

House of Delegates

Proposed ASHP Bylaws Amendments

1. What are the proposed amendments to the ASHP bylaws that were recommended by the ASHP Task Force on Racial Diversity, Equity, and Inclusion and approved by the ASHP Board of Directors?

The proposed bylaws amendments (noted in red in the attached document) modify the process of appointment of the ASHP Committee on Nominations and broaden the eligibility for member service on the committee. The Committee on Nominations is the membership committee that determines the slate of candidates for ASHP President-Elect, Board Members at Large, and Chair of the House of Delegates.

Presently, the Committee on Nominations is appointed by the Chair of the House of Delegates. Committee eligibility is limited to members who have been delegates to the House of Delegates within the previous five (5) years at the time of their appointment.

The bylaws amendments propose that the ASHP Immediate Past President appoint the Committee on Nominations and broaden the eligibility for service so that all active members with ASHP membership in good standing for at least five (5) consecutive years may serve on the Committee on Nominations.

These proposed amendments are a recommendation from the ASHP Task Force on Racial Diversity, Equity, and Inclusion. The ASHP Board of Directors voted to approve the Task Force recommendations in January 2021.

2. Why did the ASHP Task Force on Racial Diversity, Equity, and Inclusion and ASHP Board of Directors believe that the proposed amendments would help further the diversity, equity, and inclusion of ASHP's membership?

In January 2021, the ASHP Board of Directors approved the recommendations of ASHP's Task Force on Racial Diversity, Equity, and Inclusion. The Task Force was convened in June 2020 amid the national reckoning around racial and social justice to advise ASHP on specific, actionable steps to further address and take inventory of matters of racial diversity, equity, and inclusion as they relate to issues facing Black Americans, and for making related recommendations on new or enhanced efforts ASHP may undertake. The Task Force subsequently broadened its focus to be on issues facing black, Indigenous, and people of color (BIPOC).

To promote greater engagement and diversity with respect to governance and committee recommendations, the Task Force recommended that ASHP appoint a more racially diverse Committee on Nominations for the 2020-2021 election cycle and in subsequent years, and that ASHP bylaws be changed to make all active members of ASHP eligible to serve on the Committee on Nominations. Service in the ASHP House of Delegates is preferred rather than required. The Task Force believed that these steps would help increase the diversity of candidates for ASHP elected offices, including BIPOC and other underrepresented populations.

The Task Force strongly believes that moving forward, ASHP will benefit greatly from drawing on the full breadth of its members to find highly qualified and diverse individuals to serve on the Committee on Nominations.

Upon the recommendation of the Task Force, the Board of Directors voted to propose that the ASHP bylaws be amended to have the Immediate Past President of ASHP appoint the Committee on Nominations and to draw those appointments from the ASHP membership at large, thereby increasing the pool of highly qualified and diverse candidates.

The proposed amendment to the ASHP bylaws aligns with ASHP's broader diversity, equity, and inclusion initiatives and represents an important step in the journey toward a more diverse, equitable, and inclusive environment for all.

3. Why did the ASHP Task Force on Racial Diversity, Equity, and Inclusion and ASHP Board of Directors recommend having the Immediate Past President of ASHP select the members of the Committee on Nominations?

Given the proposal to select Committee on Nominations members from the full active membership of ASHP, the Task Force and Board believed that the Immediate Past President would be in the best position to make those nominations given their engagement with a wide array of ASHP members in the course of their service as a presidential officer. Further, the Immediate Past President has no perceived personal conflicts of interest with appointing a Committee on Nominations that could in turn slate them for an elected position. An Immediate Past President is not eligible to run again for ASHP Board, President, or Chair of the House of Delegates.

4. What is the process for voting on ASHP Governing Documents amendments?

Proposed amendments to the ASHP bylaws must be submitted to the ASHP Board of Directors for review and approval. When approved, the Board submits the amendments to the House of Delegates for approval by a majority of voting delegates then present and voting. Amendments made by the House to the ASHP bylaws must be approved by the Board of Directors. Please note that no amendments to the ASHP Charter are required by this proposed change in bylaws, so no vote by the entire ASHP membership is required.

5. How will the bylaws amendments be introduced and voted on at the ASHP House of Delegates?

The bylaws amendments will be introduced to the House of Delegates during the first meeting of the House by Dr. Paul C. Walker, who served as the Chair and ASHP Board Liaison to the ASHP Task Force on Racial Diversity, Equity, and Inclusion. The Chair of the House of Delegates will then request that the delegates vote to approve the amendments.

[Proposed amendments shown in red; ~~strikethrough~~ indicates deletion.]

Governing Documents of the American Society of Health-System Pharmacists

ASHP CHARTER

First. The undersigned, whose names and post office addresses are set forth at the end of this document, each being at least 18 years of age, do hereby form a corporation under the general laws of the state of Maryland.

Second. The name of the corporation is American Society of Health-System Pharmacists, Inc. (ASHP).

Third. The purposes for which ASHP 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 ASHP's Board of Directors.

Fourth. The post office address of the principal office of ASHP in Maryland is 7272 Wisconsin Avenue, Bethesda (Montgomery County), Maryland 20814. The name and post office address of the resident agent of ASHP in Maryland is C.T. Corporation Systems, Inc., 32 South Street, Baltimore, Maryland 21202. The resident agent of ASHP is a Maryland corporation.

Fifth. ASHP shall be a not-for-profit corporation and shall not be authorized to issue capital stock. No part of the net earnings of ASHP, current or accumulated, shall inure to the benefit of any private individual, nor shall ASHP be operated for the primary purpose of carrying on a trade or business for profit. ASHP 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.

Sixth. The number of Directors of ASHP shall be 12, which number may be increased or decreased only by amendment to this Charter. The Board of Directors shall consist of six Directors who shall be elected at large by a majority of votes cast by active members; the Chair of the House of Delegates; and the officers of ASHP, to wit, the President, the President-elect, the Immediate Past President, the Treasurer, and the Secretary. The Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, as set forth in the Bylaws, are Roger W. Anderson, John A. Gans, Thomas J. Garrison, Clifford E. Hynniman, Marianne F. Ivey, Herman L. Lazarus, Harland E. Lee, Arthur G. Lipman, Joseph A. Oddis, Judith A. Patrick, Paul G. Pierpaoli, and Marilyn L. Slotfeldt. The Directors of ASHP shall manage its business affairs. All Directors shall be active members of ASHP.

Seventh. The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the internal affairs of ASHP:

1. The membership of ASHP shall consist of active members, associate members, honorary members, and such other categories as may be established in the Bylaws. Active members shall be licensed pharmacists who support the purposes of ASHP as stated in the Article Third of this Charter; the other requirements for active membership shall be stated in the Bylaws. Only active members may (a) vote as individual members on amendment to this Charter as provided in Charter item 11, (b) serve as state delegates to the House of Delegates, (c) elect the Directors of ASHP, and (d) serve as a Director of ASHP. The definition, rights, powers, and obligations of each class of members not set forth herein shall be established and limited by the Bylaws.
2. ASHP shall have a House of Delegates that shall meet yearly to review, consider, and ultimately approve or disapprove the professional policies recommended to it by its Directors and to review the affairs of ASHP; voting delegates in the House of Delegates shall consist of the following classes: state delegates, who shall be active members and shall be deemed to represent the aliquot portion of the active membership of ASHP, plus Directors, plus eligible Past Presidents of ASHP, plus fraternal delegates, plus the chair of each Section and Forum created by the Board pursuant to Article 6.1.6 of the bylaws.
 - 2.1. The House of Delegates shall have at least two state delegates from each state.
 - 2.2. The House of Delegates shall elect a Chair to preside at all of its meetings.
3. ASHP may establish and shall try to promote and strengthen ongoing cooperative relationships with other domestic and international organizations when such relationships further the purposes of ASHP.

4. ASHP shall try to formally recognize, promote, and strengthen relationships with groups of pharmacists in the various states and possessions of the United States when such groups promote and foster the purposes of ASHP.

Eighth. Upon termination, dissolution, or winding up of ASHP, 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, dissolution, or winding up of ASHP). Under no circumstances shall any assets be distributed to any member of ASHP.

Ninth. The private property of the members, officers, Directors, and employees of ASHP shall not be subject to payment of any debts or obligations of ASHP.

Tenth. The Bylaws shall delineate the authority of the Board of Directors and govern the internal affairs of ASHP. The Bylaws may be amended as provided therein.

Eleventh. 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 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.

Twelfth. The duration of ASHP shall be perpetual.

BYLAWS

Article 1. Name and Seal

- 1.1. The name of the corporation shall be the “American Society of Health-System Pharmacists, Inc.,” which will be referred to as ASHP.
 - 1.1.1. The official corporate seal of ASHP, which shall be used as needed to authenticate documents of ASHP, shall consist of the word “Seal” as authorized by Section 1-304 of the Corporations and Associations Article of the Code of Maryland.
- 1.2. ASHP may adopt and use such trade names, trademarks, service names, and service marks as, in its judgment, are necessary or appropriate to identify or designate its products and services and to carry on its business.
 - 1.2.1. No member, chapter, organizational component, or third party may use any name or mark of the ASHP 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. Offices and Agent

- 2.1. ASHP shall continuously maintain, in the state of Maryland, a registered office at such place as may be established by the Board of Directors. The Board of Directors may establish ASHP’s principal place of business and other offices and places of business either inside or outside the state.
- 2.2. ASHP shall continuously maintain a registered agent within the state of Maryland, which shall be designated, from time to time, by the Board of Directors.

Article 3. Membership

- 3.1. The classifications of membership in ASHP are as follows:
 - 3.1.1. *Active Members*: Pharmacists licensed by any state, district, or territory of the United States who have paid dues as established by ASHP; practice in the jurisdictions of the United States, the District of Columbia, or Puerto Rico; and who support the purposes of ASHP as stated in the Article Third of the ASHP Charter.
 - 3.1.1.1. Only active members may vote on amendment to the Charter, serve as state delegates, and elect or serve as a Director of ASHP.
 - 3.1.2. *Associate Members*: Persons who have paid the dues as established by ASHP and who, by virtue of vocation, training, education, and interest, wish to further the purposes of ASHP. Associate members shall consist of the following categories:
 - 3.1.2.1. *Supporting*: 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.

Article 4. Officers

- 4.1.** The officers of ASHP shall be the President, the President-elect, the Immediate Past President, the Treasurer, and the Secretary, all of whom shall be active members of ASHP. The Secretary shall also serve as Executive Vice President of ASHP.
 - 4.1.1.** 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.
 - 4.1.2.** The Executive Vice President shall be chosen by the Board of Directors.
 - 4.1.3.** The candidates for Treasurer shall be nominated by the Board of Directors and elected by the active members for a term of office of three years. No person shall serve more than two successive terms as Treasurer.
 - 4.1.4.** The President, President-elect, Immediate Past President, and Treasurer are not charged with executive or administrative responsibility for the management or conduct of the internal affairs of ASHP.
- 4.2.** The President shall serve as the principal elected official of ASHP; serve as Chair of the Board of Directors; serve as Chair of the Committee on Resolutions; at the House of Delegates, communicate to the delegates on the actions of the Board of Directors and on important new activities that affect and further the purposes of ASHP; and communicate with members of ASHP, affiliated chapters, and the public on the activities and policies of ASHP.
 - 4.2.1.** With the approval of the Board of Directors, the President shall annually appoint Chairs and members of the councils, commissions, committees, and other appropriate components set forth in Article 6 of these Bylaws and any ad hoc committee or groups that the Board of Directors establishes.
 - 4.2.2.** The President shall be an ex-officio member of all councils and committees of the Board of Directors and all ad hoc committees.
 - 4.2.3.** The President shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of ASHP.
- 4.3.** 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 ASHP to its affiliated chapters, members, and the public.
 - 4.3.1.** The President-elect shall communicate to the House of Delegates and the membership on those issues and activities that may affect and further the purposes of ASHP.
 - 4.3.2.** The President-elect shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of ASHP.
 - 4.3.3.** A President-elect who succeeds to the office of President as provided in Section 4.3 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.

- 4.3.4.** The President-elect shall be nominated by the Committee on Nominations ~~of the House of Delegates~~ and elected by the active membership of ASHP as set forth in Article ~~7~~ 5 of these Bylaws.
- 4.4.** 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.
- 4.4.1.** The Immediate Past President shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters as may further the purposes of ASHP.
- 4.5.** The Treasurer shall serve as the Chair of the Committee on Finance, as specified in Section 5.23; be responsible for overseeing conservation and prudent investment of the assets and funds of ASHP; 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 ASHP.
- 4.5.1.** No monies shall be disbursed except upon signature of the Treasurer and the Executive Vice President. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and make sure that current and projected income and expenses meet the budget of ASHP.
- 4.5.2.** The Board of Directors may, at all times, inspect and verify the books and accounts of ASHP.
- 4.5.3.** The Treasurer shall review and report upon the long-term financial projections and plans of ASHP.
- 4.6.** The Executive Vice President shall serve as the chief executive officer and as Secretary of ASHP.
- 4.6.1.** The Executive Vice President shall be responsible for administration of ASHP; direction of all operations, programs, and activities of ASHP; and hiring, firing, and the compensation and benefits of staff, subject to establishment of general salary and benefit policies by the Board of Directors. The Executive Vice President shall, at all times, carry out the policy aims and programs as generally determined by the Board of Directors.
- 4.6.2.** As Secretary, the Executive Vice President shall keep and maintain an accurate record of the meetings of the Board of Directors, the House of Delegates, and such other activities of ASHP as the Board of Directors may direct. The Executive Vice President shall give all notices required by law. The Executive Vice President shall have authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature.
- 4.6.3.** The Executive Vice President may appoint an Assistant Secretary to attest to documents.
- 4.6.4.** The Executive Vice President shall, by virtue of the office, be a nonvoting member of all councils, commissions, and committees of the Board of Directors; committees of the House of Delegates; and any other committee or component group established by the Board of Directors.

- 4.6.5. The Executive Vice President shall be chosen by and serve at the pleasure of the Board of Directors. The Board of Directors may, on behalf of ASHP, enter into a contract with the Executive Vice President with such terms and for such fixed period as the Board of Directors deems reasonable and in the best interests of ASHP. Failure of a person to continue in the office of Executive Vice President will not affect contract rights, except as the terms of that contract may so provide.
- 4.7. The manner of filling vacancies of any office shall be as follows:
- 4.7.1. The provision of Sections 4.3 and 4.3.3 shall apply.
- 4.7.2. 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~~ **Following** the next yearly meeting of ~~the House of Delegates,~~ the Committee on Nominations, ~~the Committee~~ shall present **to the ASHP membership** nominations for the offices of President and President-elect, and an election shall be conducted in accordance with the provisions of Article ~~7~~ **5** of these Bylaws.
- 4.7.3. If the Executive Vice President or the Treasurer becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill that vacancy.
- 4.7.4. If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Directors shall appoint a Director of ASHP to perform the duties of that office.
- 4.8. The following miscellaneous provisions shall apply:
- 4.8.1. To the extent not prohibited by these Bylaws, the officers may also exercise the powers that, by statute or otherwise, are customarily exercised by officers holding such offices or that may be established by the Board of Directors. However, only the Executive Vice President or an individual appointed by the Executive Vice President may execute, on behalf of ASHP, contracts, leases, debt obligations, and all other forms of agreement. An officer of ASHP may sign an instrument that must be executed by the Executive Vice President and that other officer. The Board of Directors may authorize any two officers to jointly execute a specific document or instrument.
- 4.8.2. 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 5. Board of Directors

- 5.1. The Board of Directors shall consist of 12 persons: the officers of ASHP, the Chair of the House of Delegates, and six Directors at large.
- 5.1.1. 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.

- 5.1.2.** Directors at large shall be nominated by the Committee on Nominations ~~of the House of Delegates~~ and elected as set forth in Section 5.27.4.
- 5.1.3.** Elected Directors shall serve for one term of three years beginning with installation at the yearly meeting of the House of Delegates following their election. Elected Directors may not serve more than one term as a member at large.
- 5.1.4.** If the office of an elected member of the Board of Directors shall become vacant between yearly meetings of ASHP because of resignation, death, or otherwise, the Board of Directors may fill the vacancy. ~~At~~ **Following** the next yearly meeting of ~~the House of Delegates~~, the Committee on Nominations, ~~the Committee~~ shall present to the ASHP membership candidates for election to serve for the remaining portion of the unexpired term.
- 5.2.** Election of Directors of ASHP shall be conducted by, or under the auspices of, the Committee on Nominations.
- 5.2.1.** The Treasurer shall be elected by written or electronic ballot of a majority vote of the active membership in the same manner as members at large as provided in Section 5.2.3.2 every third year before the term of that office begins. Only nominations for the office of Treasurer from the Board of Directors shall be accepted.
- 5.2.2.** The Chair of the House of Delegates shall be elected by written or electronic ballot of the House of Delegates as provided in Section 7.1.2.
- 5.2.3.** The ASHP Immediate Past President shall appoint a Committee on Nominations consisting of seven active members who shall have been members of ASHP in good standing for at least five consecutive years at the time of their appointment to serve as a Committee on Nominations. The Committee shall solicit names of possible candidates for office using such means as it determines to be appropriate.
- 5.2.3.1.** The Committee shall present to the ASHP membership one or more reports nominating two candidates for the office of President-elect, two candidates for each Director to be elected, and two candidates each for Chair of the House of Delegates. The reports of the Committee shall not be subject to amendment and shall be the exclusive source of nominations for these offices.
- 5.2.3.2.** The names of the candidates for President-elect, Treasurer, and Directors of ASHP shall be submitted by mail or electronic transmission to every active member of ASHP within 60 days after nomination. The active member shall indicate on the ballot a choice of candidates for the offices to be filled and return the same by mail or electronic transmission within 30 days of the date on the ballot.
- 5.2.3.3.** The ballots, postmarked or electronically transmitted within 30 days of the date printed on the ballot, will be submitted to the Board of Canvassers who shall oversee counting of the ballots. The Board of Canvassers shall certify the results of the election to the Executive Vice President. The Executive Vice President shall notify all candidates of

the results of the election, and the results of the election shall also be disseminated to the membership.

5.2.3.4. The Board of Directors shall fill all vacancies in the list of candidates that may occur by death or resignation after the adjournment of the annual meeting of the Committee on Nominations and before the issuance of ballots.

- 5.3.** The Committee on Finance shall report to the Board and shall consist of the President, the President-elect, the Immediate Past President, the Executive Vice President, and the Treasurer; the Treasurer shall be its Chair. The Committee on Finance shall prepare a budget for the forthcoming year and submit it to the Board of Directors for approval; review, assess, and monitor operations of ASHP to assure that budget objectives are met or that appropriate changes thereto are made; review and assess performance of investments and assets of ASHP; review all investment policies and financial policies of ASHP; oversee the responsibilities of the Treasurer set forth in Section 4.5; and oversee the financial operations of ASHP.
- 5.4.** The Board of Directors shall meet annually, in conjunction with the yearly meeting of the House of Delegates, and at such other times as the Board may determine. A special meeting shall be held upon written application of any three Directors or of the President.
- 5.4.1.** The Secretary shall establish the time and place of scheduled and special meetings and shall give the Directors reasonable advance notice thereof by mail or other mode of transmittal.
- 5.4.2.** 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.
- 5.5.** The Board of Directors shall manage the affairs of ASHP, establish policies within the limits of the Bylaws, actively pursue the purposes of ASHP, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors, through its Committee on Finance, shall develop and approve an annual budget, establish financial goals for ASHP, and oversee the financial operations of ASHP. The Board of Directors shall establish and review long-term objectives of ASHP 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.
- 5.5.1.** The Board of Directors may establish committees and task forces and designate representatives to other organizations.
- 5.5.2.** The Board of Directors may make contributions of ASHP 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 ASHP.
- 5.5.3.** The Board of Directors shall create, review, and modify the professional policies of ASHP and submit those policies to the House of Delegates for such action as the House of Delegates may choose to take under Article 7. The Board

of Directors shall approve or disapprove all recommendations of the components of ASHP set forth in Article 6 and any committee or group created by, or which reports to, the Board of Directors. 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 7.

- 5.5.4.** The Board of Directors shall approve all nominations to all committees, councils, and commissions, except as membership is specified in Article 6.
- 5.5.5.** 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 ASHP and its components, except for the House of Delegates, which may establish its own regulations.
- 5.5.6.** The Board of Directors and the officers shall tender reports at such times and in such manner as are required by law.

Article 6. Components

6.1. The Board of Directors may establish councils, commissions, committees, joint committees, sections, forums and other appropriate component groups of ASHP, and such components shall operate to further the purposes of ASHP. The Board of Directors may modify, change, or eliminate components based on the needs of ASHP and its membership.

6.1.1. The Commission on Credentialing shall consist of a Chair and as many ASHP members and individuals from other disciplines as may be deemed necessary. The Commission shall formulate and recommend standards for accreditation of pharmacy personnel training programs, administer programs for accreditation of pharmacy personnel training programs, and perform such other functions as related to the development and recognition of pharmacy personnel and areas of pharmacy practice as may be assigned by the Board of Directors.

6.1.1.1. One or more members shall be appointed from the public sector.

6.1.1.2. The term of appointment shall not exceed three years. Commission members may be appointed to subsequent terms.

6.1.2. ASHP shall have councils that report to the Board of Directors and recommend professional policy positions within their areas of concern. Councils may also review ongoing activities of ASHP and recommend new programs within their areas of interest. The councils shall consist of a Chair and those members appointed by the President, with the approval of 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.

6.1.3. 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.

6.1.4. Sections and Forums are components of ASHP established by the Board of Directors. The Board of Directors may also establish rules and criteria (including financial criteria) to join and maintain enrollment in a Section or Forum for the administration of the affairs of the Section or Forum. ASHP members who meet the criteria may be members of the Section or Forum.

6.1.4.1. Sections and Forums shall be operated to further the purposes of ASHP by fostering the development, enhancement, and recognition of pharmacy practice as represented by the Section or Forum.

6.2. The components of ASHP established pursuant to this Article 6 shall have only those powers granted herein. The Board of Directors may establish administrative guidelines for the scope and operation of these components.

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

Article 7. House of Delegates

7.1. The House of Delegates shall consist of 163 voting state delegates, who shall represent a proportionate number of active members in each state; plus all Directors of ASHP; plus Past Presidents (if active members) after completing the term of office of Immediate Past President; plus five (voting) fraternal delegates; plus the (voting) chair of each Section and Forum. Each delegate shall have one vote, and no delegate may have more than one vote by virtue of any dual capacity in the House of Delegates.

7.1.1. Delegates shall be chosen as follows:

7.1.1.1. As soon as convenient after July 1 in every fourth year beginning with the year 1983, the Board of Directors shall apportion 163 delegates among the states in proportion, as nearly as can be, to the total of active ASHP members in each state as recorded. Each state shall have at least two delegates. For the purpose of computing the reapportionment, the Board of Directors shall use the total number of active members during the immediately preceding year. This apportionment shall prevail until the next quadrennial apportionment, whether the ASHP membership from a particular state increases or decreases.

7.1.1.2. Affiliated state chapters shall administer the election of voting state delegates for the House of Delegates. The chapter shall conduct an election to elect voting state delegates from among the active members of ASHP within that state; only active members shall vote in that election. Each state shall certify and transmit, to the Executive Vice President of ASHP, the names and addresses of the elected delegates, and such delegates shall be deemed thereupon to be duly qualified. Delegates shall continue in office until the next election and certification. Any issue or question relating to qualification or eligibility of any delegate or alternate shall be referred to and resolved by the ASHP Board of Directors.

- 7.1.1.3. In those states where no affiliated state chapter exists, the President of ASHP shall appoint, from among the active members of ASHP in the state, a committee of three, designating a Chair and a Secretary, for the purpose of conducting an election for delegates and alternates from active members in the state.
 - 7.1.1.4. The United States Army, Navy, Air Force, Public Health Service, and Veterans Administration shall each be entitled to designate one voting fraternal delegate.
 - 7.1.1.5. Alternates for voting state delegates shall be chosen in the same manner as that designated for choosing voting state delegates. Alternates shall not be entitled to any of the rights or privileges for delegates until, pursuant to the Rules of Procedure of the House of Delegates, the alternate replaces a voting state delegate.
 - 7.1.2. The House of Delegates shall elect a Chair who shall be installed immediately upon election and serve a three-year term.
 - 7.1.2.1. The Chair shall be elected by written or electronic ballot of a majority vote of the delegates present and voting in the House of Delegates. The Chair may not serve for more than one three-year term.
 - 7.1.2.2. The Chair shall serve as liaison between the submitter of resolutions for consideration by the House of Delegates and the Committee on Resolutions.
 - 7.1.3. The Immediate Past President shall serve as Vice Chair of the House of Delegates.
 - 7.1.4. The Executive Vice President of ASHP shall serve as Secretary of the House of Delegates.
 - 7.1.5. Members of ASHP shall have no right to vote in the House of Delegates except by virtue of status hereunder.
- 7.2. A yearly session (consisting of at least two meetings) of the ASHP House of Delegates shall be held at such time and place as may be established; the House of Delegates shall conduct such business as may come before it. Special online sessions of the House of Delegates may be called by the Board of Directors or by the Chair of the House of Delegates, provided that such request contains the specific topic or topics to be considered at that meeting.
 - 7.2.1. The Secretary shall notify each member selected as a delegate to the House of Delegates at least 30 days in advance of its yearly session and any special session.
 - 7.2.2. ASHP shall use reasonable means to notify the membership of yearly and special sessions and to encourage their participation therein, to the extent authorized by these Bylaws.
 - 7.2.3. A majority of voting members of the House of Delegates who have enrolled for that session 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.
- 7.3. The House of Delegates shall conduct its business at its yearly or special online session.

- 7.3.1.** The House of Delegates shall review and oversee the professional affairs of ASHP to further its purposes.
- 7.3.1.1.** ASHP professional policy, as approved by the Board of Directors, shall be submitted to the House of Delegates for its review, consideration, modification, approval, or disapproval. In the event the House of Delegates fails to approve a matter as submitted to it, the House shall note the reason in its proceedings and return the matter to the Board of Directors for review, modification, or other action. The Board of Directors shall consider, during its interim meeting between meetings of a House of Delegates session, actions of the House of Delegates that resulted in amendment or modification of an issue presented in the first House meeting. The Board shall report its recommendations pertaining to these amendments or modifications during its report in the second meeting of the House session. If, after Board reconsideration, the House disagrees with the Board recommendation pertaining to disposal of an issue, the House may, by two-thirds vote of certified and registered delegates, reconsider the issue for approval. If, on reconsideration, the House fails to approve the matter as previously amended or modified, the House shall note the reason in its proceedings and return the matter to the Board of Directors for review, modification, or other action. The Board of Directors shall then duly report its action thereon at the next session of the House of Delegates.
- 7.3.1.2.** Individual delegates may make recommendations to the Board of Directors on such matters as each delegate deems appropriate.
- 7.3.1.3.** As to any resolution or item of business presented to the House, the Board shall normally certify that it has duly considered the matter. However, if the House of Delegates should debate a matter that the Board of Directors has not so considered, action taken by the House will be by vote to refer the proposed matter to the Board of Directors for review before the House of Delegates takes action on that matter or to reject the issue. The Board shall report on that matter for consideration by the House at the next session of the House of Delegates. If the Board of Directors rules that bona fide, extraordinary circumstances require immediate action and if a majority of the delegates present and voting concur, the House of Delegates may exercise extraordinary authority and amend, modify, or substitute any matter placed before it.
- 7.3.2.** By majority vote, the House of Delegates may establish its Rules of Procedure, to be effective at the next meeting of the House.
- 7.3.3.** The House of Delegates shall, except as is otherwise specifically provided for in these Bylaws, have no authority over the financial affairs of ASHP.
- 7.3.4.** 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.

- ~~7.4. Election of Directors of ASHP shall be conducted by, or under the auspices of, the Committee on Nominations of the House of Delegates.~~
- ~~7.4.1. The Treasurer shall be elected by written or electronic ballot of a majority vote of the active membership in the same manner as members at large as provided in Section 7.4.3.2 every third year before the term of that office begins. Only nominations for the office of Treasurer from the Board of Directors shall be accepted.~~
- ~~7.4.2. The Chair of the House of Delegates shall be elected by written or electronic ballot of the House of Delegates as provided in Section 7.1.2.~~
- ~~7.4.3. The Chair shall appoint a Committee on Nominations consisting of seven active members who shall have been delegates to the House of Delegates within the last five years at the time of their appointment to serve as a Committee of the House. The Committee shall solicit names of possible candidates for office using such means as it determines to be appropriate.~~
- ~~7.4.3.1. The Committee shall submit to the House of Delegates one or more reports nominating two candidates for the office of President-elect, two candidates for each Director to be elected, and two candidates each for Chair of the House of Delegates. The reports of the Committee shall not be subject to amendment and shall be the exclusive source of nominations for these offices.~~
- ~~7.4.3.2. The names of the candidates for President-elect, Treasurer, and Directors of ASHP shall be submitted by mail or electronic transmission to every active member of ASHP within 60 days after nomination. The active member shall indicate on the ballot a choice of candidates for the offices to be filled and return the same by mail or electronic transmission within 30 days of the date on the ballot.~~
- ~~7.4.3.3. The ballots, postmarked or electronically transmitted within 30 days of the date printed on the ballot, will be submitted to the Board of Canvassers who shall oversee counting of the ballots. The Board of Canvassers shall certify the results of the election to the Executive Vice President. The Executive Vice President shall notify all candidates of the results of the election, and the results of the election shall also be disseminated to the membership.~~
- ~~7.4.3.4. The Board of Directors shall fill all vacancies in the list of candidates that may occur by death or resignation after the adjournment of the annual meeting of ASHP and before the issuance of mail ballots.~~
- 7.4. The Committee on Resolutions shall be composed of the Board of Directors and chaired by the President of the Society. The Committee shall review all resolutions. Once duly considered, the Committee shall submit them to the House of Delegates.

Article 8. Affiliated State Chapters

- 8.1. ASHP shall recognize groups of pharmacists practicing in organized health care systems within the states when such groups promote the purposes of ASHP.
- 8.1.1. Only one group in each state (hereafter, affiliated state chapter) shall be affiliated with ASHP.

- 8.1.2.** ASHP shall establish standards and criteria that a state group must meet to be affiliated with ASHP.
- 8.2.** ASHP shall promote and strengthen affiliations with affiliated state chapters in order to support and fulfill the mission of ASHP and its affiliates.
- 8.2.1.** Affiliated state chapters shall promote the standards and policies of ASHP within the state.
- 8.2.2.** Affiliated state chapters may use the official Society logo and note its affiliation with ASHP under such terms and conditions as may be established by the Board of Directors.
- 8.2.3.** Within the limits of its resources, ASHP shall endeavor to provide services, benefits, and programs to assist affiliated state chapters in furthering the purposes of ASHP and in furthering the organizational strength of affiliated state chapters.
- 8.2.4.** Affiliated state chapters shall administer the election of voting state delegates to the House of Delegates.
- 8.2.5.** Affiliated state chapter involvement is critical to ASHP and should advance the best interests of the membership at the national and state levels, encourage and facilitate two-way information exchange and support between ASHP and the affiliate, and provide benefits to ASHP and the affiliate.
- 8.3.** Affiliation shall not limit the rights of ASHP or the affiliated state chapter.
- 8.3.1.** Affiliated state chapters may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of the American Society of Health-System Pharmacists that has not been officially adopted by ASHP.
- 8.3.2.** Acts of affiliated state chapters shall in no way commit or bind ASHP.
- 8.3.3.** Dues in affiliated state chapters may be set at the discretion of the chapter. Dues in ASHP shall be established pursuant to these Bylaws.

Article 9. International Cooperation

- 9.1.** ASHP shall endeavor to promote and foster relationships with pharmacy organizations from other countries and with international pharmacy and health organizations when such furthers the purposes of ASHP.

Article 10. Miscellaneous

- 10.1.** The following terms used in these Bylaws shall mean the following:
- 10.1.1.** “Notice” shall be delivered personally, electronically, or by mail to the primary address of the person to receive such notice. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage paid thereon.
- 10.1.2.** “State” shall mean the 50 jurisdictions of the United States customarily called states, plus the District of Columbia and Puerto Rico.
- 10.2.** At the direction of the Board of Directors, any officer or employee of ASHP shall furnish, at the expense of ASHP, a fidelity bond in such a sum as the Board shall provide.
- 10.3.** ASHP may indemnify each Director, officer, former Director, and former officer of ASHP 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.

10.3.1. No indemnification shall be made until the Board of Directors or ASHP shall have determined that indemnification is proper.

10.3.2. The procedure and standard for indemnification shall be governed by the applicable sections of the Corporations and Associations Article and the Annotated Code of Maryland.

10.4. 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.

10.5. 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.

10.6. The business of the House of Delegates shall be conducted in accord with such Rules of Procedure as the House of Delegates may establish and, to the extent not covered therein, by the latest edition of Robert's Rules of Order. In no case shall any rule of the House conflict with the Charter or these Bylaws.

10.7. The fiscal year of ASHP shall be a 12-month period beginning on June 1 and ending on May 31.

10.8. The *American Journal of Health-System Pharmacy* shall be the official publication of ASHP. The proceedings of the House of Delegates and the Board of Directors and other official business of ASHP shall be published in the *American Journal of Health-System Pharmacy*.

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

Article 11. Amendment

11.1. 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.

The ASHP Charter and Bylaws were approved by the ASHP House of Delegates on June 6, 1984, and by active members of the Society in the 1984 mail ballot annual election. These documents, as subsequently amended, replace the Society's former Articles of Incorporation, Constitution, and Bylaws, effective January 1, 1985. The Regulations for the ASHP House of Delegates were not a part of the 1982–84 governing documents modernization project. These Bylaws and the Rules of Procedure for the House of Delegates were further revised by the ASHP Board of Directors and approved by the ASHP House of Delegates on June 3, 2014, and June 12, 2016; these versions supersede previous versions. The ASHP Charter was not amended in those revisions.

Revised 06/12/16

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American Society of Health-System Pharmacists
7272 Wisconsin Avenue
Bethesda, Maryland 20814

ASHP Rules of Procedure for the House of Delegates

Article 1. Summary and Authority

- 1.1. *Summary:* These Rules of Procedure establish basic rules under which the ASHP House of Delegates operates and conducts its business. These Rules of Procedure are subject to the ASHP Charter and Bylaws but supersede any contrary or inconsistent rule in *Robert's Rules of Order*.
- 1.2. *Authority:* ASHP Bylaws, Section 7.3.2.

Article 2. Rules of Order

- 2.1. The latest edition of *Robert's Rules of Order* shall govern proceedings of the House of Delegates when not inconsistent or in conflict with these ASHP rules; in such cases, these ASHP rules will govern.
 - 2.1.1. In order of precedence, the ASHP Charter and then the ASHP Bylaws, at all times, supersede these ASHP rules and *Robert's Rules of Order*.
 - 2.1.2. The House should be guided by formal interpretation of the governing documents as announced by its Chair and by precedent.

Article 3. Seating of Delegates

- 3.1. Delegates and alternates duly certified and qualified under Section 7.1 of the Bylaws shall be enrolled by the Secretary in advance of a yearly or special session. After the first meeting of a yearly or special session has been called to order, the Secretary shall call the roll of enrolled delegates; those answering the roll shall be recognized as delegates.
 - 3.1.1. Any delegate who, at the first meeting of a House of Delegates session, is recognized and enrolled as a delegate of the House shall remain a delegate of the House until such time as replaced pursuant to this rule.
 - 3.1.2. The place of a recognized and enrolled delegate will not be taken by any other person, except that at the commencement of each meeting the House may, by majority vote, recognize and enroll an alternate delegate (in order of precedence, if designated by the state) if presented, who shall then remain a delegate (in place of the replaced delegate).
 - 3.1.3. In the event neither a delegate nor alternate from a state appears at the commencement of a session of the House, the Secretary shall enroll and the Chair shall recognize the first certified delegate or alternate appearing before the House as the enrolled and recognized delegate from such state.

Article 4. Meetings

- 4.1. All meetings of the House of Delegates shall be open unless the House of Delegates, by a vote of two-thirds of the total House, as defined in Section 7.1 of the Bylaws, votes to go into executive session. When in executive session, the following only shall be admitted to the room in which the meeting is held: members of the House of

Delegates (as defined in Section 7.1 of the Bylaws), the parliamentarian, and others specifically authorized by a majority vote of the House of Delegates.

Article 5. Open Hearing

5.1. An open hearing shall be conducted, in conjunction with any in-person House of Delegates session, to provide a forum for members to express their opinions on matter of concern to them and on matters to be considered by the House of Delegates.

5.1.1. At the call of the Chair of the House of Delegates, and with approval of the Board of Directors, additional open hearings may be scheduled.

5.1.2. The Chair of the House of Delegates shall preside at any open hearing and may request assistance from members of the Board of Directors, officers of the Society, and council Chairs.

Article 6. Privilege of the Floor

6.1. The privilege of the floor (which may include the right to participate in debate on a matter), during a meeting of the House of Delegates, may be extended by either the Chair or the House of Delegates.

Article 7. Conduct of Business of the House

7.1. The Business of the House of Delegates shall be as follows, unless the Chair of the House of Delegates determines that the business or matters for the House require a different order or that additional items to the order are required:

- a. Call to order.
- b. Roll call of delegates.
- c. Reports of officers and the Board of Directors.
- d. Recommendations of delegates.
- e. Reports of councils and committees.
- f. Resolutions.
- g. Unfinished business.
- h. New business.
- i. Triennial Election of the Chair of the House of Delegates.
- j. Installation of officers and Directors.
- k. Adjournment.

7.2. Any matter upon which action is to be taken by the House of Delegates will be presented to delegates in writing and in advance. The Secretary will distribute copies of the proposed action to the House. Action of the House is, at all times, subject to Section 7.3 and, in particular, Section 7.3.1.3 of the Bylaws.

7.2.1. Any matter to be presented as new business shall be presented to the Chair of the House in writing no later than four o'clock in the evening before the day of the meeting in which new business is on the agenda. If any such matter will include the offering of a motion, the writing required by this rule shall state explicitly the motion to be offered.

7.2.2. Resolutions to be considered by the House of Delegates must be presented in writing to the Secretary of the House of Delegates at least 90 days in advance of the session and be signed by at least two active members of ASHP.

7.2.2.1. Resolutions not voluntarily withdrawn by the submitter that meet the requirements of the governing documents shall be presented to the House of Delegates by the Committee on Resolutions at the first meeting and acted upon at the second meeting. They shall be submitted to delegates with one of the following recommendations: (a) recommend adoption, (b) do not recommend adoption, (c) recommend referral for further study, or (d) presented with no recommendation of the Committee on Resolutions.

Action by the House of Delegates shall be on the substance of the resolutions and not on the recommendation of the Committee on Resolutions.

7.2.2.2. The House shall be informed of resolutions not presented to it and the reasons therefore.

7.3. Any item presented for action by the House of Delegates shall, unless the Bylaws or these rules specify to the contrary, require for passage the vote required by *Robert's Rules of Order*. Except for election of the Chair, no vote shall be by secret ballot.

7.3.1. Any matter not acted upon by the House of Delegates, upon adjournment of the session, shall die.

7.4. Matters of an emergent nature must be acted upon in accord with Section 7.3.1.3. of the Bylaws.

Article 8. Nominations and-Elections

8.1. Nominations ~~of Directors of ASHP (including for the Chair of the House of Delegates)~~ shall be by the Committee on Nominations in accordance with Section ~~7.4~~ 5.2 of the Bylaws.

8.1.1. A written biography of each nominee shall be prepared and distributed at the appropriate meeting of the House of Delegates session.

8.1.2. The Chair shall appoint three delegates to serve as election tellers for elections conducted in the House of Delegates. Tellers shall supervise the election, count ballots, and report to the Chair the results thereof. The Chair shall share the election results with each nominee but shall announce only the name of the candidate receiving the majority of votes cast for Chair of the House of Delegates.

8.1.3. The Chair shall be elected by written or electronic secret ballot of the House of Delegates and need receive only a majority of votes cast.

~~**8.1.4.** The Committee on Nominations shall issue a separate report containing two nominees for each Director and the office of President elect.~~

Article 9. Amendments

9.1. Every proposed amendment to the Rules of Procedure for the House of Delegates shall be submitted in writing at one meeting of the House of Delegates and may be acted upon at a subsequent meeting of the session, when upon receiving a majority of votes cast, it shall become a part of these rules, effective as of the following session of the House of Delegates.

Developed by the ASHP Council on Organizational Affairs. Approved by the ASHP Board of Directors, November 20–21, 1985, and by the ASHP House of Delegates, June 4, 1986. Supersedes the previous document, Regulations for the ASHP House of Delegates. Revised by the ASHP Board of Directors and approved by the ASHP House of Delegates, June 3, 2014. Supersedes previous versions of this document.

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American Society of Health-System Pharmacists
7272 Wisconsin Avenue
Bethesda, Maryland 20814