

BYLAWS OF THE ILLINOIS COUNCIL OF HEALTH-SYSTEM PHARMACISTS

ARTICLE I. MEMBERSHIP

Section I. MEMBERS

The membership of the Council shall consist of individuals who have paid dues and are interested in the objectives of the Council as stated in Article I of the Council Constitution. Membership shall consist of the following:

(a) PHARMACIST MEMBERS

Pharmacist members individually licensed to practice pharmacy shall have the right to vote and to serve as an officer of the Council or in any other elected or appointed position. Recent pharmacy graduate and resident/fellow members retain the same rights and privileges as pharmacist members.

(1) Recent graduate: An individual licensed to practice pharmacy that joins the Council within 12 months of graduation from a college of pharmacy or completion of a pharmacy residency or fellowship.

(2) Pharmacy resident/fellow: An individual licensed to practice pharmacy and currently enrolled in a full-time pharmacy residency or fellowship program.

(b) ASSOCIATE MEMBERS

Associate members receive all the benefits of pharmacist full members except voting privileges or the ability to hold office unless otherwise noted.

1. Supporting Member: Individuals which include non-pharmacist allied health professionals, pharmaceutical industry representatives, and non-pharmacist college faculty.

2. Student Member: Individuals enrolled full-time in a pharmacy degree program at an accredited college of pharmacy. Student members may vote and hold office in their own student chapters.

3. Technician Member: Individuals registered as technicians or certified technicians. Technician members shall have the right to serve as technician representative and to vote in the election of the technician representative.

(c) RETIRED MEMBERS

A pharmacist or pharmacy technician who has reached the age of at least 65 is eligible for retired member status. Retired members are entitled to all membership rights and services of their previous membership category. In a case of extenuating circumstances of a member of ICHP, who is younger than the age of 65, special consideration will be made upon request to convert a member to retired member status.

(d) HONORARY MEMBERS

Persons who shall be elected for life by unanimous vote of the Board of Directors from among individuals who have made outstanding contributions to pharmacy practice. Honorary members may vote or hold office if otherwise eligible for pharmacist membership.

Section II. LOCAL AFFILIATION

Each Pharmacist, Associate, Retired, or Honorary member shall hold membership in the local affiliate of his/her choice or be assigned by the Executive Vice President to membership in a local affiliate based on geographic location.

Section III. NETWORKS

Each member of ICHP may hold membership in one or more Networks of ICHP.

Section IV. DUES

Dues shall be collected by the Council. The Board of Directors shall establish, consistent with other provisions of these bylaws, dues and membership periods for all members.

- (a) Five dollars (\$5.00) of the student membership will be returned in the form of a rebate directly to the student chapter with which the student is affiliated.
- (b) Dues for technician members shall be no more than one half (1/2) the dues rate established for pharmacist members.
- (c) Dues of retired members and retired technician members' shall be assessed at no more than one-half the rate of active pharmacist and technician members, respectively.
- (d) No dues shall be assessed of honorary members.
- (e) Dues for a Network may be initially set at 50% of each member's regular dues. The dues for each Network shall be reviewed by the ICHP Board yearly. The dues amount may be readjusted yearly, based on the financial needs of each group.
- (f) To qualify for student dues, Pharm. D. students must state the name of the college or school of pharmacy that he/she or she is enrolled in and year of graduation on the membership application and subsequent renewal notices.
- (g) To qualify for pharmacy resident/fellow dues, the resident must state the name of the residency/fellowship program and the date of expected completion of the residency/fellowship on the membership application.
- (h) Joint/spouse membership dues shall be less than twice the dues of a pharmacist membership.
- (i) Stepwise increase in pharmacist membership dues upon graduation from pharmacy school is as follows:
 - 1. Starting with the first renewal post-graduation, the dues will be approximately one-half the dues of a pharmacist member rounded off to the nearest dollar.

2. Starting with the member's second renewal post-graduation, the dues will be the dues of a pharmacist member
3. To qualify for the above stepwise post-graduation dues structure, the member must state date of graduation and college or school of pharmacy attended on the membership application.
4. Pharmacy resident/fellow members are exempt from this stepwise structure until completion of the residency/fellowship. The pharmacy resident/fellow member will begin the stepwise dues structure at the time of their first renewal post-residency/fellowship.

Section V. APPLICATIONS

Applications for pharmacist, associate, retired, and network membership shall be completed on a standard form and forwarded to the ICHP office. Dues must accompany the membership application.

Section VI. PERIOD OF MEMBERSHIP

(a) **PHARMACIST, ASSOCIATE, RETIRED MEMBERS, AND NETWORK MEMBERS**

The period of membership shall coincide with either the calendar year or a period of one (1) year beginning and ending on the first day of any other established billing cycle. Membership to the Council and the obligation for dues shall continue unless a member's resignation is received prior to the end of the established billing cycle in which dues have been paid. A member will also be carried on the roster for sixty (60) days from the end of the established billing cycle and will be dropped from the roster if dues are not paid.

(b) **HONORARY MEMBERS**

Honorary members shall be members for life.

ARTICLE II. OFFICERS

Section I. COMPOSITION

The officers of the Council shall consist of the President, Immediate Past President, President-elect, Treasurer, Secretary, and Executive Vice President.

Section II. DUTIES

(a) PRESIDENT

The President shall be the principal elected official of the Council and shall be so recognized at all Council programs and activities. The President shall oversee the advancement of the organization's mission, vision, and strategic plan and serves as Chair of the Board of Directors. With the approval of the Board of Directors, the President shall appoint all committee chairs and non-elected network chairs. The President shall appoint additional committees as needed. Except as otherwise provided, he/she shall fill vacancies by appointment. At Board meetings, he/she shall vote only in case of a tie.

(b) IMMEDIATE PAST PRESIDENT

The Immediate Past President shall be a voting member of the Board of Directors. He/she shall also serve as the Chair of the Committee on Nominations. In the absence of both the President and the President-elect, he/she shall serve as the Chair of the Board of Directors.

(c) PRESIDENT-ELECT

The President-elect shall perform the duties of the President when the President is unable to do so. He/she shall be a voting member of the Board of Directors and serve as its Vice-Chair. He/she shall review and update the strategic plan and plan the annual leadership retreat to further the advancement of ICHP. He/she shall assume other duties as directed by the President.

(d) TREASURER

The Treasurer shall serve as the custodian of the Council's funds. He/she shall review the investment and disbursement of Council funds and receipts of all monies at the discretion of the Board of Directors. The Treasurer shall be a voting member of the Board of Directors and shall serve as the Chair of the Committee on Finance. He/she shall present a report and financial statement to the Board of Directors at each meeting and as requested.

(e) SECRETARY

The Secretary shall be a voting member of the Board of Directors. He/she shall record and maintain minutes of meetings of the Board of Directors and Executive Committee. Board of Directors' meeting minutes shall be distributed to board members prior to the next Board of Directors meeting.

(f) EXECUTIVE VICE PRESIDENT

1. The Executive Vice President serves as the chief executive officer of the Council and shall be chosen by the Board of Directors.
2. The Executive Vice President shall be responsible for administration of the Council; direction of all operations, programs, and activities of the Council; and hiring, firing, and the compensation and benefits of staff, subject to establishment of general salary and benefit policies by the Board of Directors. A detailed description of the duties of the Executive Vice President can be found in the job description of Executive Vice President in the Council's Policy and Procedure Manual. The Executive Vice President shall, at all times, carry out the policy aims and programs as generally determined by the Board of Directors.
3. The Executive Vice President shall maintain an accurate record of the meetings of the Board of Directors and such other activities of the Council 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. The Executive Vice President shall be a voting member of the Board of Directors of the Council and shall, by virtue of the office, be an ex-officio member of all divisions, committees and component groups of the Board of Directors; and any other committee or component group established by the Board of Directors.
5. The Executive Vice President shall be chosen by and serve at the will of the Board of Directors. On behalf of the Council, the Board of Directors shall 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 interest of the Council. Failure of a person to continue in the office of Executive Vice President will not affect contract rights, except as the terms of the contract may so provide.
6. The Executive Vice President may execute, on behalf of the Council, contracts, leases, debt obligations, and all other forms of agreements.

Section III. VACANCIES

If the President becomes unable to perform the duties of his/her office, the President-elect shall succeed to the office of President. If both the President and the President-elect

become unable to perform the duties of their offices, the Board of Directors will appoint an individual to assume the role of President to serve for the balance of the unexpired term. In addition, the Board of Directors will appoint an individual to assume the role of the President-elect to serve until the next Annual Meeting of the Council. If the Secretary or the Treasurer becomes unable to perform the duties of his/her office, the Board of Directors will appoint an individual to serve until the next Official Election.

At the next Annual Meeting of the Council, the Committee on Nominations shall present a slate of candidates to serve in the vacated office. If less than half of the individual's term has expired, the elected candidate will serve the remaining one-year term of office; otherwise the election will be for the remainder of the term.

If the Executive Vice President becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill the vacancy.

Section IV. ANNUAL REPORT

Each officer shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of their office. This report shall be available to the ICHP membership at the Annual Meeting.

ARTICLE III. LOCAL AFFILIATES

Section I. DEFINITION

Local organizations of pharmacists and related personnel who meet the definition of ICHP members in Article I Section I, may be affiliated with the Illinois Council of Health-System Pharmacists.

Section II. COMPOSITION

The state shall be divided geographically into local affiliates. The Board of Directors of the Council shall establish the composition of these local affiliates. The exact composition of the Council's affiliates shall be kept in the ICHP Policy and Procedure Manual and published on the ICHP website.

Members of the Council shall retain the right to determine in which affiliate they will participate.

Section III. ORGANIZATION

Each local affiliate shall adopt a Constitution and Bylaws based on the model documents established by the Board of Directors of the Council. The Constitution and Bylaws of each local affiliate and any subsequent changes shall be reviewed by the Division of Organizational Affairs and approved by the Board of Directors of the Council.

Section IV. MEMBERSHIP

Membership in a local affiliate shall be restricted to pharmacist, associate, retired and honorary members as defined in Article I, Section I of these Bylaws. Persons not so classified may attend meetings of the local affiliate upon invitation. All members of a local affiliate must be members of the Council.

Section V. RESPONSIBILITIES

Local affiliates shall foster the purposes of the Council. Members of local affiliates shall strive to implement the professional policies of the Council among themselves and in the areas in which they serve. Local affiliates may adopt official professional policies of the Council. Local affiliates may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the Council which has not been authorized by the Council. Acts of local affiliates shall in no way commit or bind the Council.

Representation to the Council and coordination of the activities of the local affiliates are executed through the elected Regional Directors. Responsibilities and election of local affiliate Presidents are described in the Constitution and Bylaws of the respective local affiliates.

Section VI. COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board of Directors shall provide through its Regional Directors regular updates to each affiliate via live presentations or electronic communications. The Board of Directors shall also provide live updates to the entire membership through town hall meetings at the Spring and Annual Meetings. The purpose of these updates is to provide all ICHP members with current information on ICHP activities and an opportunity to provide recommendations and feedback to the ICHP Board of Directors.

Section VII. LIQUIDATION

In the event that an affiliate does not meet its responsibilities as defined in Section V, the affiliate's president shall be notified in writing by the President of ICHP and, if no response is received within a 90 day period, then a 3/4 majority of vote of all the voting members of the Board of Directors shall be sufficient to proceed with liquidation or dissolution of the local affiliate. Any properties, funds or monies, securities or other assets remaining in the treasury of, or to the account of, or otherwise belonging to the affiliate shall be disposed of as follows:

- (a) All liabilities and obligations of the affiliate shall be paid and discharged, or adequate provision shall be made;
- (b) Assets held by the affiliate subject to legally valid requirements for their return, transfer, or conveyance upon dissolution and liquidation shall be returned, transferred, or conveyed in accordance with such requirements; and
- (c) All remaining assets held by the affiliate shall be transferred or conveyed without obligation or restriction to the Illinois Council of Health-System Pharmacists to be used in whatever manner it shall deem appropriate.

ARTICLE IV. DIRECTORS

Section I. COMPOSITION

There shall be five (5) elected Division Directors and three (3) elected Regional Directors.

Section II. DUTIES

Division Directors and Regional Directors shall serve as voting members of the Board of Directors of the Council. Each Division Director shall assume responsibility as Chair of a Division of Council Affairs as described in Article V of these Bylaws and shall establish such committees as may be required for the conducting of the business of the Division. Each Regional Director shall assume the responsibility of representing his/her region as described in Article VI of these bylaws.

Section III. VACANCIES

If the position of a Division Director or Regional Director becomes vacant and

(a) the position has a Director-Elect:

1. the President, with approval of the Board of Directors, shall ask the Director-Elect to complete the remainder of the unexpired term
2. if the Director-Elect declines to complete the remainder of the unexpired term, the position shall be filled by Presidential appointment with approval of the Board of Directors.
3. a decision by the Director-Elect to complete or not complete the unexpired term shall NOT affect the ability of the Director-Elect to complete the term for which he/she was duly elected.

(b) the position does not have a Director-Elect: the position shall be filled by Presidential appointment with approval of the Board of Directors for the remainder of the uncompleted term.

ARTICLE V. DIVISIONS OF COUNCIL AFFAIRS

Section I. FUNCTIONS

In working toward the goals of the Council, each Division of Council Affairs shall function in an advisory capacity, developing and implementing programs and policies authorized by the Board of Directors, and recommending programs and policies to the Board of Directors in the major area of interest to which it is assigned. As part of its activities, a Division may create committees to carry out portions of its work.

(a) PROFESSIONAL AFFAIRS

The Division of Professional Affairs shall be responsible for improving and promoting pharmacy practice by developing position statements, standards, guidelines, competency standards, and related materials that promote rational patient centered drug therapy. This division will work cooperatively with allied organizations and other agencies in developing and promoting these responsibilities.

(b) MARKETING AFFAIRS

The Division of Marketing Affairs shall be responsible for performing membership surveys, developing plans to maintain current members and recruit new members, developing local affiliates, serving as liaison among local affiliates, promoting clinical pharmacy services, and developing and/or coordinating all communications and selected activities directed toward the general public and health professionals.

(c) EDUCATIONAL AFFAIRS

The Division of Educational Affairs shall be responsible for developing, conducting, and evaluating educational programs at the annual meeting and statewide meetings.

(d) GOVERNMENTAL AFFAIRS

The Division of Governmental Affairs shall be responsible for reviewing and interpreting proposed legislation and changes in laws, rules, and regulations affecting public health, pharmacy, and related practice. This division develops position statements on proposed legislation and works cooperatively with allied organizations and other agencies in legislative activities.

(e) ORGANIZATIONAL AFFAIRS

The Division of Organizational Affairs shall be an advisory body to the Board of Directors. It shall review the organization of the Council and analyze its effectiveness and make recommendations for improvement. It shall have the responsibility to assure that the Constitution Bylaws, and Policy and Procedure Manual of the Council are kept current.

Section II. COMPOSITION

(a) DIRECTOR

The Director of each Division of Council Affairs shall be an elected member of the Board of Directors.

(b) MEMBERS

The Director of each Division of Council Affairs shall appoint as many members as shall be deemed necessary in order to carry forward the work of the Division.

(c) VACANCIES – DIVISION MEMBERS

The Director of each Division of Council Affairs shall be authorized to fill vacancies on their respective Division.

Annually, at the start of the ICHP calendar year, the President will be provided with a listing of proposed members for each division. The President may adjust the listing to ensure an equitable workload distribution among the divisions.

Section III. AUTHORITY

The Board of Directors shall have the authority to assign a specific matter to a Division of Council Affairs for its consideration. Divisions of Council Affairs shall not secure or attempt to secure funds independently from sources outside the Council without prior approval of the Board of Directors.

Divisions of Council Affairs shall not represent themselves as acting on behalf of the Council when contacting other organizations unless authorized by the Board of Directors or the President.

The Board of Directors shall have final authority over any project requiring the expenditure of Council funds and the recommendations of Divisions of Council Affairs. In the event that the Board of Directors does not act favorably upon a recommendation received from a Division of Council Affairs, the matter shall be returned to the Division of Council Affairs for its further consideration.

Section IV. MEETING MINUTES

If a matter is presented at a meeting of a Division of Council Affairs merely for informational purposes, it shall be acknowledged in the form of an informal statement or suggestion in the meeting minutes. If a matter is considered at a meeting of a Division of Council Affairs which requires no action from a higher Council authority, the action shall be expressed as "voted" in the meeting minutes. If a matter is considered at a meeting of a Division of Council Affairs which requires action from a higher Council authority, the action taken shall be recorded as "voted to recommend" in the meeting minutes.

It shall be the responsibility of the Director of each Division of Council Affairs to bring to the attention of the Board of Directors all "voted to recommend" items along with an explanation of the sentiment expressed at the Division meeting. It shall be the further responsibility of the Director to convey back to the Division of Council Affairs the resultant action of the Board of Directors with appropriate explanation.

Section V. ANNUAL REPORT

Each Division Director shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of their division. This report shall be available to the ICHP membership at the Annual Meeting.

ARTICLE VI. REGIONS OF THE COUNCIL

Section I. DEFINITION AND COMPOSITION

The State of Illinois shall be divided into three separate regions named the Northern Region, Central Region and Southern Region.

The membership of the Northern Region shall be comprised of members residing in the following counties: Cook, DuPage, Grundy, Kane, Kankakee, Lake, McHenry, Kendall and Will.

The membership of the Central Region shall be comprised of members residing in the following counties: Jo Daviess, Stephenson, Winnebago, Boone, Carroll, Ogle, DeKalb, Whiteside, Lee, Rock Island, Henry, Bureau, LaSalle, Mercer, Henderson, Warren, Knox, Stark, Peoria, Putnam, Marshall, Woodford, Livingston, Ford, Iroquois, Hancock, McDonough, Fulton, Tazewell, McLean, Champaign, and Vermilion.

The Southern Region shall be comprised of members residing in the following counties: Adams, Schuyler, Cass, Brown, Mason, Menard, Logan, DeWitt, Macon, Piatt, Pike, Scott, Morgan, Sangamon, Christian, Moultrie, Douglas, Coles, Edgar, Calhoun, Greene, Jersey, Macoupin, Montgomery, Shelby, Cumberland, Clark, Madison, Bond, Fayette, Effingham, Jasper, Crawford, Clinton, Marion, Clay, Richland, Lawrence, St. Clair, Washington, Jefferson, Wayne, Edwards, Wabash, Monroe, Randolph, Perry, Franklin, Hamilton, White, Jackson, Williamson, Saline, Gallatin, Union, Johnson, Pope, Hardin, Alexander, Pulaski, Jersey, and Massac.

SECTION II. REGIONAL DIRECTOR RESPONSIBILITIES

It is the responsibility of each regional director to communicate to the members of his region on a regular basis by attending meetings of the local affiliates within his/her region, by written communications distributed by the ICHP office on his/her behalf or via e-mail using ICHP's membership list.

The regional director must reside or work within the region in which he/she is elected and must be a pharmacist member of ICHP.

The regional director may be asked to facilitate local discussions of critical issues facing ICHP to obtain member input and feedback. The regional director may also be asked to facilitate local affiliate continuing education programming in the absence of staff or affiliate officers.

Section III. ANNUAL REPORT

Each Regional Director shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of their region. This report shall be available to the ICHP membership at the Annual Meeting.

ARTICLE VII. NETWORKS

Section I. DEFINITION AND RESPONSIBILITIES

The Council may establish such Networks representing various member groups as determined by the Board of Directors. The Networks may serve as a mechanism for members with similar professional interests to pursue issues pertinent to their unique needs. The Networks shall further serve as a structure for these member groups to be represented within the Council.

Section II. COMPOSITION

The Council, through its Board of Directors shall establish Networks as specified in the ICHP Policy & Procedure Manual.

Section III. MEMBERSHIP

By right of membership in the Council, a member may affiliate with Networks as specified in the ICHP Policy & Procedure Manual.

Section IV. RESPONSIBILITIES

The Network shall foster the purposes of the Council. Members of the Networks shall strive to implement the professional policies of the Council among themselves and in the areas in which they serve. Networks may not adopt, publicize, promote or otherwise convey any policy or principle in the name of the Council which has not been authorized by the Council. Acts of the Networks shall in no way commit or bind the Council.

The Network is responsible for coordinating all programs and/or communications between the Board of Directors and the Network.

Section V. DUES

All applicable dues must be paid directly to the Council as described in Article I, Section IV of the Bylaws.

Section VI. DISSOLUTION

A Network may be dissolved by the Board of Directors.

Section VII. NETWORK ELECTED CHAIR

If a Network has been authorized to conduct an official election by its members of a Chair, that Chair shall serve as a voting member of the Board of Directors. That election will occur with each annual election of the other Board officers and directors. If the Network does not have an elected chair the appointed chair shall be an ex officio member of the Board. He/she shall be responsible to coordinate all Network programs, communicate

with the Board of Directors, and attend all Board meetings as the representative of the Network.

Section VIII. VACANCIES OF THE NETWORK CHAIR

If the office of an elected Chair of a Network becomes vacant, the position shall be filled by the Chair-elect. If the office of an appointed Chair of a Network becomes vacant, the position shall be filled by the appointment of a new Chair by the President and approved by the Board of Directors.

Section IX. ANNUAL REPORT

The Chair of a Network shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of the Network. This report shall be available to the ICHP membership at the Annual Meeting.

ARTICLE VIII. TECHNICIAN REPRESENTATIVE

Section I. DUTIES

The Technician Representative shall serve as a voting member of the Board of Directors of the Council. He/she shall coordinate all technician programs and/or communication between the Board of Directors and the Pharmacy Technician membership of the Council.

Section II. VACANCIES

If the office of Technician Representative becomes vacant the position shall be filled by the Technician Representative-elect if one exists. If a Technician Representative-elect has not yet been elected, Presidential appointment and approval by the Board of Directors is required. The following annual election shall be conducted in the manner described for filling vacancies of Division Directors in Article IV, Section III.

Section III. ANNUAL REPORT

The Technician Representative shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of the Technician Membership of the Council. This report shall be available to the ICHP membership at the Annual Meeting.

ARTICLE IX. BOARD OF DIRECTORS

Section I. COMPOSITION

The Board of Directors shall consist of the President, Immediate Past President, President-elect, Secretary, Treasurer, Executive Vice President, elected Directors, Technician Representative, Chair of the New Practitioners Network, Committee/Network Chairs (ex-officio), Student Representatives, and Editor of *KeePosted*.

Section II. OFFICERS OF THE BOARD

The President of the Council shall serve as the Chair of the Board of Directors. The President-elect shall serve as the Vice-Chair of the Board of Directors. The Secretary shall serve as the Secretary of the Board of Directors.

Section III. COMMITTEES OF THE BOARD

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

(a) COMMITTEE ON FINANCE

The Committee on Finance shall consist of at least six (6) members: the President, the Immediate Past President, the President-elect, the Secretary, the Treasurer, and the Executive Vice President. The Committee on Finance shall establish an operating bank account in the name of the Illinois Council of Health-System Pharmacists, maintaining a general ledger which shall individually record the financial details of the Council's activities. The Committee on Finance shall prepare a budget for the period of January 1 to December 31 of the succeeding year and submit it to the Board of Directors for approval. The annual report of the Finance Committee is the annual report of the Treasurer.

(b) EXECUTIVE COMMITTEE

The Executive Committee shall include the President, Immediate Past President, President-elect, Secretary, Treasurer, and Executive Vice President of the Council. The President shall serve as the committee chairperson. The committee shall meet at least quarterly preceding the Board of Directors meetings, and as deemed necessary by the committee chairperson.

The committee shall be responsible for the appropriate review, fact-finding, and analysis of issues confronting the Council and its Board of Directors. The annual report of the Executive Committee is included as part of the President's Annual Report.

4. NOMINATIONS COMMITTEE

The Nominations Committee shall solicit from the ICHP membership two candidates for each open office of the Council to be elected during the next

scheduled election. The Committee is chaired by the Immediate Past President and is comprised of the Immediate Past President, Executive Vice President and one representative from each of ICHP's local affiliates. The Committee shall present a slate of candidates scheduled for election to office at the meeting of the Board of Directors at the ICHP Annual Meeting or the Board meeting prior to the Annual Meeting.

(d) ANNUAL REPORTS

The Board of Directors may create ad hoc committees and appoint members to conduct activities of the Council at any time. The Chair of any ad hoc committee shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of the committee. It shall be available to the ICHP membership at the Annual Meeting.

Section IV. STUDENT REPRESENTATIVES

Each student chapter will be represented on the Council's Board of Directors by its President or an elected representative. The student representative shall be elected for a one year term. It will be these individuals' responsibility to coordinate all programs and/or communication between the Board of Directors and the student chapter membership.

The Student Representatives shall each prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of their respective chapters. The report shall be available to the ICHP membership at the Annual Meeting. They shall be ex-officio members of the Board and shall attend meetings, if their schedule permits. If the student representative is not able to attend a Board meeting, he/she is encouraged to provide a written report.

Section V. MEETINGS

The Board of Directors shall hold business meetings at least quarterly. The Board shall hold additional meetings at the call of the Chair of the Board or upon the written request of any three (3) Board Members.

Section VI. QUORUM

The number used to calculate a quorum of the Board will be a simple majority of the voting members of the Board. A quorum must be present for the Board of Directors to conduct business and for the meeting to be considered an official meeting of the Board.

Section VII. RESPONSIBILITIES

The Board of Directors shall represent the Council as the official voice for members. The Board of Directors shall have charge of the property of the Council, shall have authority to control and manage the affairs and funds of the Council, and shall make decisions regarding the actions of the Divisions of Council Affairs, Committees, Networks, and Officers. The Board shall act on administrative, fiscal, and other matters that are consistent

with these Bylaws. The Board of Directors shall report on action taken on major policy matters at the ICHP statewide meetings or as those decisions occur.

ARTICLE X. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section I. NOMINATIONS

The Nominations Committee as defined in Article IX Section iii c in these bylaws shall solicit from the ICHP membership two candidates for each open office to be elected during the next scheduled election. Members are encouraged to self-nominate and the Committee is urged to identify candidates from every region of the State. To be considered for nomination a potential candidate must meet the requirements of Article I of these Bylaws as it pertains to the office they seek, and either be a current resident of Illinois or have a current primary pharmacy employment site within Illinois.

Section II. ELECTIONS

No more than 30 days after the Annual Meeting, the ICHP office shall distribute to every eligible voting ICHP member, a ballot containing the name of each candidate accompanied by a brief review of their professional background and statement of candidacy. Ballots shall be returned by mail or electronically to the Secretary or his/her designee within thirty (30) days of the date of ballot distribution. The individual elected to office will be the candidate that received the majority of votes cast. In the event that no candidate received a majority of the votes cast, a run-off election will be held. Results of the election will be reported to all candidates and the current Board of Directors electronically within 7 days and made known to the ICHP members via official communication within 30 days of vote tabulation.

Section III. INSTALLATION AND VOTING PRIVILEGES OF OFFICERS

Individuals elected shall assume office and be installed at the next ICHP Annual Meeting following elections. The President-elect becomes a voting member of the ICHP Board immediately upon election. All other elected individuals will serve as a non-voting elect member of the Board until their installation and will only retain voting privileges in the absence of their predecessor.

Section IV. TERMS OF OFFICE

- (a) The President-elect shall be elected annually and will begin serving immediately upon election to office. At the next Annual Meeting, the President-elect shall assume the office of President.
- (b) The President shall serve for one year, followed by one year of service as Immediate Past President.
- (c) The Secretary shall serve a one-year term as Secretary elect and a term of two years as Secretary.
- (d) The Treasurer shall serve a one-year term as Treasurer-elect and a term of two years as Treasurer. The Treasurer shall be elected in years the Secretary is not elected.

- (e) The Regional and Division Directors shall serve for two years with one-year prior to that term as Director-elect.
- (f) The Pharmacy Technician Representative shall serve for two years with one-year prior to that term as Technician Representative-elect.
- (g) The Chair of the New Practitioner Network shall serve for one year with one-year prior to that term as Chair-elect.
- (h) The Secretary, Treasurer, Regional and Division Directors, Pharmacy Technician Representative, and Chair of the New Practitioner Network shall not serve more than two consecutive terms.

Section V. VACANCIES ON ELECTION BALLOT

The Board of Directors shall fill all vacancies in the list of candidates which may occur by death or withdrawal after the adjournment of the Annual Meeting of the Council and prior to the issuance of ballots.

ARTICLE XI. REPRESENTATION TO AND LIAISON COMMITTEES WITH OTHER ORGANIZATIONS

A representative of the Council appointed to another organization shall not be authorized to make commitments or take an official position on behalf of the Council, without prior approval of the Board of Directors.

Representatives of the Council appointed to liaison committees with other organizations shall be subject to approval of the Board of Directors. The purpose of a liaison committee shall be to act as a service agency to its parent organizations, and to discuss and recommend solutions of problems of mutual interest. All recommendations of a liaison committee shall be subject to approval of its parent organizations. Each liaison committee shall adopt administrative regulations subject to approval by its parent organization.

ARTICLE XII. REMOVAL FOR CAUSE

Any elected ICHP Officer, Affiliate Officer, Division or Regional Director, or other representative of ICHP may be removed from their position as a result of significant neglect of responsibilities, an act or actions detrimental to the Council, a breach of confidentiality or changing their residence or primary pharmacy employment site outside Illinois. The removal shall be determined by a simple majority vote of the members voting within the category of membership who elected the Board member in question during a special election. Prior to any special election, the elected Board member in question will be notified of the concerns, may respond to those concerns and/or be given the option of resignation.

Any appointed ICHP Board Member or other representative of ICHP may be removed from their position as a result of significant neglect of responsibilities, an act or actions detrimental to the Council, a breach of confidentiality or changing their residence or primary employment site outside of Illinois. The removal shall be determined by a two-thirds vote of the Board of Directors present at a regularly scheduled or special official Board meeting. Prior to any vote by the Board of Directors, the appointed Board member in question will be notified of the concerns, may respond to those concerns and/or be given the option of resignation.

ARTICLE XIII. ANNUAL MEETING

The Council shall hold an Annual Meeting and such meetings of the Board of Directors and Divisions of Council Affairs as may be authorized by the Board of Directors, together with the Council's statewide educational program.

ARTICLE XIV. PUBLICATIONS

Section I. OFFICIAL PUBLICATION

The official publication of the Council shall be KeePosted. All papers presented at any meeting of the Council shall become the property of the Council and shall be submitted to the Editor of KeePosted for review and, if suitable, for publication. Papers accepted for publication in KeePosted may be released for publication elsewhere upon the approval of the Editor of KeePosted.

Section II. EDITOR

The Editor of the KeePosted shall be appointed by the Board of Directors for a period of two (2) years. Such appointment is renewable.

ARTICLE XV. OFFICIAL INSIGNIA

The official insignia of the Council shall consist of the inscription "IHP" at the right edge of a replica of the State of Illinois.

ARTICLE XVI. LIQUIDATION

In order to liquidate or dissolve the Council, a two-thirds majority vote to dissolve or liquidate by the Board of Directors followed by a majority vote of current pharmacist and retired pharmacist members must take place. A notice in writing must be provided to all members of ICHP 30 days prior to the vote of the Board of Directors.

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

- (a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision shall be made therefore;
- (b) Assets held by the corporation subject to legally valid requirements for their return, transfer, or conveyance upon dissolution and liquidation shall be returned, transferred, or conveyed in accordance with such requirements; and
- (c) All remaining assets held by the corporation shall be transferred or conveyed without obligation or restriction to the American Society of Health-System Pharmacists Foundation to be used in whatever manner it shall deem appropriate.

ARTICLE XVII. PARLIAMENTARY PROCEDURE

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

ARTICLE XVIII. AMENDMENTS

Every proposal to alter or amend these Bylaws shall be submitted in writing by two (2) or more pharmacist or retired pharmacist members at a meeting of the Board of Directors and shall be approved by a majority of the votes cast at a subsequent meeting of the Board.

Amendments approved by the Board of Directors shall be submitted to the Commission on Affiliate Relations of the American Society of Health-System Pharmacists for review. Following submission to the Commission on Affiliate Relations of the American Society of Health-System Pharmacists, it shall be submitted to the entire ICHP pharmacist and retired pharmacist membership for vote. Approval shall be by a majority of the credentialed ballots returned within thirty (30) days of distribution.

Revised: June 2019