

NEW YORK CITY PHARMACISTS SOCIETY

CONSTITUTION AND BYLAWS OF THE NEW YORK CITY PHARMACISTS SOCIETY



**AN AFFILIATE OF THE PHARMACISTS
SOCIETY OF THE STATE OF NEW YORK**

The Voice of Pharmacy in the Big Apple

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AND BYLAWS
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NEW YORK CITY
PHARMACISTS
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CONSTITUTION

ARTICLE I: NAME

This affiliate of the Pharmacists Society of the State of New York (PSSNY) shall be called the *New York City Pharmacists Society Inc.*

ARTICLE II: OBJECTIVE

The aim of this Society shall be to unite the pharmacists of New York City for mutual assistance, encouragement, and improvement in order to maintain the standard of pharmacy practice at a high professional and ethical level.

ARTICLE III: MEMBERSHIP

Section 1. All graduates of colleges of pharmacy of good moral and professional standing who practice in the State of New York or whose principal residence is the State of New York as defined for election law purposes in the State of New York are eligible for active membership.

Section 2. Any individual of good moral character who is not eligible for active membership but who has a beneficial or substantial economic or professional interest in pharmacy as it is practiced in the State of New York and whose membership can be an asset to the Society and the profession of pharmacy shall be eligible for associate membership. Associate members shall have all the privileges of active membership except the right to vote, hold elective office, nominate officers or make or second motions except as hereinafter provided.

Section 3. Any student regularly enrolled in a college of pharmacy in the State of New York or any pharmacy student whose principal residence is in the State of New York is eligible for student membership. Student members shall be entitled to all the privileges of active membership except the right to vote, hold elective office, nominate officers or make or second motions except as hereinafter provided.

Section 4. New York State licensed pharmacists or pharmacists whose principal residence is in New York State, who (1) have attained the age of 65 and are either retired or actively engaged in pharmaceutical practice and who (2) have accrued five (5) successive years of active membership in the Society shall be eligible for senior active membership at a 50% reduction of the annual dues for active membership. Senior active members shall have all the privileges of active membership including the right to vote, hold elective office nominate officers and make or second motions.

Section 5. Each member shall be issued a membership certificate. Membership and membership certificates are not transferable.

ARTICLE IV: OFFICERS, EXECUTIVE COMMITTEE

Section 1.

- a) The officers of this Society shall be President, President-Elect, First Vice President, Secretary, Treasurer, and Chairman of the Executive Committee.
- b) The President shall be the individual who most recently served as President-Elect, and shall serve for a term of two years only. The President-Elect, and First Vice President, shall be elected by mail ballot by active members in good standing and shall hold office until the installation of their successors. The Secretary and the Treasurer shall be elected every second year for a two year term and shall be eligible for re-election.
- c) Only individuals having active membership in the Society for two consecutive years prior to their election, and have served minimum of one year on the Board of Directors, shall be eligible for election to the offices of President-Elect, First Vice President, Secretary and Treasurer.

Section 2.

- a) The Executive Committee shall consist of the Chairman, the President, the President-Elect, the First Vice President, the Secretary and the Treasurer. The Executive Director and the General Counsel may attend Executive Committee and Board of Directors meetings ex-officio, without vote.

b) The Chairman of the Executive Committee shall be the immediate Past President of the Society who shall hold office until a successor is designated, with the right to vote in the event of a tie. In the absence of the chairman, the President shall preside at Executive and Board of Directors meetings.

Section 3.

a) *General Rule.* Vacancies occurring in the Executive Committee for any reason shall be filled by vote of a majority of Board Of Directors then in office, regardless of their number. Board members elected to fill vacancies shall serve until the next Annual Meeting, unless otherwise provided, at which the election of board members is in the regular order of business, and until their successors are elected and have qualified.

b) *Exceptions.* A vacancy occurring in the office of President for any reason shall be filled by the President-Elect, who shall, in addition to the duties of President, continue the duties of President-Elect, and he shall be entitled to complete the current term of the office of President-Elect in addition to the subsequent term of office as President. If the President-Elect is unable to fill the vacancy of the office of President, then the First Vice President shall fill such office, but the First Vice President shall serve only that period of time remaining in his immediate predecessor president's term. Nothing herein shall be construed as providing for additional ascendancy of office unless herein before provided.

c) Notwithstanding Section 3(a) of Article IV of the Constitution, the Executive Committee may direct that the nomination and election of President occur in the manner prescribed for other officers pursuant to Article VI of the Bylaws should a vacancy in the office of President-Elect remain outstanding as a result of ascendancy to the office as herein before described.

Section 4.

The office of Honorary President. The Executive Committee, in its discretion, may nominate and elect by unanimous consent of such Executive Committee, a member in good standing to the office of Honorary President.

ARTICLE V: POWERS AND DUTIES OF OFFICERS

Section 1.

The President, or in his absence or inability to serve, the President-Elect or First Vice-President in that order, shall preside at all meetings of the Society, call special meetings at the written request of twenty-five (25) members; shall present at each annual meeting a report of the operation of the Society; suggest such subject as he/she may deem worthy of notice, and perform such other duties that pertain to the office. The President shall appoint all standing committee and such special Committees as the Executive Committee shall designate him to appoint, except as otherwise specifically provided for in this Constitution or Bylaws, and he shall be an ex-officio member of all Committees.

Section 2.

The President-Elect shall act as the presiding officer over all sessions of the Annual Meeting without vote except in the event of a tie.

Section 3.

The Secretary shall keep a record of all proceedings of the Annual Meeting, all meetings of the Society and of the Executive Committee.

Section 4.

THE TREASURER shall have charge of all the funds of the Society, for which he shall be personally responsive; shall collect all money due the Society; pay all bills with the approval of the Chairman of the Executive Committee, render a full report of his transactions at each Executive Committee Meeting and each Annual Meeting and report the state of the treasury when called upon the Executive Committee.

Section 5.

The Chairman of the Executive Committee and/or the President shall sign all documents and agreements for the Society. Any two of the Treasurer, the President, Chairman of the Executive Committee and the Executive Director shall sign all vouchers and checks for payment and expenses; exceptions may be made when specifically permitted by the Executive Committee.

Section 6.

It shall be the duty of the SECRETARY and TREASURER and of all other officers and members of the Committees to turn over to their successors, without unnecessary delay all papers and property belonging to the Society committed to their care.

Section 7.

The Board of Directors shall consist of the Executive Committee, Regional Representatives of PSSNY from the New York City area, and other members of New York City Pharmacists Society appointed to the Board of Directors by the Executive Committee. All classes of membership shall be eligible to be on the Board Of Directors. Meetings shall be held on the second Tuesday of the month except during July and August.

The Board of Directors shall not exceed 12 members, exclusive of the Officers of the Society and the Regional Representatives of PSSNY.

The outgoing Chairman of the Board of Directors shall automatically be appointed to the Board.

Section 8.

Each committee created by the Executive Committee shall have a \$25.00 budget to start with and subsequent funds to be approved by the Executive Committee.

ARTICLE VI: POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1.

a) *THE EXECUTIVE COMMITTEE* shall have charge of the membership rolls, the investigation of applications for membership, and the publication of its proceedings. It shall audit all the bills against the Society and shall conduct or perform all the functions of the Society not otherwise assigned. The Executive Committee shall have and possess the power to drop from the membership rolls any member in arrears and may reinstate members dropped from the rolls for non-payment of dues upon the payment of such arrears. It shall have the power to drop a member of the Board if four meetings are missed in a calendar year.

b) The Board of Directors when deemed necessary by it in the best interest of the Society may employ an Executive Director, Business Manager, or other employees and shall develop or cause to be developed an explicit job description for each position which shall be consistent with provisions of this Constitution.

c) *THE EXECUTIVE DIRECTOR* shall keep a roll of names of members, with their residence, date of admissions, and any subsequent changes. He/She shall read all communications, conduct all correspondence of the Society, notify all members four (4) weeks in advance of each Annual Meeting and at each Annual Meeting render a report of the duties performed by him since the last annual meeting; and in conjunction with the Executive Committee, shall superintend such publications as the Society shall direct. He/She shall notify members of their election, and also furnish each member of the committee with the names of their associates of said committee, in addition to his other duties as directed or assigned in accordance with subdivision (b) hereof.

Section 2.

THE BOARD OF DIRECTORS shall determine and establish special committees, their power and duties, number of members thereon and terms not exceeding two years, and shall designate power of appointment thereon to the Chairman of the Executive Committee or to the President, within the discretion of such Board of Directors

Section 3.

THE EXECUTIVE COMMITTEE and *THE BOARD OF DIRECTORS* shall hold meetings during the year as needed.

ARTICLE VII: THE ANNUAL MEETING

The Annual Meeting of the Society shall be held during the month of May, at such time and place as the Board of Directors, from year to year, shall select. Should conditions arise which would prevent the holding of the Annual Meeting at the time and place so selected by the Board of Directors, or render it inadvisable to do so, then and in such event, the Board of Directors shall make such change in selection and designation.

ARTICLE VIII: SPECIAL MEETINGS

Special meetings of the Society shall be called by the President upon the written request of twenty-five (25) members. The notice shall state the object of the meeting and no other business shall be transacted at the meeting. The Secretary will give twenty (20) days notice of all special meetings.

ARTICLE IX: BY LAWS

This Society may establish for its future government and regulations, such Bylaws as do not conflict with this Constitution, as may be deemed proper and desirable.

ARTICLE X: AMENDING CONSTITUTION

Every proposition to alter or amend this Constitution must be submitted in writing by an active member of the Society and counter-signed by ten (10) other active members, or by recommendation of the Constitution and Bylaws Revision Committee and must be submitted to the Board of Directors. Upon the majority approval of the Board of Directors, copies of the proposed amendments shall be sent by the Board to all members at least (30) days prior to the first day of the Annual Meeting. The Board shall include all Board-approved amendments in its report to an annual session of the membership at the first Annual Meeting held after proper prior notice has been accomplished. A vote of two-thirds of the active members present and voting at the Annual Meeting shall carry a proposed amendment.

BYLAWS

ARTICLE I: QUORUM

Ten percent of the eligible members as calculated by the membership list by the Secretary on the last day of the previous month shall constitute a quorum for the transaction of business at all general membership meetings of the society. For purposes of the Bylaws, all requirements for voting at meetings shall include voting pursuant to mail ballots.

ARTICLE II: MEMBERSHIP

The application for membership in the Society, with the name, residence, and present occupation of the applicant shall be accepted by us if PSSNY has accepted it for membership. All members shall agree to and be required to abide by the Constitution, Bylaws and Code of Ethics of the Society and amendments thereto, and the Constitution of the United States and of the State of New York.

ARTICLE III: ANNUAL DUES

Section 1.

Every member of the Society shall pay to the Treasurer, in advance, annual dues. Dues shall include subscription to the Society publication, the New York City Newsletter. The dues structure shall be jointly established by PSSNY and NYCPS, and shall include membership in both.

Section 2.

Dues shall be for the calendar year commencing on January 1st ending on December 31st. Any member who has failed to pay his dues before April 1st of each year shall be deemed in arrears and the Executive Committee shall be notified.

ARTICLE IV: STANDING COMMITTEES OF THE SOCIETY

Section 1a. The Standing Committees of the Society, shall be appointed by the President upon assuming office.

Upon expiration of a term, committee members are eligible for a re-appointment for any number of two-year terms. The Chairmen of these committees shall be appointed by the President and shall be active members of the Society. The term of office for Chairmen of committees shall be for two years with similar eligibility for re-appointment. Other committees may be formed as the need arises, by the President.

Section 1b. The following Standing Committees of the Society shall be structured in accordance with paragraph of this section:

- a) The Legislative Committee
- b) The Membership Committee
- c) The Third Party Payment Programs and Medicaid Committee

Section 1c. The duties and functions of the respective committees under this section are:

- a) *Legislative Committee:* Such committee shall consider legislation in accordance with specific directions from, or policy developed by the Executive Committee as provided in the Constitution and Bylaws. The Committee shall report to the Annual Meeting of the Society on its activities pertaining to legislation affecting pharmacy practice that is introduced in or enacted in National or State legislatures.
- b) *Membership Committee:* Such Committee shall use its best efforts to secure new members for the Society.
- c) *The Third Party Payment Programs and Medicaid Committee:* Such committee shall have the responsibility, to study, recommend and act on behalf of the interests of pharmacy in those matters affecting the profession of pharmacy in New York State with regard to any third party payment programs and shall have specific responsibility to study, recommend and act on behalf of the interests of pharmacy in Medicaid matters affecting the profession in New York State.

ARTICLE V: EMPLOYEES AND PERSONNEL

Except as otherwise provided in this Constitution and Bylaws, recommendations for appointees or employees receiving compensation, except clerical office personnel, shall be made by the President, subject to approval by the Executive Committee, which shall have the power to establish terms and tenure. In the event the President's recommendation is rejected and he fails to recommend another candidate or applicant within fifteen (15) days thereafter acceptable to the Executive Committee, the power of appointment shall be vested in the Executive Committee. Clerical office personnel shall be hired by the Executive Director, subject to the approval of the Executive Committee at its option.

ARTICLE VI: NOMINATION AND ELECTION OF OFFICERS

Notice will be sent out on January 10th asking for candidates to be nominated for the elected positions. All interested persons shall send in a brief autobiography and declare which position they are interested in. All nominations must be received no more than 60 days after notice was mailed. This schedule can only be altered by a majority vote of the Executive Committee and the Board of Directors.

2. On January 10th, a nominating committee will be appointed consisting of at least three members of the Society but not more than five who are not running for office. The Nominating Committee shall report at the March meeting of the Board of Directors the candidates running for office. If there are more than two candidates running for a position, the Board of Directors will by a majority written vote choose the two most qualified candidates to fill each position for the general election.

3. On March 25th mail ballots will go out to the members. They must be postmarked and returned by April 25th.

4. Election shall be by a mail ballot as described in Article VII of these Bylaws.

5. In May, the Annual meeting will be held, at which time the ballots will be counted and the results of the election will be announced.

6. All new members must have paid their dues by January 1, in order to vote and all others members must be paid in full by March 10th.

ARTICLE VII: PROCEDURE FOR MAIL BALLOT

1. *Provision for election by mail ballot.* Except for the exclusions specified herein all officers of the Society and members of the Executive Committee shall be elected according to the mail ballot procedure prescribed in this Article.

2. *Exclusions from election by mail ballot.* The immediate Past President of the Society shall become Chairman of the Executive

Committee for a term of two years. The President-Elect shall become the President for a term of two years.

3. *Qualified Voters:* Every active member of record of the Society, as defined in Article 3 Section 1 shall be entitled to one vote and to one mail ballot for election of officers.

4. *Mailing, Marketing and Return of Ballot:* The Executive Director or Board Designee shall cause the ballot to be mailed to each qualified voter.

a) A printed ballot with the names of candidates for election along with full instructions for marking and returning by the required date. The candidates shall be those nominated pursuant to Article IV of the Constitution.

b) The ballot shall include a brief factual statement of the service and qualification of each nominee who chooses to supply such a statement and/or an optional picture.

c) An inner return envelope into which the marked ballot is to be placed and on the face of which there is a place for the voter's signature. For the vote to be valid, the inner envelope must be sealed before returning and signed by the qualified voter.

d) A recognizable outer return envelope self-addressed the Executive Secretary or Board Designee shall be included in the mailing.

e) Ballots and accompanying material shall be mailed no later than March 25th.

f) Voters shall be instructed to return ballots so that they are postmarked no later than April 25th. Ballots returned late are invalid and shall not be counted.

COUNTING AND REPORTING THE VOTE

a) Committee of Inspectors: At each Annual Meeting the President shall appoint a five-member committee of inspectors which shall elect its own chairman from among its members.

b) The Executive Director or Board Designee shall, at the end of the allotted voting period, impound all mail ballots received and

all such ballots shall be turned over to the Chairman of the Committee. Ballots are to be in the signed and sealed inner envelopes into which they were placed by the voters.

c) The Committee of Inspectors shall be responsible for counting and recording all votes with special care to ensure the accuracy and integrity of the vote. Provisions shall be made for verifying signatures of voters when questioned and for invalidating those ballots improperly signed, marked, or returned.

d) On request of the person presiding at the meeting or any members entitled to vote thereat, the Inspector shall make a report, in writing, of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima-fade evidence of the facts stated and of the vote as certified by them.

e) A list or a record of members entitled to vote, certified by the Executive Director or Board Designee shall be produced at any meeting of members upon the request thereof of any member who has given written notice to the Society that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or persons presiding thereat, shall require such list or record of members to be produced as evidence of the right of persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

f) The candidates receiving the plurality of valid votes cast for each office shall be declared elected by the committee.

g) The Chairman of the Committee is required to report the results of the voting in writing to the President on the same day that the ballots are counted.

h) The President shall then cause the names of the successful candidates to be announced at the Annual Meeting and to be printed in the official newsletter of the Society in the first issue which is published after the Annual Meeting.

Section 6.

In the event of death or inability to serve of any candidate prior to the mailing of mail ballots, a new candidate shall be designated by the Nominating Committee.

Section 7.

In the event of death or inability to serve, *of* any candidate after the date of mailing of mail ballots, such candidate shall nevertheless be continued on said ballot and if elected upon the counting thereof, the Executive Committee by appointment shall fill such office until the next general election.

ARTICLE VIII: PARLIAMENTARY RULES

The customary rules of parliamentary bodies shall be enforced by the presiding *officer*. Any decisions may be appealed by two members, in which event, the members present by majority vote shall decide without debate.

ARTICLE IX: PUBLICATION OF PROCEEDINGS

The Proceeding of the Society, or summaries thereof, the roll of officers, committee and members thereof shall be published annually under the supervision of the Secretary and the Executive Director or Board Designee, and Copy of Proceeding or summaries thereof made available to each member of the Society in good standing.

ARTICLE X: SUSPENSION AND AMENDMENT OF BYLAWS

Section 1.

These Bylaws shall be suspended only with the unanimous consent of the voting members present at the meeting.

Section 2.

Any proposed amendment to these Bylaws shall be presented in writing to the Board of Directors that shall include all such proposals with its recommendations to the general membership at the annual meeting. A favorable vote of two-thirds (2/3) of the active members present and voting shall be required for passage.



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