

Southeastern Michigan Society of Health-system Pharmacists

Constitution and Bylaws

This document is the most recently revised and Board-approved Constitution and Bylaws of the SMSHP. Contained here are the basic principles of the Society, which determine membership and the powers, and duties of the governing elected Officers and Board.

Society Mission Statement

The SMSHP is the regional association representing pharmacists and related personnel associated with organized health-care settings. The mission of the Society is to represent its members, to provide leadership, to provide membership services, to foster safe and rational drug use in society, and to serve as a catalyst for practice innovation enabling members to better serve the public interest and the profession.

With this as a primary mission, the SMSHP is committed to:

1. An organized approach to address the needs and concerns of Health-system pharmacists in Southeastern Michigan
2. The highest level of pharmaceutical practice by its members through establishment and maintenance of standards of professional ethics.
3. Promote the rational use of medications within institutions, other organized health care settings, and the community.
4. Address political and legislative issues that affect its members.
5. Provide education programs to its members and to the community.
6. Promote, support and disseminate results of research activities conducted within institutional practice.
7. Recognize the achievements and/or contributions to the profession or the community by the members.

Society Manual

A manual for Board of Directors and committees provides details of the functional responsibilities of elected offices which are consistent with, and in elaboration of the Constitution and Bylaws.

Position descriptions include President, Immediate Past President, President-Elect, Secretary, Treasurer and the Board member. Descriptions of the office include responsibilities, duties and specific forms, guidelines or timetables pertinent to the office. Each Officer will also receive historical and supplementary information as the term of office begins, in the form of meeting minutes and annual reports for further elaboration of the concepts summarized in this manual.

The manual also describes the standing committees. The general format used to present each committee includes the Statement of Purpose, Timetable and Responsibilities and Activities.

The manual was originally compiled at the request of the Board of Directors in 1984, and revised in 1990, 1994, 1995, 2001, 2005, 2009, 2012, 2013 and 2014. The manual is designed to provide a single source of information regarding the annual operations of the Southeastern Michigan Society of Health-System Pharmacists (SMSHP). The intent of the manual is to provide a consistent framework and smooth path for transition from year to year as members assume new roles in the Society.

MANUAL ORGANIZATION

Section A. Constitution and Bylaws

Section B. Elected Offices

Section C. Standing Committees

This section describes the standing committees. The general format used to present each committee includes the Statement of Purpose, Timetable and Responsibilities and Activities. This is followed by Committee specific forms, guidelines and procedures. This section provides details of the functional responsibilities that are consistent with an elaboration of the Constitution and Bylaws. The Committee Timetables are prepared for a membership year, defined as January 1 through December 31.

Each Chairperson will also receive (from the immediate past chair) historical and supplementary information in the form of notes, meeting minutes, annual reports and forms to further develop the concepts summarized in this manual.

Constitution and Bylaws
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Constitution

(Approved 3/79)

(Reprinted 6/80, 5/82, 5/83, 6/84, 6/89, 2/94, 2/99, 12/01, 5/05, 12/05, 3/12npr, 5/13nd, 8/14)

Constitution

Article I. Names and Objectives

Section 1.01 Name

- (a) This organization shall be known as the “Southeastern Michigan Society of Health-system Pharmacists” or “SMSHP”.

Section 1.02 Objectives of the Society

- (a) Address the needs and concerns of pharmacists participating in organized health care settings in Southeastern Michigan.
- (b) Promote the highest level of pharmaceutical practice by its Members through establishment and maintenance of standards of professional ethics.
- (c) Promote the rational use of medications within institutions, other organized health care settings and the community.
- (d) Address the political and legislative issues that affect its Members.
- (e) Provide educational programs to its Members and to the community.
- (f) Promote, support, and disseminate results of research activities conducted within institutional practice
- (g) Recognize achievements and contributions by the Members to the profession or to the community.

Article II. Membership

Section 2.01 The Membership of the SMSHP shall consist of active, associate and honorary Members as provided in the Bylaws.

Article III. Officers and Terms

Section 3.01 The Officers of the Society shall be a President, an Immediate Past President, a President-Elect, a Secretary and a Treasurer.

Section 3.02 The President-Elect shall be elected annually for a term of one year and shall ascend in succession of the office of President and Immediate Past President, serving one year in each position.

Section 3.03 The Secretary shall be elected for a 2-year term of office. The Treasurer shall be elected to a 3-year term of office.

Article IV. Board of Directors

Section 4.01 There shall be a Board of Directors of the Society consisting of elected Officers and elected Directors as provided in the Bylaws.

Article V. Chapter Affiliations

Section 5.01 The Society shall be affiliated with the Michigan Society of Health-system Pharmacists (MSHP) and the Michigan Pharmacists Association (MPA). The affiliation shall be governed by a document of agreement, which shall be reviewed annually by the Board of Directors of the SMSHP.

Article VI. Amendments

Section 6.01 A proposal to amend this constitution shall be submitted in writing to the Board of Directors by two active Members of the Society.

Section 6.02 The proposal shall be considered by the Board of Directors and shall be reported to the next meeting of the Society. Upon receiving an affirmative vote of a majority of the active Members present and voting, the proposed amendment shall be submitted to the entire active Membership for vote by mail or electronic ballot and shall be sent out with the next regularly scheduled Society election ballot. The proposed amendment shall be adopted upon receipt of two thirds (2/3) affirmative vote of those Members voting.

Bylaws

(Approved 3/79)

(Reprinted 6/80, 5/82, 5/83, 6/84, 6/89, 2/94, 2/99, 12/01, 5/05, 3/12, 9/2014)

Chapter I. Membership

Section 1.01 Members

(a) **Active Members**

A person who has completed the educational requirements to be a pharmacist is eligible for active membership in SMSHP. This person shall support the objectives of SMSHP or

(1) Approved as an active Member by action of the Board of Directors.

(b) **Associate Members**

Associate Membership in the Society shall consist of supporting Members, Student Members, pharmacy technician members.

Associate Members shall not be entitled to vote or hold an elected office.

(c) **Honorary Members**

Honorary Members are approved by the Board of Directors and shall have been especially interested in, or who have made outstanding contributions to health-system pharmacy practice, or who have been continuous members of SMSHP for 50 years or more. Honorary Members shall not pay dues but may vote or hold office if otherwise eligible for active Membership. Nominations for honorary Membership must be submitted by two or more active Members of the Society and must be approved by unanimous vote of the Board of Directors.

Section 1.02 Period of Membership

(a) **Active and Associate Members**

The period of Membership shall include one year starting from the day of payment. Any Member in arrears for dues for more than 30 days shall cease to be a Member of the Society.

(b) **Honorary Members**

Honorary Members shall be elected for life.

Chapter II. Board of Directors

Section 2.01 Composition

The Board of Directors shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer and four Directors.

Section 2.02 Nominations

The President shall annually establish a Nominations committee to nominate the candidates for each office. The committee shall consist of a minimum of three active members, The Immediate Past President will lead the group and be responsible for ensuring a full slate of candidates. They will encourage nominations from the general membership. They shall present two candidates for each vacant position on the Board of Directors. Positions will include: Every year – President Elect and 2 board members, Every other year – Secretary, Every third year – Treasurer. If any of the aforementioned persons are or become unable to serve, the President will appoint committee members as necessary with the approval of the board of directors.

The slate of candidates presented shall serve as the sole source of names for the election.

Section 2.03 Election

Within 30 days of the presentation of candidates at a general Membership meeting, every active Member of the Society will be sent a ballot (print or electronic) with the names of the candidates, together with a brief review of their professional background. The Member shall indicate on the ballot his choice of candidate(s) for the offices to be filled and return it to the President within 30 days

Section 2.04 Ballots

The nominations committee shall tally for votes and certify the results of the election to the Board of Directors.

Section 2.05 *Installation of Officers*

The President-Elect and Secretary and or Treasurer shall be installed at the November meeting.

Section 2.06 *Responsibilities*

(a) President

The President shall be the principal elected official of the Society and shall be so recognized at all Society programs and activities. With approval of the Board of Directors, the President shall appoint all Chairpersons of the Committees, shall appoint additional Committees as needed and shall fill all vacancies by appointment except as otherwise provided. The president shall be a Member of the Board of Directors and serve as its Chairperson.

(b) Immediate Past President

The Immediate Past President shall be a Member of the Board of Directors. In the absence of both the President and the President-Elect, the president shall serve as Chairperson of the Board. The Immediate Past President shall serve as Chair of the Nominations committee.

(c) President-Elect

The President-Elect shall perform the duties of the President when the President is unable to do so. The President-Elect shall be a Member of the Board of Directors and serve as its Vice Chairman. He shall assume other responsibilities as directed by the President. The President-Elect shall serve as the liaison to MSHP.

(d) Treasurer

The Treasurer shall serve as custodian of the Society's funds. The Treasurer shall invest and disburse funds at the direction of the Board of Directors. The Treasurer shall be a Member of the Board of Directors and shall serve as Chairperson of the Committee on Finance. The Treasurer shall prepare periodic statements on the financial condition of the organization, and present a report and financial statement to the Membership at the Annual Meeting.

(e) **Secretary**

The Secretary of SMSHP shall be a Member of the Board of Directors.. The Secretary shall record and maintain minutes of the meetings of the Board of Directors, and other meetings when directed by the President. The Secretary shall conduct the Society's correspondence as directed by the President.

Chapter III. Directors

Section 3.01 Composition

There shall be four elected Directors.

Section 3.02 Election

The Committee on Nomination shall present to the general Membership of the Society, four candidates, two of whom shall be elected to the Board of Directors of the Society. Election shall be in the manner described for the election of Officers of the Society, in Chapter II, Article III of the Bylaws.

Section 3.03 Term

Directors shall serve for a term of two years beginning with their installation. Directors may not serve more than two consecutive terms.

Section 3.04 Duties

Directors shall serve as Members of the Board of Directors of the Society. The President shall appoint a liaison from among the Directors to each Committee. The Board Liaison should attend all necessary meetings of the Committee(s) as a non-voting Member and shall present Committee(s) recommendations to the Board of Directors.

Section 3.05 Installation

The Directors shall be installed within 60 days following election or the end of the Society year whichever occurs first.

Section 3.06 Committees of the Board

The Board of Directors shall designate the following Committees to report directly to the Board:

(a) **Finance Committee**

The Committee on Finance shall consist of five Members: the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. The Committee on Finance shall prepare a budget for the period of January 1 to December 31 of the succeeding year and submit it to the Board of Directors for approval.

(b) **Other Committees**

The President shall appoint such additional Committees of the Board as are deemed necessary to carry out the responsibilities and programs of the Society.

Section 3.07 Meetings

The Board of Directors shall meet at least quarterly with one meeting prior to the Annual Meeting of the Society. In addition, it shall meet at the call of the Chairperson, or upon application, in writing, of any three Members of the Board.

Section 3.08 Quorum

A majority of the Board of Directors, including the Chairperson or Vice Chairperson, shall constitute a quorum. The quorum required is a minimum of five.

Section 3.09 Voting

Each Member of the Board of Directors shall have one vote on all matters. Simple majority approval of Members in attendance of an issue shall be sufficient, unless specifically provided otherwise in the Bylaws.

Section 3.10 Responsibilities of the Board of Directors

The Board of Directors shall have charge of the property of the Society and shall establish regulation for expenditure and investment of funds, and the signing of checks and account oversight. They shall also control and manage the affairs and funds of the Society as well as administrative, fiscal and other matters.

They shall also have the authority to make contributions of Society funds and properties to foundations or other organizations for research and educational activities of benefit to the health-system pharmacy field; to make ultimate decisions regarding the acts of Committees and Officers on professional policy matters when the general Membership is not in a business meeting; to accept, on behalf of the Society, grants, contributions, gifts, bequests or devices to further the purpose of the Society; to do and perform all acts and functions not

inconsistent with the Bylaws, and shall report actions taken on major policy matters to the next business meeting of the general Membership.

Section 3.11 Vacancies

- (a) If the office of an elected Member of the Board of Directors other than the President shall become vacant between the Annual meetings of the Society, such office shall be filled by the Board of Directors. At the next Annual or Board Meeting, the Committee on Nominations shall present candidates for election to serve for the remaining portion of the term or the Board of Directors may vote to appoint an individual if no greater than one candidate is obtainable.
- (b) If the President is unable to perform the duties of his office, the President-Elect shall succeed to the office of the President. (S)he also shall continue to serve as President for the subsequent Society year. If the Office of President-elect becomes vacant, the Board of Directors will convene within 30 days to determine if a special election is necessary to fill the vacant office.
- (c) If the office of an elected member of the Board of Directors shall become vacant due to death, resignation, retirement, disqualification, or any other cause, such office shall be filled by the Board of Directors until the next general election.
- (d) If the Immediate Past President is unable to perform the duties of the Past Presidency term, the Board of Directors is empowered and directed to fill such vacancy until such time as a duly elected Past President is installed.

Section 3.12 Indemnification

SMSHP may indemnify each Director, officer, former Director, and former officer of SMSHP 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.

No indemnification shall be made until the Board of Directors shall have determined that indemnification is proper. The procedure and standard for indemnification shall be governed by the applicable statutes of the state of Michigan.

Section 3.13 Compensation for Services

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.

Chapter IV. Organization Affiliations

Section 4.01 MSHP

The Society shall be affiliated with the MSHP. SMSHP is recognized by MSHP as a component organization.

Section 4.02 Regional Chapter Representatives

The President Elect of SMSHP shall serve as an ex-officio, voting Member of the MSHP Board of Directors. The President Elect will be an active and voting Member of MSHP.

Section 4.03 MPA House of Delegate Members

- (a) The President of SMSHP shall appoint, with the approval of the Board of Directors, House of Delegate Members and alternates to the MPA as delineated by the MPA. These representatives shall be active Members of the MPA. If these Delegates are not currently Members of the Board of Directors of the SMSHP, they shall be instructed to attend the Society Board Meetings and to report all activities to the Board on a timely basis. The appointment shall be made for one calendar year.
- (b) The Delegates shall be responsible to attend each House of Delegate meeting and report to the SMSHP Board of Directors any new issues or MPA House of Delegate actions.
- (c) The President of SMSHP with the approval of the Board of Directors shall appoint alternate delegates. If an alternate replaces a House of Delegate member, their responsibilities shall be identical to that of a Delegate.

Chapter V. Committees, Task Forces and other Adhoc Groups

The President shall appoint with approval of the Board of Directors the Chairperson and Co-Chair / Vice Chair (as deemed necessary) Committees Task Forces or other adhoc committees which may be convened from time to time. The President may appoint additional Committees with the approval of the Board of Directors. Membership will be assigned by the President.

Section 5.01 Function

In working toward achievement of the objectives of the Society, each Committee,

Task Force or adhoc group shall function in a developmental and advisory capacity to develop and recommend programs and policies authorized by the Board of Directors in the major area of Society interest to which it is assigned. Each Committee, task force or ad hoc group shall retain records of all meetings and activities for subsequent reference.

Section 5.02 Representation To Other Organizations

- (a) A representative of the Society appointed to another organization shall not be authorized to commit the Society, without prior approval of the Board of Directors.

Section 5.03 Joint Committees with Other Organizations

- (a) Appointment of a representative of the Society to a Joint Committee with another organization shall be subject to approval by the Board of Directors. The purpose of any such Joint Committee shall be to act as a service agency for its parent organizations, and to discuss and recommend solutions of problems of mutual interest. All recommendations of a Joint Committee shall be subject to approval by its parent organizations. Each Joint Committee shall adopt administration regulations, subject to approval by its parent organizations.

Section 5.04 Committee Reports

- (a) **Regular Reports**

The Chairperson reports at the regularly scheduled Board of Directors meeting any relevant activities and updates of the committee. The report is recorded in the minutes of that meeting.

Section 5.05 Task Forces

A task force may be created to meet the yearly objectives of the society and will align with the goals of the society. The President shall appoint, with approval of the Board of Directors a task force for the organization and the respective committees, under which it falls. The President, with approval of the Board of Directors, will approve the responsibilities of a task force.

Chapter VI. Annual Meeting

The Society shall hold an Annual Meeting, which shall include meetings of the Board of Directors and any Committees as may be authorized by the Board of Directors. The Annual Meeting may be designated separate from or paired together with a scheduled Board Meeting.

Chapter VII. Publications

Section 7.01 Official Publications

The Southeastern Michigan of Health-System Pharmacists website shall be the official information portal for the Society. The website address is as follows:
<http://www.smshp.org>

Chapter VIII. Official Insignia

The official insignia of the Society shall consist of the letters SMSHP on the Bowl of Hygeia which is centered vertically within an oval, which has its longest dimension, placed vertically. The Bowl of Hygeia shall be formed by three triangles: one forming the bowl and two right triangles forming the base. All lines shall be dark green in color.

Chapter IX. Liquidation

In the event of the liquidation and dissolution of the Society, any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to, the Society shall be disposed of as follows:

Section 9.01 All liabilities and obligations if the Society shall be paid and discharged, or adequate provision shall be made thereof;

Section 9.02 Assets held by the Society shall be subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements; and

Section 9.03 All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to the Michigan Pharmacy Foundation of the Michigan Pharmacists Association to be used in whatever manner it shall deem appropriate.

Chapter X. Parliamentary Procedure

Robert's Rules of Order, latest revised edition, shall prevail at all meetings of the Society except where contrary to this Constitution and Bylaws or any standing rule.

Chapter XI. Amendments

Every proposition to amend these Bylaws shall be submitted in writing by two or more

active Members at one meeting of the Board of Directors. The proposition shall be announced at the next subsequent general Membership meeting and published for the Membership on the Society's website. Active Members present at the following general Membership meeting shall vote on the proposition. A majority of votes cast is required for approval.

Chapter XII. Conflict of Interest Definition

Section 12.01 Conflict of interest is any situation where personal and financial interests, and/or the natural loyalties of an individual may be adverse to or different from the interest of the Society of which the individual is an Officer or Board Member and any situation where an individual's personal interest may be favorably affected by a decision made on behalf of the Society or where opportunities for the private benefit of an individual may result from the individual's relationship to the Society.

Section 12.02 Board members are expected to exercise their best judgment to further the interests of the Society; this judgment must be exercised in light of all the experiences, perspectives and expertise of the Members and Officers.

Section 12.03 Board members and Officers shall disclose any outside activity, which may create a conflict of interest with the Society to the Secretary of the Board. The Secretary shall circulate the disclosure to the Board and shall make the fact of those disclosures a matter of official record.