP Board of Directors.
- 2.1.5.2.** Student Pharmacy Technician Members: Individuals enrolled in a Florida Board of Pharmacy approved pharmacy technician training program are eligible for a one year renewable membership, for up to two years. Documentation of enrollment will be required at the time of application and renewal. Registered Pharmacy Technicians are not eligible.
- 2.1.5.3.** Student Pharmacy Technician Members may not serve as delegates elect or serve as a Director of FSHP.
- 2.1.6. Retired Members:** Pharmacists who have been active in the society and have retired will be eligible to qualify and apply for retired membership. Pharmacists engaged in part-time employment are not eligible for retired membership.
- 2.1.6.1.** Retired Members may vote on amendments to the Charter, serve as delegates and elect or serve as a Director of FSHP.
- 2.1.7. Honorary Members:** Persons who shall be elected for life by unanimous vote of 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 systems.
- 2.1.7.1.** Honorary members may vote or hold office if otherwise eligible for active membership.

- 2.2.** The Board of Directors shall establish dues and membership periods for all member categories.
- 2.2.2.** Payment of dues each year automatically renews membership in FSHP; failure to pay timely dues constitute termination of membership. If dues are paid after membership has terminated, FSHP may treat such payment as a reinstatement of membership. Membership shall cease if dues are not paid within thirty (30) days of the due date.
- 2.2.3.** A member may terminate membership, at any time, by submitting a signed written statement to FSHP. however, dues or fees shall not be refunded.
- 2.2.4.** The period of membership shall be 12 months with the billing cycle determined by the Board of Directors.

ARTICLE 3. OFFICERS

- 3.1.** The officers of FSHP shall be the President, the President-elect, the Immediate Past President, and the Treasurer, all of whom shall be active members of FSHP. The President and President-elect shall be members in good standing of ASHP and the Florida Pharmacy Association (FPA).
- 3.1.1.** The President shall serve as the principal elected official of FSHP; serve as Chair of the Board of Directors; communicate to the delegates on the actions of the Board of Directors and on important new activities that affect and further the purposes of FSHP; and communicate with members of FSHP, affiliated chapters, and the public on the activities and policies of FSHP.
- 3.1.1.1.** With the approval of the Board of Directors, the President shall annually appoint Chairs, committees, and other appropriate components set forth in Article 5, the Chair of the Research and Education Foundation, and any ad hoc committee or groups that the Board of Directors establishes.
- 3.1.1.2.** The President shall be an ex-officio member of all councils and committees of the Board of Directors and all ad hoc committees.
- 3.1.2.** The President-elect shall perform the duties of the President in the President's absence; succeed to that office upon the death, resignation, or inability of the President to perform the duties of that office; serve as Vice Chair of the Board of Directors; and assist in communicating the policies and activities of FSHP to its affiliated chapters, members, and the public.
- 3.1.2.1.** The President-elect shall be nominated by the Committee on Nominations of the House of Delegates and elected by active membership of the FSHP as set forth in Article 3.3 of these bylaws.
- 3.1.2.2.** The President-elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Immediate Past President, serving for one year in each office.
- 3.1.2.3.** The President-elect will be installed at the first Board Meeting following the election.
- 3.1.3.** The Immediate Past President shall perform the duties of the President in the temporary absence of both the President and President-elect, serve as Vice Chair of the House of Delegates, and serve in such other capacity as may be designated by the Board of Directors.
- 3.1.3.1.** The Immediate Past President shall serve as the Chair of the Committee on Nominations.
- 3.1.3.2.** The Immediate Past President shall report to the Board of Directors on his or her activities.
- 3.1.4.** The Treasurer shall be responsible for overseeing conservation and prudent investment of the assets and funds of FSHP; assure expenditure of funds is in accord with the programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors, members and House of Delegates on the financial strength and needs of FSHP.
- 3.1.4.1.** The candidates for Treasurer shall be nominated by the Board of Directors and elected by the House of Delegates for a term of office of two years. No person shall serve more than two successive terms as Treasurer.
- 3.1.4.2.** The Treasurer shall be installed at the yearly meeting of the House of Delegates.
- 3.1.5.** The Treasurer-elect shall be a non-voting member of the Board of Directors and a non-voting member of the Executive Committee and shall serve a term beginning at the House of Delegates election installation until the following year's House of Delegate Meeting when installed as Treasurer.

- 3.2.** Each newly elected officer, except for the President-elect, shall be installed at the yearly meeting of the House of Delegates or during the FSHP Annual Meeting.
- 3.3.** Nomination and Election of Officers.
- 3.3.1.** A call for nominations for candidates shall be disseminated to allow members to suggest qualified candidates for nomination. Members are encouraged to nominate themselves if they have a desire to serve. Nomination forms shall not require the identification of the person submitting the form.
- 3.3.2.** Candidates for Officers must be eligible for office as defined in Article 2.
- 3.3.3.** The President shall annually establish a Nominations committee to nominate the candidates for each office. The Immediate Past President shall chair the committee. The President shall appoint members from the Society to serve on the committee. Prior to reporting the name of any candidate, the Committee shall confirm that the candidate is eligible and willing to serve.
- 3.3.4.** The winner of any election will be the individual who receives greater than 50% of the votes cast. In case of a tie, a run-off election shall be conducted for only the position resulting in a tie with the winner selected by greater than 50% of the votes.
- 3.3.5.** The newly elected officers shall be installed and hold office as outline in Article 3.1 and Article 3.2. of these bylaws.
- 3.3.6.** Ballots may be distributed to the voting membership either electronically or by paper and will be distributed to the location or address on file with the organization at the time. Ballots shall be counted by the Nominating Committee. The Chair of the Committee must submit in writing the results of the election to the Board of Directors.
- 3.4.** The manner of filling vacancies of any office shall be as follows:
- 3.4.1.** If both the President and the President-elect shall become permanently unable to perform the duties of their offices, the Board of Directors shall appoint, from the Board of Directors, a President Pro Tempore to serve for the remaining portion of the unexpired term. At the next yearly meeting of the House of Delegates, the Committee on Nominations shall present nominations for the offices of President and President-elect, and an election shall be conducted in accordance with the provisions of Article 6 of these Bylaws.
- 3.4.2.** If the Treasurer becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill that vacancy. At the next yearly meeting of the House of Delegates, the Committee on Nominations shall present nominations for the offices of Treasurer who shall immediately become treasurer following installation at the House of Delegates and serve the full two-year term.
- 3.4.3.** If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Directors shall appoint a Director of FSHP to perform the duties of that office.
- 3.4.4.** A President-elect, who succeeds to the office of President as provided in section 3.1.2, shall serve out both the unfinished term to which he or she has succeeded and the term to which he or she would have succeeded in due course.
- 3.4.5.** Board of Director Vacancies shall be filled as outlined in Article 4 of these Bylaws.
- 3.5.** The Executive Committee shall report to the Board and shall consist of the President, the President-elect, the Immediate Past President, and the Treasurer; the President shall be its Chair. The Treasurer-elect shall serve as an ad hoc member of the Executive Committee. The Executive Committee shall prepare a budget for the forthcoming year and submit it to the Board of Directors for review and approval. FSHP Executive Committee shall ensure that budget objectives are met or that appropriate changes thereto are made; review and assess performance of investments and assets of FSHP; monitor the operations of the budget and review all investment and financial policies of FSHP; oversee the responsibilities of the Treasurer set forth in section 3.1.4 of these bylaws and oversee the financial operations of FSHP.
- 3.6.** Except to the extent specifically authorized by the Board of Directors, no officer shall be entitled to any compensation for services. In accordance with policies established by the Board of Directors, officers may be reimbursed for reasonable expenses incurred in discharging the functions of the office.

ARTICLE 4. BOARD OF DIRECTORS

- 4.1.** The Board of Directors shall consist of fourteen (14) persons including: President, President-elect, Immediate Past President, Treasurer, Chair of the House of Delegates, six Pharmacist Directors, the President of the Florida Pharmacy Association, one student pharmacist position and one Technician Director. Non-voting members include: three Board of Director elects, the House of Delegates Chair-elect, the Treasurer-elect, and the Technician Director elect.
- 4.1.1.** The term of office for a Director, who also serves as an officer or as Chair of the House of Delegates, shall be the term for that office, and the manner of election and filling vacancies in such offices, shall be as specified in the Bylaws dealing with those offices.
- 4.1.2.** The Nominations Committee shall present two candidates for each Pharmacist Board position and the Technician Director. Nomination and selection of the Chairperson for the House of Delegates are outlined in Article 6.
- 4.1.3.** Elected Directors shall serve a one year term as BOD-elect, followed by a two-year term beginning with installation at the yearly meeting of the House of Delegates or the FSHP Annual Meeting following their election. Elected Directors may not serve more than two consecutive terms.
- 4.1.4.** If the office of an elected member of the Board of Directors shall become vacant between yearly meetings of FSHP because of resignation, death, or otherwise, the Board of Directors may fill the vacancy.
- 4.1.4.1.** At the next yearly meeting of the House of Delegates, the Committee on Nominations shall present candidates for election to serve for the remaining portion of the unexpired term.
- 4.2.** The Board of Directors shall meet at least quarterly, otherwise at the call of the Board President.
- 4.2.1.** The presence of a simple majority of the Board of Directors shall constitute a quorum. Matters will be decided by majority vote of the Directors in attendance except for matters specifically calling for a higher vote by the Bylaws. Any member of FSHP may attend the open session of meetings of the Board of Directors.
- 4.3.** No Director shall be entitled to any compensation for services. Pursuant to policies adopted by the Board, Directors may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging functions at the direction of the Board.
- 4.4.** The Board of Directors under majority vote as defined by at least 51%, shall manage the affairs of the FSHP, establish policies within the limits of the Bylaws, actively pursue the purposes of FSHP, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors, through its Executive Committee, shall develop and approve an annual budget, establish financial goals for FSHP, and oversee the financial operations of FSHP. The Board of Directors shall establish and review long-term objectives of FSHP and establish the priority of all programs and activities. The Board may establish whatever rules and regulations for the conduct of its business it deems advisable and may appoint whatever agents it considers necessary to carry out its powers.
- 4.4.1.** The Board of Directors may establish committees and task forces and designate and/or approve representatives to other organizations.
- 4.4.2.** The Board of Directors may make contributions of FSHP assets to other organizations for research and education activities of benefit to pharmacists practicing in organized health care systems. The Board may also accept grants, contributions, gifts, bequests, or devices to further the purposes of FSHP.
- 4.4.3.** The Board of Directors may create, review, and modify the Professional policies of FSHP and submit those policies to the House of Delegates for such action as the House of Delegates may choose to take under Article 6. The Board of Directors shall approve or disapprove all recommendations of the components of FSHP set forth in Article 5 and any committee or group created by, or which reports to, the Board of Directors.
- 4.4.3.1.** Further, the Board of Directors shall report annually to the House of Delegates how it has handled such recommendations so that the House of Delegates can take final action as required or appropriate under Article 6.
- 4.4.4.** The Board of Directors shall approve all nominations to all committees, and councils, except as membership as specified in Article 3.
- 4.4.5.** The Board of Directors may establish and modify administrative policies, not inconsistent with these Bylaws, for the conduct of its business and for the conduct of the business of FSHP and

its components, except for the House of Delegates, which may establish its own regulations.

4.4.6. The Board of Directors and the officers shall tender reports at such times and in such manner as are required by law.

4.4.7. Whenever the Board of Directors is given authority with respect to any matter, that authority shall include the ability to modify, change, stop, or eliminate that matter at any time.

- 4.5.** FSHP shall conduct an annual external financial audit performed by a CPA at the biennial change of the FSHP Treasurer; the results of which shall be presented at the annual House of Delegates meeting.

ARTICLE 5. COMPONENTS

- 5.1.** The Board of Directors may establish councils, committees, joint committees, and other appropriate groups of FSHP, and such components shall operate to further the purposes of FSHP. The Board of Directors may modify, change, or eliminate components based on the needs of FSHP and its members.

5.1.1. FSHP shall have councils that report to the Board of Directors and recommend professional policy positions within their area of concern. Councils may also review ongoing activities of FSHP and recommend new programs within their area of interest. The councils shall consist of a Chair and those members appointed by the President, with the approval by the Board of Directors. The President shall appoint a Director to each council who shall attend all meetings of the council as an observer and present council recommendations to the Board of Directors.

5.1.2. The President, with the approval of the Board of Directors, may establish and appoint joint committees with other organizations. Joint committees shall meet to discuss and recommend to each parent organization solutions to problems of mutual interest.

5.1.3. FSHP shall recognize one affiliated student chapter at each ACPE recognized campus for each college/school of pharmacy in the State of Florida.

- 5.2.** The components of FSHP set forth in Article 5 shall have only those powers granted herein. The Board of Directors may establish administrative guidelines for these entities.

5.3.1. In no case shall a component independently contact other organizations, seek or attempt to secure funds from outside FSHP, or commit any funds of FSHP without prior authorization from the FSHP Board of Directors.

ARTICLE 6. HOUSE OF DELEGATES

- 6.1.** The House of Delegates shall consist of regional delegates and technician members, who shall represent a proportionate number of eligible members in each regional society as defined in FSHP Policy and Procedures plus all Directors and officers of FSHP; plus Past Presidents (if active or retired members); plus one student delegate from each FSHP affiliated Student Chapter in the State of Florida; plus two delegates from the Florida Pharmacy Association; plus two delegates from the Florida Board of Pharmacy. Each delegate shall have one vote and must be active members of FSHP.

6.1.1. Every other year, the House of Delegates shall elect a Chair-elect who upon election shall immediately assume the responsibilities of the position and serve as Chair elect until the next yearly session of the House of Delegates.

6.1.2. The Chair-elect shall be elected by written ballot of a majority vote, at least 51%, of the delegates present and voting in the House of Delegates. The Chair-elect will serve for one year and will be installed as Chair of the House of Delegates at the following House of Delegates meeting for a term of two years.

6.1.3. The Chair and Chair-elect shall serve as Chairperson and Vice-chairperson, respectively of the Committee on Resolutions.

6.1.4. The Immediate Past President shall serve as Vice Chair of the House of Delegates.

6.1.5. Members of FSHP shall have no right to vote in the House of Delegates except by virtue of Article 6.

- 6.2.** A yearly meeting (consisting of at least two sessions) of the FSHP House of Delegates shall be held at such time and place as may be established
- 6.2.1.** The FSHP staff, under the direction of the Chairperson of the House of Delegates shall notify each member selected as a delegate to the House of Delegates at least thirty (30) days in advance of its yearly session and any special session. The President of the affiliated Regional Society can facilitate this notification.
- 6.2.2.** A majority of voting members of the House of Delegates shall constitute a quorum at any session or meeting duly convened. In the absence of a quorum, the Chair may recess any session or meeting until such time as a quorum is present.
- 6.3.** The House of Delegates shall conduct its business at its yearly meeting.
- 6.3.1.** By majority vote, the House of Delegates may establish its Rules of Procedure, to be effective at the next meeting of the House of Delegates.
- 6.3.2.** With the exception of the President-Elect, all Officers and Directors of FSHP shall be installed during the House of Delegates or the Annual Meeting at the commencement of their individual terms of office.
- 6.3.3.** The House of Delegates shall, except as is otherwise specifically provided for in these Bylaws, have no authority over the financial affairs of FSHP.
- 6.3.4.** The Chair of the House of Delegates shall preside at all sessions and meetings of the House of Delegates, shall be a member of the Board of Directors, and shall represent the House of Delegates at all Board meetings.

ARTICLE 7. AFFILIATED REGIONAL SOCIETIES

- 7.1.** FSHP shall recognize groups of pharmacists practicing in organized health care systems within the State of Florida when such groups promote the purposes of FSHP.
- 7.2.** FSHP shall promote and strengthen affiliations with affiliated regional societies in order to support and fulfill the mission of FSHP and its affiliates.
- 7.2.1.** Affiliated regional shall promote the standards and policies of FSHP.
- 7.2.2.** Affiliated regional societies shall administer the selection of voting regional delegates to the House of Delegates.
- 7.3.** Affiliated regional societies may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of the FSHP that has not been officially adopted by FSHP.
- 7.3.1.** Acts of affiliated regional shall in no way commit or bind FSHP.
- 7.4.** Dues in affiliated regional societies may be set at the discretion of the chapter. Dues in FSHP shall be established pursuant to these Bylaws.

ARTICLE 8: AFFILIATIONS

- 8.1.** The Society shall be affiliated with the American Society of Health-System Pharmacists (ASHP) and shall be subject to such rules and regulations as are, or may be provided by that Society to govern its affiliated chapters. The Society may have affiliation arrangements with other organizations upon approval of the Board of Directors and ASHP

ARTICLE 9: MISCELLANEOUS

- 9.1.** FSHP shall indemnify each Director, officer, former Director, and former officer of FSHP against expenses (including attorneys' fees), judgments, fines, penalties, and settlements actually and necessarily incurred by that person in connection with or arising out of any proceeding in which that person may be involved as a party or otherwise by reason of being or having been such Director or officer.
- 9.1.1.** No indemnification shall be made until the Board of Directors of FSHP shall have determined that indemnification is proper and lawful under Florida State law.
- 9.2.** If any provision of these Bylaws should, for any reason, be held to be invalid, the validity of any other provision is not thereby affected.

- 9.3.** FSHP will support a research and education foundation to further development of the profession and as a means to meet the purposes of FSHP; the research and education foundation will, at all times, be a separate and independent entity.

ARTICLE 10. AMENDMENT

- 10.1.** The Bylaws shall delineate the authority of the Board of Directors and govern the internal affairs of FSHP. The Bylaws may be amended as provided herein. Any proposed amendment to these Bylaws must first be submitted to the Board of Directors. Upon review, the Board shall submit the proposed amendment to the House of Delegates. Upon approval of a majority of the voting delegates of the House of Delegates then present and voting, the amendment shall become effective.

ARTICLE 11 DISSOLUTION

- 11.1.** Upon termination or dissolution of FSHP, any assets that remain after payment or provision for payment of all of its liabilities, debts, and obligations shall be distributed by the Board of Directors only to one or more organized charitable, educational, scientific, or philanthropic organizations duly qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or under such successor provision of the Internal Revenue Code as may be in effect at the time of termination or dissolution of FSHP). Under no circumstances shall any assets be distributed to any member of FSHP.

Constitution and By-Laws
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