

## **CONSTITUTION**

(a) This corporation shall be known as WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP) hereinafter referred to as WMSHP. The purposes for which WMSHP is formed are as follows:

(aa) The undersigned, whose names are set forth at the end of this document, each being at least 18 years of age, do hereby amend the Constitution and By-Laws for this non-profit corporation under the general laws of Maryland.

### **ARTICLE I. NAME, OBJECTIVES AND DEFINITIONS**

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 technicians.
  - 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 the society such as through advocating appropriate public policies toward that end.
3. To pursue any other lawful activity that may be authorized by WMSHP's Board of Directors.
  - a. WMSHP is a not-for-profit Maryland corporation and is not authorized to issue capital stock. No part of the net earnings of WMSHP, current or accumulated, shall inure to the benefit of any private individual, nor shall WMSHP be operated for the primary purpose of carrying on a trade or business for profit. WMSHP intends to avail itself of any and all tax benefits or exemptions to which it may be entitled under Section 501 (c) (6) 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.

### **ARTICLE II. MEMBERSHIP**

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

1. The membership of WMSHP shall consist of active and associate members, and such other categories as may be provided in the By-laws. Active members shall be licensed pharmacists who support the purposes of WMSHP as stated in Article I of the Constitution; other requirements for active membership shall be stated in the By-laws.
2. Only active members may:
  - a. vote as individual members on amendment to this Constitution
  - b. serve as state delegates to the ASHP House of Delegates
  - c. elect the members of the Executive Board of Directors (EBOD)
  - d. serve as an elected member of the EBOD
3. The definition, rights, powers and obligations of each class or category of membership not set forth herein shall be established and limited by the By-laws.

## **Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)**

**Revision July 2023**

4. WMSHP 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 WMSHP.
5. WMSHP 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 WMSHP.

### **ARTICLE III.**

Upon termination, dissolution, or winding up of WMSHP, any assets that remain after payment or provision for payment of all of its liabilities, debts, and obligations shall be distributed by the Executive Board of Directors only to one or more organized charitable, educational, scientific, or philanthropic organizations duly qualified as exempt under Section 501(c)(6) 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 WMSHP). Under no circumstances shall any assets be distributed to any member of WMSHP.

Members of WMSHP, the Executive Board of Directors and employees of WMSHP shall not be liable or subject to payment of any debts or obligations of WMSHP.

### **ARTICLE IV.**

The By-laws shall delineate the authority of the Executive Board of Directors and govern the internal affairs of WMSHP. The By-laws may be amended as provided therein.

### **ARTICLE V.**

The Society shall be affiliated with the AMERICAN SOCIETY OF HEALTH-SYSTEM PHARMACISTS (ASHP) and be subject to such rules and regulations for affiliated associations as set forth by the By-laws of the AMERICAN SOCIETY OF HEALTH-SYSTEM PHARMACISTS.

### **ARTICLE VI.**

Every proposition to amend the Constitution or By-laws shall be submitted in writing by two or more active members for approval by the Executive Board of Directors before the proposed amendment is submitted to active membership for a vote. Upon approval by the Executive Board of Directors, the proposition to amend the Constitution shall thereby be submitted to the active membership for vote by email and/or electronic ballot in the similar manner as the balloting in the election for members of the Executive Board of Directors. A two-thirds majority of the votes cast is necessary for approval. No amendment to the Constitution shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been communicated to members electronically, including the posting of proposed amendments on the official WMSHP website, at least thirty (30) days prior to the vote. Any amendment to the Constitution shall take effect on the 1st day of the subsequent month after its passage.

### **ARTICLE VII.**

The duration of WMSHP shall be perpetual.

## **BY-LAWS**

### **ARTICLE 1.**

**1.1.** WMSHP 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.** No member, chapter, organizational component, or third party may use any name or mark of WMSHP unless such use conforms to the standards established by the Executive Board of Directors and unless the Executive Board of Directors has specifically approved such use in writing.

## Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)

Revision July 2023

### ARTICLE 2. OFFICES AND AGENTS

2.1 WMSHP 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 WMSHP's principal place of business and other offices and places of business either inside or outside the state.

### ARTICLE 3. MEMBERSHIP

3.1. The categories of membership in WMSHP are as follows:

3.1.1 **Active members** -- pharmacists licensed, or who are retired pharmacists (licensed or unlicensed), by any state, district, or territory of the United States who have paid dues as established by WMSHP and who support the purposes of WMSHP as stated in the Constitution.

3.1.1.2 Retired pharmacists (licensed or unlicensed) are considered as those who attained the age of 65 or older.

3.1.2 Only active members may vote on amendments to the Constitution. Active members may vote in elections for all positions including the student representative and the technician member. Active members may run for the following positions: President Elect, Treasurer, Secretary, Executive Board Members, ASHP Delegate, and ASHP Alternate Delegate.

3.1.3. **Associate members** – shall be individuals, other than those who qualify as active members, who have paid dues as established by the Society, and by virtue of vocation, training, education and interest, wish to further the purposes of the Society.

3.1.4. Individuals enrolled full time in a pharmacy practice degree program (graduate or undergraduate) in an accredited college of pharmacy.

3.1.5. Technicians and other individuals who are employed as support personnel in a health care system.

3.1.6 Student members and Technician members may be appointed by the President to serve as non-voting members of the Board of Directors.

3.2. Dues for all membership categories shall be established by the President in concurrence with the Executive Board of Directors.

3.2.1 Persons seeking membership in WMSHP shall submit an application form; and payment of dues for the classification of membership being sought through their membership portal and/or through Secretary and Treasurer.

3.2.2 The Treasurer shall work with the Secretary to update the member(s) or the membership database.

3.2.3 Payment of dues each year automatically renews membership in WMSHP; failure to pay dues within the time limit set by the Executive Board of Directors constitutes termination of membership. If dues are paid after membership has terminated, WMSHP may treat such payment as a reinstatement of membership.

3.3. The period of membership is rolling as of January 2023.

### ARTICLE 4. Officers of WMSHP

#### 4.1 Executive Board of Directors

4.1.1 The Executive Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, the Board Members, ASHP Delegates and Alternate Delegate, and if appointed, position(s) of President Emeritus

4.1.2 The President may appoint a technician and/or student member to serve as a non-voting member of the Executive Board of Directors each year.

## **Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)**

**Revision July 2023**

### **ARTICLE 5. OFFICERS**

**5.1.1** The officers of the Society shall be all elected or appointed members of the Executive Board of Directors.

**5.1.2.** The President shall serve as chair of the Executive Board of Directors. The President-Elect shall serve as Vice-Chair of the Executive Board of Directors.

**5.1.3.** The responsibilities of the Executive Board of Directors shall be to participate at all meetings of the Board; perform all duties assigned by the Chair or Vice-Chair of the Board; serve as a liaison between the Board and selected WMSHP committees by bringing to the Board's attention the actions, progress and problems of each assigned committee, assume responsibility to meet and cultivate new members for WMSHP's meetings and educational programs and perform other duties as needed to meet and support WMSHP's mission.

**5.1.4.** Each member of the Executive Board of Directors must continue to maintain his/her membership in good standing throughout the duration of their term of office.

**5.2.** The President shall be the principal elected official of WMSHP for a term of one year; serve as Chair of the Executive Board of Directors; communicate to the ASHP Delegates on actions of the Executive Board of Directors and important activities that affect and further the purposes of WMSHP and ASHP; and communicate with members of WMSHP, and the public on the activities and policies of WMSHP.

**5.2.1.** With the concurrence of the Executive Board of Directors, the President shall annually appoint all committee chairs and members. Except as otherwise provided in these By-Laws, the President, with concurrence of the Executive Board of Directors, shall make interim appointments to fill all vacancies among the Officers and the Executive Board of Directors with the exception of the President Elect. The President may appoint an honorary position, if appropriate with careful consideration of demonstrated distinguished and consistent service and leadership, a President Emeritus/Emerita who has served as a committed leader within WMSHP. This appointment will be indefinite. He or she will function as an advisory and consultative individual or group to assist and support the current President and the Executive Board of Directors.

**5.3.** 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.

**5.3.1.** 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. A President-Elect, who succeeds to the office of President, shall serve out both the unfinished term to which the President-Elect has succeeded and the term to which the President-Elect would have succeeded in due course.

**5.3.2.** The President-Elect shall communicate to the membership on those issues and activities that may affect and further the purposes of WMSHP.

**5.3.3.** The President-Elect shall report to the Executive Board of Directors on official activities and shall advise the Executive Board of Directors on such matters as may further the purposes of WMSHP.

**5.4.** The Immediate Past President will function in an advisory or consultative capacity to assist and support the current President and the Executive Board of Directors. The Immediate Past President or a designated member of the Executive Board would perform the duties of the President in the temporary absence of both the President and President-Elect, and serve in such other capacity as may be designated by the Executive Board of Directors.

**5.5.** The Secretary shall serve a two year term for up to two consecutive terms, shall be elected in an alternate year with the Treasurer, and function as Secretary of the Executive Board of Directors and as the Chair of the Committee on Membership.. The Secretary will record and maintain minutes of all meetings, maintain an up-to-date roster of WMSHP members, receive, prepare and send all communications and correspondence for and on behalf of the Society, assist the editor of the Society's newsletter to coordinate communication efforts, and forward funds if received (not automated by website) to the Treasurer of WMSHP.

**5.6.** The Treasurer shall serve a two year term up to two consecutive terms, shall be, elected in an alternate year with the Secretary, and function as the Chair of the Committee on Finance, be responsible for overseeing conservation and prudent investment of the assets and funds of WMSHP; assure expenditure of funds is in accord with the programs, priorities, and budget established by the Executive Board of Directors; and regularly inform the Executive Board of Directors and members on the financial status of WMSHP.

**5.6.1.** No monies shall be disbursed except upon signature of the Treasurer and/or the 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 WMSHP. Expenditures incurred over five thousand dollars shall be reviewed and approved by the Executive Board of Directors in advance.

**5.6.2.** The Executive Board of Directors (EBOD) may, at any time, inspect and verify the books and accounts of WMSHP.

## **Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)**

**Revision July 2023**

**5.6.3.** The Treasurer shall review and report upon the long-term financial projections and plans of WMSHP.

**5.7.** The Executive Board Members shall serve a term of two years, up to two consecutive terms, and shall be elected in alternate years. The responsibilities of the Executive Board Members shall be to participate in all Executive Board of Directors meetings and other duties: such as assisting in the interpretation and advocating for WMSHP's deliverables and services, assisting the current WMSHP President and members of the Executive Board of Directors with society priorities and ensuring the society's capacity and capability to carry out programs.

**5.8** The ASHP Delegates shall serve a term of two years, up to two consecutive terms, and shall be elected in alternative years. The alternate ASHP Delegate shall be elected each year, serve a term of one year, up to two consecutive terms, and serve as Delegate when needed.

The responsibilities of the Delegates shall be to serve as members of the Executive Board of Directors, attend one ASHP Regional Delegate Conference (RDC) once a year, become familiar with proposed and revised ASHP policies and vote on behalf of WMSHP at the House of Delegates (HOD) at the ASHP Annual Summer Meeting and Exhibition. The alternate delegate will attend the Regional Delegate Conference and become familiar with proposed and revised ASHP policies and will assume the role of delegate if one of the delegates is unable to attend the HOD meeting at the ASHP Summer Meeting and Exhibition.

**5.9.** There are no limits to the number of times a member may serve as Secretary, Treasurer, Executive Board Members, Delegate or alternate Delegate, except that they may not serve more than two consecutive terms.

**5.9.1.** There are no limits to the number of times a member may serve as President or President-Elect, except that they may not serve more than one term at a time in accordance with the provisions of Sections 4.2. and 4.3. of these By-Laws.

**5.10.** The manner of filling vacancies of any office shall be as follows:

**5.10.1** Authority is granted to the President to appoint, with the approval of the Executive Board of Directors, a member to fill any vacant office for an unexpired term, with the exception of the President-Elect.

**5.10.2** To fill a vacancy for a President-Elect after the annual election, the Executive Board of Directors shall hold a special election.

**5.10.3** If both the President and the President-Elect shall become permanently unable to perform their duties, the Immediate Past President would assist or appoint a designated member of the Executive Board, to perform the duties of President for the remaining portion of the unexpired term - if able in accordance with Section 5.4 of these By-Laws. At the next election cycle, the Nominations and Elections Committee shall present nominations for the offices of President and President-Elect, and an election shall be conducted in accordance with the provisions of Section 6.1.4.1 of these By-Laws.

### **5.11 Election of Officers**

**5.11.1** The Nominations Committee members shall initiate the Officer's election process and communicate to every paid member of the Society the eligible officer position titles and position descriptions. After interested members submit their brief letter of intent (refer to internal standard operating policy and procedure) and interest including professional background, the Nominations Committee members shall prepare a confidential ballot.

**5.11.2** The Secretary/Nominations Committee shall provide active members with information necessary to access ballots and the deadline for casting their vote.

**5.11.3** The Nomination and Elections Committee shall certify to the Executive Board of Directors the results of the election. The President shall notify all candidates of the results of the election.

## **Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)**

**Revision July 2023**

### **ARTICLE 6. COMMITTEES**

**6.1.** The following committees are components of WMSHP and shall operate to further the purposes of WMSHP:

**6.1.1.** The Program Committee shall arrange the program, select meeting sites, solicit papers and prepare suitable subjects for discussion at regular meetings of the Society. This committee can be co-chaired by the President/President-Elect.

**6.1.2.** The Finance Committee shall be responsible for preparing and submitting to the Executive Board of Directors an annual budget and providing advice to the Executive Board of Directors on financial matters. The Treasurer and President/President-Elect can co-chair this committee and ensure WMSHP's on-going compliance with IRS requirements and fulfillment of premium payments for the WMSHP Directors and Officers liability insurance through ASHP.

**6.1.3.** The Membership Committee shall be responsible for encouragement of Society membership. The Secretary and President/President-Elect can co-chair this committee.

**6.1.4.** The Nomination and Election Committee shall consist of at least three and up to five active members. The President and President Elect can be co-chairs of this committee.

**6.1.4.1** The Nomination and Election Committee shall be responsible for:

- a. Soliciting candidates for the offices of President-Elect, Secretary, Treasurer and Board Member.
- b. Submitting a list of candidates and proposed ballot to the Board of Directors for approval.
- c. Supervising the distribution of ballots to the members.
- d. Supervising the collection of ballots from the voting members.
- e. Function as the Committee of Canvassers to count the votes cast by the members and certify the results of the election.
- f. Submit a report to the Executive Board of Directors and membership of the outcome of the election.

**6.1.5.** The Legislative Committee shall consist of at least three and up to five active members. The President shall appoint one of the ASHP Delegates to chair this committee. The Legislative Committee shall advise the Executive Board of Directors of proposed legislative and regulatory actions affecting the practice of pharmacy, assist the Board in formulating responses by WMSHP, and presenting testimony on behalf of WMSHP as necessary.

**6.1.6.** The Newsletter/Communications Committee is chaired by the editor of the WMSHP newsletter or an active member appointed by the President. The Newsletter/Communications Committee shall be responsible for preparation of the society's official newsletter and monitoring the content of the WMSHP Website.

### **ARTICLE 7. MEETINGS**

**7.1** Unless the Executive Board of Directors rules otherwise, meetings of the society shall be held periodically, or at least six (6) times a year. Members shall receive notification in advance of the time and place of each meeting; and the information will be posted on the Society website.

### **ARTICLE 8. QUORUM**

**8.1.** Ten percent (10%) of active members and 2 members of the Board shall constitute a quorum for the conduct of official society business at a meeting of the society.

**8.2.** Six members of the Executive Board of Directors shall constitute a quorum for meetings of the Executive Board of Directors.

**8.3.** Each member of the Executive Board of Directors shall attend at least 70% of meetings of the Executive Board of Directors

**8.3.1.** Each member of the Executive Board of Directors shall communicate with the Secretary or President when responding to a call for meetings of the Executive Board of Directors.

### **ARTICLE 9. ORDER OF BUSINESS**

**9.1.** Prior to any business meeting of the society, or meeting of the Executive Board of Directors, the President/Secretary will prepare and distribute an agenda for that meeting.

**9.2.** All general and Executive Board meetings of WMSHP will be conducted in accordance with the most recent edition of Robert's Rules of Order. Active members may attend board meetings by invitation.

**Governing Documents of the WASHINGTON METROPOLITAN SOCIETY of HEALTH-SYSTEM PHARMACISTS (WMSHP)**  
**Revision July 2023**

**ARTICLE 10. AMENDMENTS**

**10.1** Every proposition to alter or amend the By-laws may be amended by a majority vote of the Executive Board of Directors. Amendments to the By-laws shall be communicated to members electronically, including posting on the official WMSHP website and shall take effect on the 1st day of the subsequent month following a majority vote by the current members of the Executive Board of Directors.

**ARTICLE 11. LIQUIDATION**

**11.1** 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:

**11.1.1.** All liabilities and obligations of the Society shall be paid and discharged, or adequate provision shall be made therefore.

**11.1.2.** Assets held by the Society 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.

**11.1.3** All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to a foundation which supports the objectives of the Society and or the practice of Pharmacy.

WMSHP President 2023

WMSHP Secretary 2023