

CHARTER

First The name of the corporation, organized under the provisions of the Non-Profit Corporation Law of the state of Louisiana (R.S. 1950, Title 12, Chapter 2, as amended) is Louisiana Society of Health-System Pharmacists, Inc. (LSHP).

Second The purposes for which LSHP is formed are as follows:

1. To advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health-care settings in the state of Louisiana through
 - A. fostering pharmaceutical care aimed at rational drug therapy.
 - B. developing professional standards for pharmaceutical care.
 - C. fostering an adequate supply of well-trained competent pharmacists and associated personnel.
 - D. developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.
 - E. disseminating information about pharmaceutical care
 - 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 care.
 - H. promoting the economic welfare of pharmacists and associated personnel.
 - I. promoting a team approach to pharmaceutical care to achieve optimal patient outcomes.
2. To foster rational drug use in society such as through advocating appropriate public policies toward that end.
3. To pursue any other lawful activity that may be authorized by LSHP's Board of Directors

Third The address of the registered office of LSHP in the state of Louisiana shall be 8550 United Plaza Blvd. Suite 1001 Baton Rouge (Parish of East Baton Rouge), LA 70809

Fourth LSHP shall be a non-profit corporation and shall not be authorized to issue capital stock. No part of the net earnings of LSHP, current or accumulated, shall inure to the benefit of any private individual, nor shall LSHP be operated for the primary purpose of carrying on a trade or business for profit. LSHP intends to avail itself of any and all tax benefits or exceptions to which it may be entitled under Section 501 of the Internal Revenue Code of 1954 and it shall not operate or engage in any activity nor shall it possess or exercise any power that would substantially risk the loss of such benefits under that code.

Fifth The Board of Directors shall consist of the officers of LSHP, to wit, the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer; four Directors who shall be elected at large by a majority of votes cast by active members; President of affiliated chapters and a Technician Representative as set forth in the Bylaws. The Directors of LSHP shall manage its business affairs. All Directors with the exception of the elected Technician Representative shall be active members of LSHP.

Sixth The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the internal affairs of LSHP:

1. The membership of LSHP shall consist of active members, associate members, students; honorary members, retired members, and such other categories as may be established by the Bylaws. Active members shall be licensed pharmacists in practice in the state of Louisiana who support the purposes of LSHP as stated in the Second Article of this Charter; the other requirements for active membership shall be stated in the Bylaws. Only active members may
 - A. vote as individual members on amendment to this Charter as provided in the Tenth Article of this Charter,

- B. elect the Board of Directors of LSHP, and
 - C. serve as an officer or Director of LSHP with the exception of the elected Technician representative.
2. The definition, rights, and powers, and obligations of each class of members not set forth herein shall be established and limited by the Bylaws.
3. LSHP shall convene a general membership meeting in person or virtually at least once every calendar year.
4. LSHP shall be formally affiliated with the American Society of Health-System Pharmacists, Inc. (ASHP).
5. LSHP may formally recognize, promote, and strengthen relationships with groups of pharmacists in the state of Louisiana when such groups promote and foster the purposes of LSHP.
6. LSHP may establish ongoing cooperative relationships with other organizations in the state of Louisiana when such relationships further the purposes of LSHP.

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

- A. all liabilities and obligations of LSHP shall be paid and discharged, or adequate provision shall be made therefore;
- B. assets held by LSHP 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 all remaining assets held by LSHP shall be transferred or conveyed, without obligation or restriction to the American Society of Health-System Pharmacists Research and Education Foundation, Inc. to be used in whatever manner it shall deem appropriate.
- C. Dissolution shall be defined as a vote by 80% or more of the LSHP Board of Directors to disband or terminate the Louisiana Society of Health-System Pharmacists, ratified by a majority of voting members. Reorganization, restructuring, or disaffiliation from ASHP shall not be considered dissolution of LSHP. See Article 15 of the Bylaws.

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

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

Tenth Any proposed amendment to this Charter must first be submitted to the Board of Directors. Upon approval of the Board of Directors, the Board shall submit the proposed amendment to the general membership meeting. Upon approval of a majority of those active members present and voting, the proposed amendment shall be submitted to the entire active membership for vote by mail ballot or other electronic means in the same manner as in the election of officers as provided in the Bylaws and shall be sent out as part of the ballot for officers.

Eleventh The duration of LSHP shall be perpetual.

BYLAWS

Article 1 NAME and SEAL

- 1.1. The name of the corporation shall be the “Louisiana Society of Health-System Pharmacists, Inc.” which will be referred to as LSHP.
 - 1.1.1. The official corporate seal of LSHP, which shall be used as needed to authenticate documents of LSHP, shall consist of the device of a circle with the word “Seal” in the center surrounded by the words “Louisiana Society of Health-System Pharmacists, Inc.” arranged within the perimeter.
- 1.2. LSHP may adopt and use such trade names, trademarks, services names, and service marks as, in its judgment, are necessary or appropriate to identify or designate its products and services and to carry on its business.
 - 1.2.1. The insignia of LSHP, which is not to be used to denote an official LSHP document, shall consist of the device of a wheel the spokes of which divide the wheel into four quadrants. Around the outer rim of the wheel shall be the inscription, “Louisiana Society of Health-System Pharmacists.” In the upper left-hand quadrant shall be a pelican and her three chicks, symbolic of the state of Louisiana. In the upper right-hand quadrant shall be an open book with a quill pen in an inkbottle, symbolic of “Education”, a major activity of LSHP. In the lower left-hand quadrant shall be a mortar and pestle with flasks and a graduate, symbolic of “Pharmacy” and “Research”, another major activity of LSHP. In the lower right-hand quadrant shall be an upright Greek cross upon which is vertically centered the Bowl of Hygeia. The year of the founding of LSHP shall be placed in the center of the insignia in roman style numerals.
 - 1.2.2. No member, chapter, organizational component, or third party may use any name or mark or the insignia of unless the Board has specifically approved such use in writing.

Article 2 OFFICES and AGENT

- 2.1. LSHP shall continuously maintain in the state of Louisiana a registered office at such place as may be established by the Board of Directors.
- 2.2. LSHP shall continuously maintain a registered agent within the state of Louisiana, which shall be designated from time to time by the Board of Directors.

Article 3 MEMBERSHIP

- 3.1. The classifications of membership in LSHP are as follows:
 - 3.1.1. Active Members: Licensed pharmacists in practice in the state of Louisiana who have paid dues as established by LSHP and support the purposes of LSHP as stated in the Second Article of the LSHP Charter.
 - 3.1.1.1. Only active members may vote on amendments to the Charter, serve as affiliate delegates, and elect or serve as a Director of LSHP with the exception of the elected Technician Representative.
 - 3.1.2. Associate Members: Persons, who have paid the dues as established by LSHP and who, by virtue of vocation, training, education, and interest, wish to further the purposes of LSHP. Associate members shall consist of the following categories:
 - 3.1.2.1. Supporting: individuals other than those who qualify as active members, who, by working in the health services, teaching prospective health-system pharmacists, or otherwise contributing to pharmaceutical care in organized health-care settings, make themselves eligible for membership.

- 3.1.2.2. Pharmacy Intern or Student: individuals enrolled in their first pharmacy degree program in an accredited college of pharmacy.
- 3.1.2.3. Pharmacy Technician Student: individuals enrolled in their first pharmacy technician degree program in a Board of Pharmacy approved pharmacy technician program.
- 3.1.2.4. National: health-system pharmacists who are engaged in practice outside the state of Louisiana; individuals, other than health-system pharmacists, who are interested in health-system pharmacy and reside outside the state of Louisiana.
- 3.1.2.5. Pharmacy Technicians: individuals who are employed as pharmacy technicians in an organized health-care setting.
- 3.1.3. Honorary Members: Persons who shall be elected for life by unanimous vote of the Board of Directors from among individuals who are or have been especially interested in, or who have made outstanding contributions to, health-system pharmacy practice. Honorary members may vote or hold office if otherwise eligible for active membership. No dues shall be required of honorary members.
- 3.1.4. Retired Members: Licensed pharmacists who have retired from active practice who have paid dues as established by LSHP and who support the purposes of LSHP as stated in the Second Article of the LSHP Charter.
- 3.2. The Board of Directors is responsible for establishing dues and membership periods for all categories of membership. Any dues increases in excess of 20% from the prior year shall first be reported to the membership prior to implementation for their review and comment
 - 3.2.1. Persons seeking membership in LSHP shall complete the application process and make payment of dues for the classification of membership being sought.
 - 3.2.2. Payment of dues each year automatically renews membership in LSHP; failure to pay timely dues constitutes termination of membership. If dues are paid after membership has been terminated, LSHP may treat such payment as a reinstatement of membership.
 - 3.2.3. A member may terminate membership at any time by submitting a signed, written statement to LSHP. However, in such case, no dues or fees shall be refunded.
 - 3.2.4. Members shall, at the time of application or at renewal, be classified into the category of membership for which they qualify.
- 3.3. Members of LSHP shall be entitled to receive such services and publications as the Board of Directors establishes.
 - 3.3.1. All active members, associate members, honorary members, and retired members shall receive the official newsletter of LSHP.
 - 3.3.2. The Board of Directors may establish a service or publication as part of dues or for a separate fee and may establish different services and publications and, for various categories of members, different prices for the same service or publication.
 - 3.3.3. Upon termination of membership, a member's right to membership service shall cease.
 - 3.3.4. Nothing herein shall affect the rights of members to vote or attend a general membership meeting; to the extent those rights are set forth in the Charter or Bylaws.
- 3.4. Period of Membership: The period of membership shall be the calendar year.

Article 4 OFFICERS

- 4.1. The officers of LSHP shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer, all of whom shall be active members of LSHP.
 - 4.1.1. The president-elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Immediate Past President, serving each office for one year.
 - 4.1.2. The candidates for Treasurer and Secretary shall be elected on alternating years for a term of two years. No person shall serve more than two consecutive terms as Treasurer or Secretary.

- 4.2. The President shall serve as the principal elected official of LSHP; serve as Chairman of the Board of Directors; At the general membership meeting, report to the members on the actions of the Board of Directors; and on important new activities that affect and further the purposes of LSHP; and communicate with members of LSHP, affiliated chapters, and the public on the activities and policies of LSHP. The President shall act as the official spokesperson for LSHP.
 - 4.2.1. With the approval of the Board of Directors, the President shall annually appoint chairmen and members of the committees set forth in Article 6 of these Bylaws, and any ad hoc committees or group that the Board of Directors establishes, based on the strategic plan.
 - 4.2.2. The President shall be an ex-officio, non-voting member of all committees of the Board of Directors and all ad hoc committees.
 - 4.2.3. The President shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of LSHP.
- 4.3. The President-Elect shall perform the duties of the President in the President's absence; succeed to that office upon the death, resignation, or inability of the President to perform the duties of that office; serve as Vice Chairman of the Board of Directors; and assist in communicating the policies and activities of LSHP to its affiliated chapters, members, and the public.
 - 4.3.1. The President-Elect shall communicate to the membership on those issues and activities that may affect and further the purposes of LSHP.
 - 4.3.2. The President-Elect shall report to the Board of Directors on official activities and shall advise the Board of Directors on such matters as may further the purposes of LSHP.
 - 4.3.3. A President-Elect who succeeds to the office of President as provided in paragraph 4.3 shall serve out both the unfinished term to which he or she has succeeded and the term to which he or she would have succeeded in due course.
 - 4.3.4. The President-Elect shall be nominated as set forth in Article 8 of these Bylaws and elected by the active membership of LSHP as set forth in Articles 9 and 10 of these Bylaws.
- 4.4. The Immediate Past President shall perform the duties of the President in the temporary absence of both the President and President-Elect.
 - 4.4.1. The Immediate Past President shall report to the Board of Directors on his or her activities and shall advise the Board of Directors on such matters as may further the purposes of LSHP.
 - 4.4.2. The Immediate Past President shall serve as the chair of the Nominations Committee.
- 4.5. The Treasurer shall serve as the chairman of the Committee on Finance and Audit, as specified in paragraph 5.2; be responsible for overseeing conservation and prudent investment of the assets and funds of LSHP; assure expenditure of funds is in accord with the programs, priorities, and budget established by the Board of Directors; and regularly inform the Board of Directors and general membership on the financial strength and needs of LSHP.
 - 4.5.1. No monies shall be disbursed except upon signature either of the Treasurer or the Secretary or the President as outlined in the Financial Policy. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursement and make sure that current and projected income and expenses meet the budget of LSHP.
 - 4.5.2. The Board of Directors may at all times inspect and verify the books and accounts of LSHP.
 - 4.5.3. The Treasurer shall review and report upon the long-term financial projections and plans of LSHP.
 - 4.5.4. The Treasurer shall be nominated as set forth in Article 8 of these Bylaws and elected by the active membership as set forth in articles 9 and 10 of these Bylaws
- 4.6. The Secretary shall be responsible for maintenance of an accurate record of the meetings of the Board of Directors, general membership meetings, Bylaws, and such other activities of LSHP as the Board of Directors may direct. The Secretary shall give all notices required by law. The Secretary shall have authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature.
 - 4.6.1. The Secretary shall be nominated as set forth in Article 8 of these Bylaws and elected by the active membership as set forth in articles 9 and 10 of these Bylaws

- 4.7. The manner of filling vacancies of any office shall be as follows:
 - 4.7.1. The provision of paragraphs 4.3 and 4.3.3 shall apply.
 - 4.7.2. If the President-Elect shall be permanently unable to perform the duties of the office, the office shall remain vacant until such time as a successor can be elected. The Committee on Nominations shall present the names of the candidate(s) to the Board of Directors for approval, and following approval, an election shall be conducted as set forth in articles 9 and 10 of these Bylaws.
 - 4.7.3. If both the President and the President-Elect shall become permanently unable to perform the duties of their offices, the Board of Directors shall appoint a president pro tempore from among their number to serve for the remaining portion of the unexpired term. At the next yearly meeting of the membership, the Committee on Nominations shall present nominations for the offices of President and President-Elect, and an election shall be conducted in accordance with the provision of Article 9 of these Bylaws.
 - 4.7.4. If the Secretary or the Treasurer becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill that vacancy from among the active members of LSHP.
 - 4.7.5. If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Directors shall appoint a Director of LSHP to perform the duties of that office for the remainder of the unexpired term.
- 4.8. The following miscellaneous provisions shall apply:
 - 4.8.1. To the extent not prohibited by these Bylaws, the officers may also exercise the powers that, by statute or otherwise, are customarily exercised by officers holding such offices or that may be established by the Board of Directors. The Board may authorize one or more officers or other designees to execute any contract, lease, debt obligation, or other form of agreement on behalf of LSHP.
 - 4.8.2. Except to the extent specifically authorized by the Board of Directors, no officer shall be entitled to any compensation for services. In accordance with policies established by the Board of Directors, officers may be reimbursed for reasonable expenses incurred in discharging the functions of the office.

Article 5 BOARD of DIRECTORS

- 5.1. The Board of Directors shall consist of the five officers, four directors at large, two directors at large elect presidents of affiliated chapters, and one Technician Representative.
 - 5.1.1. Individuals serving as an officer, director at large, technician representative, or president of an affiliated chapter as well as officers or directors shall have a single vote on Board matters. Individuals serving as director at large-elect shall be non-voting members
 - 5.1.2. The four directors at large shall succeed without lapse from the office of director at large-elect and shall serve a term of two years. No director at large may serve more than two consecutive term.
 - 5.1.3. Two directors at large elect shall be nominated as set forth in article 8 of these Bylaws and elected as set forth in articles 9 and 10 of these Bylaws, shall serve a term of one year, and shall succeed without lapse to the office of director at large. No director at large may serve more than two consecutive terms.
 - 5.1.4. The Technician representative shall be nominated as set forth in article 8 of these Bylaws and elected by the active membership as set forth in articles 9 and 10 of these Bylaws, and shall serve a term of two years. No technician representative may serve more than two consecutive terms.
 - 5.1.5. The president of an affiliate chapter shall be nominated and elected by the members of the affiliated chapter and shall serve at the pleasure of that chapter.
- 5.2. The manner of filling vacancies in the Board of Directors shall be as follows:
 - 5.2.1. If an officer is unable to serve, the provisions of paragraph 4.7 shall apply.

- 5.2.2. If a director at large is unable to serve and none of the director at large-elects may serve in the interim, the remaining members of the Board may fill the vacancy by appointing an active member of LSHP to serve until their successor has been installed. The Board shall instruct the Committee on Nominations to solicit candidates for that position as prescribed in article 8.
- 5.2.3. If a director at large-elect is unable to serve, the remaining members of the Board may fill the vacancy by appointing an active member of LSHP to serve until their successor has been installed. The Board shall instruct the Committee on Nominations to solicit candidates for that position as prescribed in article 8.
- 5.2.4. If a technician representative is unable to serve, the remaining members of the Board may fill the vacancy by appointing a technician associate member of LSHP to serve until their successor has been installed. The Board shall instruct the Committee on Nominations to solicit candidates for that position as prescribed in article 8.
- 5.3. The Board of Directors shall meet at least four (4) times a year. Additional meetings may be called upon the written or electronic request of the President or any three members of the Board.
 - 5.3.1. The Secretary shall establish the time and place of scheduled and special meetings and shall give the Directors reasonable advance notice thereof by mail or other mode of transmittal.
 - 5.3.2. No Director shall be entitled to any compensation for services. Pursuant to policies adopted by the Board, Directors may be reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors and in discharging the functions of their office, at the discretion of the Board.
 - 5.3.3. In lieu of proxies, each member of the Board of Directors shall be permitted to attend the Board of Directors, and any other required meetings, via technological means such as conference calls and videoconferencing.
 - 5.3.4. Any Officer or the Board, Director at Large, or Technician Representative of the Board of Directors who has more than two absences annually shall automatically vacate that office, and the vacancy shall be filled by the Board of Directors in the manner prescribed elsewhere in these Bylaws.
- 5.4. The Board of Directors shall manage the affairs of LSHP, establish policies within the limits of the Bylaws, actively pursue the purposes of LSHP, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors through its Committee on Finance and Audit shall develop and approve an annual budget, establish financial goals for LSHP, and oversee the financial operations of LSHP. The Board of Directors shall establish and review long-term objectives of LSHP and establish the priority of all programs and activities. The Board may establish whatever rules and regulations for the conduct of its business it deem advisable, and may appoint whatever agents it considers necessary to carry out its powers.
 - 5.4.1. The Board of Directors may establish commissions, committees, and task forces and designate representatives to other organizations.
 - 5.4.2. The Board of Directors may make contributions of LSHP assets to other organizations for research and education activities of benefit to health-system pharmacists. The Board may also accept grants, contributions, gifts, bequests, or devices to further the purposes of LSHP.
 - 5.4.3. The Board of Directors shall create, review, and modify the professional policies of LSHP and make those policies available to the membership for approval electronically. The Board of Directors shall approve, modify, refer, or disapprove all recommendations of the components of LSHP set forth in Article 6 and any committee or group created by, or which reports to, the Board of Directors. Further, the Board of Directors shall report annually to the membership how it has handled such recommendations.
 - 5.4.4. The Board of Directors shall approve all nominations to all committees, except as membership is specified in Article 5 and 6.
 - 5.4.5. The Board of Directors may establish and modify administrative policies, not inconsistent with these Bylaws, for the conduct of its business and for the conduct of the business of LSHP and its components.

- 5.4.6. The Board of Directors and the officers shall tender reports at such times and in such a manner as are required by Bylaws. This shall occur at each of the four (4) required Board of Directors Meetings.
- 5.5. The Committee on Finance and Audit shall report to the Board and shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, LSHP Executive Director (ad hoc member), and the Treasurer; the Treasurer shall serve as the Chair of this Committee. The Committee on Finance and Audit shall prepare a budget for the forthcoming year and submit it to the Board of Directors for approval; review, assess, and monitor operations of LSHP to assure that budget objectives are met or that appropriate changes thereto are made; review and assess performance of investments and assets of LSHP; review all investment policies and financial policies of LSHP; conduct long-range financial planning; oversee the responsibilities of the Treasurer set forth in paragraph 4.5; and oversee the financial operations of LSHP.

Article 6 COMMITTEES

- 6.1. The committees and joint committees set forth as follows are components of LSHP and shall operate to further the purposes of LSHP.
- 6.1.1. LSHP shall have committees that shall function in a developmental and advisory capacity, developing programs authorized by the Board of Directors, and recommending programs and policies to the Board of Directors in the various areas of interest. The committees shall consist of a chairman and those members appointed by the President with the approval of the Board of Directors. The President shall appoint a Director to each committee who shall attend all meetings of the committee as an observer and present committee recommendations to the Board of Directors.
- 6.1.2. The President, with the approval of the Board of Directors, may establish and appoint joint committees with other organizations. Joint committees shall meet to discuss and recommend to each parent organization solutions to problems of mutual interest.
- 6.2. The components of LSHP set forth in this Article 6 shall have only those powers granted herein. The Board of Directors may establish administrative guidelines for these entities.
- 6.2.1. In no case shall such components independently contact other organizations, seek or attempt to secure funds from outside LSHP, or commit any funds of LSHP.

Article 7 GENERAL MEMBERSHIP MEETING

- 7.1. A yearly meeting shall be held at such time and place as may be established by the Board of Directors; the society shall conduct such business as may come before it. Meetings may be in person or virtual. Special meetings may be called by the President or the Board of Directors, or upon written or electronic request of 25 active members, provided that such request contains the specific topic(s) to be considered at that meeting.
- 7.1.1. The Secretary shall use reasonable means to notify the membership at least 30 days in advance of its yearly meeting and any special meeting to encourage their participation.
- 7.1.2. A majority of active members present, in person or virtually, and voting shall constitute a quorum at any meeting duly convened
- 7.2. The society shall conduct its business at its yearly meeting.
- 7.2.1. The general membership meeting shall review and oversee the professional affairs of LSHP to further its purposes.
- 7.2.1.1. Individual members may make recommendations to the Board of Directors on such matters as each member deems appropriate.

7.2.2. The general membership meeting shall, except as is otherwise specifically provided for in these Bylaws, have no authority over the financial affairs of LSHP.

7.2.3. The President shall preside at all general membership meetings, shall be a member of the Board of Directors, and shall represent the membership at all Board meetings.

Article 8 NOMINATIONS of OFFICERS, DIRECTORS, and TECHNICIAN REPRESENTATIVE

- 8.1. A call for nominations for candidates for officers and directors at large and technician representative, shall be disseminated to allow members to suggest qualified candidates for nomination. Members are encouraged to nominate themselves if they have a desire to serve. Nomination forms shall not require the identification of the person submitting the form.
- 8.2. The Nominations Committee shall solicit additional names of possible candidates for office using such other means as it determines to be appropriate.
- 8.3. Candidates for officers and directors, except for the Technician Representative, must be current, Active members of the LSHP and must reside in or have their primary place of employment located within the state of Louisiana.
- 8.4. Prior to reporting the name of any candidate, the Committee shall confirm that the candidate is eligible and willing to serve.
- 8.5. The Committee shall submit to the general membership one or more reports nominating one or more candidates for the office of President-Elect, Secretary, Treasurer, technician representative and at least two candidates for each Director at large to be elected. The Committee shall submit nominations for Secretary and Treasurer on alternate years. The reports of the Committee shall not be subject to amendment and shall be the exclusive source of nominations for these offices.
- 8.6. Nominations and elections for individuals representing Louisiana in the American Society of Health System Pharmacists (ASHP) House of Delegates shall be conducted and managed by ASHP. Individuals so elected shall serve a term of two years.

Article 9 ELECTIONS

- 9.1. The officer elected shall be the individual who receives the highest number of votes cast on the first ballot. In the event of a tie, additional elections shall be conducted until one person receives the highest number of votes. .
- 9.2. The directors at large elected shall be the two individuals who receive the highest number of votes cast on the first ballot. In the event of a tie for the second highest number of votes, additional elections shall be conducted until one person receives the highest number of votes.
- 9.3. Newly elected board members will be installed at the first board meeting following their election.

Article 10 BALLOTS

- 10.1. The names of the candidates for President-Elect, Secretary, Treasurer (on alternate years) and Directors of LSHP shall be submitted by mail or electronic transmission to every active member of LSHP. The members shall indicate on the ballot a choice of candidates for the offices to be filled and return the ballot by mail or electronic transmission within 30 days of the date on the ballot.
- 10.2. The ballots, electronically transmitted within 30 days of the date printed on the ballot, will be submitted to the Nominating Committee or designee, who shall oversee counting of ballots and shall certify the results of the election to the Secretary. The Secretary shall notify all candidates of the results of the election, and the results of the election shall also be disseminated to the membership.
- 10.3. The Board of Directors shall fill all vacancies in the list of candidates that may occur by death or resignation as soon as possible.

Article 11 AFFILIATED LOCAL CHAPTERS

- 11.1. LSHP shall recognize groups of health-system pharmacists representing health-system pharmacy within the state of Louisiana when such groups promote the purposes of LSHP.
 - 11.1.1. LSHP shall establish standards and criteria that a group must meet to be affiliated with LSHP.
 - 11.1.2. LSHP shall promote and strengthen affiliations with affiliated chapters to further the purposes of LSHP.
 - 11.1.3. Affiliated chapters shall promote the standards and policies of LSHP.
 - 11.1.4. Affiliated chapters may use the insignia of LSHP and note its affiliation with LSHP under such terms and conditions as may be established by the Board of Directors.
 - 11.1.5. Affiliated chapters may avail themselves of those services provided by LSHP for affiliated chapters within the limits of its resources. LSHP shall endeavor to provide services, benefits, and programs to assist affiliated chapters in furthering the purposes of LSHP and in furthering the organizational strength of affiliated chapters.

Article 12 MISCELLANEOUS

- 12.1. The following terms used in these Bylaws shall mean the following:
 - 12.1.1. "Notice" shall be either delivered personally or mailed (or electronic mail [e-mail]) to the address of the person to receive such notice. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage paid thereon. If such notice is given by e-mail, it shall be deemed delivered when the content of the e-mail is transmitted to the appropriate service provider.
- 12.2. At the direction of the Board of Directors, any officer or employee of LSHP shall furnish, at the expense of LSHP, a fidelity bond, in such a sum as the Board shall provide.
- 12.3. LSHP may indemnify each Director, officer, former Director, and former officer of LSHP against expenses (including attorneys' fees), judgments, fines, penalties, and settlements actually and necessarily incurred by that person in connection with or arising out of any proceeding in which that person may be involved as a party or otherwise by reason of being or having been such Director or officer.
 - 12.3.1. No indemnification shall be made until the Board of Directors of LSHP shall have determined that indemnification is proper.
 - 12.3.2. The procedure and standard for indemnification shall be governed by the applicable sections of Louisiana law.
- 12.4. If any provision of these Bylaws should, for any reason, be held to be invalid, the validity of any other provision is not thereby affected.
- 12.5. Whenever the Board of Directors is given authority with respect to any matter, that authority shall include the ability to modify, change, stop, or eliminate that matter at any time.
- 12.6. The business of the general membership meeting shall be conducted in accord with such rules of Procedure as the membership may establish and, to the extent not covered therein, by the latest edition of Robert's Rules of Order. In no case shall any such rule conflict with the Charter or these Bylaws.
- 12.7. The fiscal year of LSHP shall be the calendar year.
- 12.8. The proceedings of the general membership meeting and the Board of Directors and other official business of LSHP shall be published in the official newsletter of LSHP.

Article 13 AMENDMENTS

- 13.1. Any proposed amendment to these Bylaws must first be submitted to the Board of Directors. Upon approval of the Board of Directors, the proposed amendment will be submitted to the general membership

meeting. Upon approval of a majority of those active members present and voting, the amendment shall become effective.

Article 14 AMERICAN SOCIETY OF HEALTH-SYSTEM PHARMACISTS

14.1. LSHP shall be affiliated with the American Society of Health-System Pharmacists. The Board of Directors shall coordinate the nomination and election of delegates and alternates to the ASHP House of Delegates.

14.2. Other organizations

14.2.1. There may be other organizations where there is a mutual desire to affiliate with the Society. The Society is supportive of such affiliations, which have the underlying goal to promote and improve health-system pharmacy practice.

14.2.2. All affiliations with the Society shall be with the approval of the Board of Directors. Affiliation with the Society may be denied, suspended, or revoked by the Board of Directors.

Article 15 DISSOLUTION of LSHP

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

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

15.1.2. 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; and

15.1.3. All remaining assets held by the Society shall be transferred or conveyed, without obligation or restriction, to the American Society of Health-System Pharmacists Research and Education Foundation to be used in whatever manner it shall deem appropriate.

15.2. Dissolution shall be defined as a vote by 80% or more of the LSHP Board of Directors to disband or terminate the Louisiana Society of Health-System Pharmacists, ratified by a majority of the voting members. Reorganization, restructuring, or disaffiliation from the American Society of Health-System Pharmacists shall not be considered dissolution of LSHP.

CERTIFICATE of REVISION

The bylaws (last certified in 1999) were revised by the replacement of the House of Delegates with the General Membership Meeting as the entity to manage the business of the organization. Thus, extensive revisions were made to Article 7, with some minor modifications to Article 4, 8, and 9. Article 3 was amended to change "pharmacy support personnel" to "pharmacy technicians". Another section of Article 3 was amended to transfer authority for dues rates from the membership to the Board of Directors. Article 5 was amended to delete the specific maximum size of the Board of Directors. Finally, Article 9 was amended to provide for the use of e-mail as official notice. These amendments were approved by the Board of Directors on January 18, 2002, subsequently reviewed and approved by ASHP, then approved by the LSHP House of Delegates on April 6, 2002. I certify this document to be a true and correct version of the LSHP Bylaws. Attested to on this 14th day of July in 2002.

A handwritten signature in black ink, appearing to be "J. W. ...", is written over the text of the certificate.

Jim Witchen, LSHP Secretary

CERTIFICATE of REVISION

This charter (last certified in 1995) was revised by the replacement of the House of Delegates with the General Membership Meeting as the entity to manage the affairs of the organization. Thus, the Sixth and Tenth articles were amended. The Fifth article was also amended by the removal of the specific maximum number of directors. Finally, the Seventh article was amended to specify that any remainder assets following dissolution should be directed to the ASHP Research & Education Foundation. These amendments were approved by the Board of Directors on January 18, 2002, subsequently reviewed and approved by ASHP, approved by the House of Delegates on April 6, 2002, and then approved by the entire active membership in a mail ballot, the results of which were certified by the Board of Directors on October 4, 2002.

I certify this document to be a true and correct version of the LSHP Charter. Attested to on this 4th day of October in 2002.

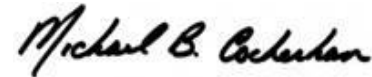


Jim Winchen, LSHP Secretary

CERTIFICATE of REVISION

The bylaws were revised by the change in the Method of Elections to allow for electronic voting beginning with the 2010 election (Article 7, Section 7.3.3.1); the restructuring of the LSHP Committees (Article 6) including charges to the committee and the addition of committees as well as the procedure for nomination of Board of Directors members and officers (Article 7, Section 7.3.3.2, 7.3.3.3 and 7.3.3.4).

These amendments were approved by the Board of Directors on May 21, 2009, after review and approval by ASHP, and then approved by the LSHP General Membership on May 23, 2009. I certify this document to be a true and correct version of the LSHP Bylaws. Attested to on this 6th day of August in 2009.



Michael B. Cockerham, LSHP Secretary

CERTIFICATE of REVISION

The bylaws were revised by the change addition of a Technician Representative to the Board of Directors including terms, election process and membership (Article 3, 5 and 7)

These amendments were approved by the Board of Directors on October 19, 2012, after review and approval by ASHP, then approved by the LSHP General Membership on May 22, 2013. I certify this document to be a true and correct version of the LSHP Bylaws. Attested to on this _____

Helen Calmes, LSHP Secretary

The bylaws were revised by the change addition of a voting Technician Representative to the Board of Directors including terms, election process and membership (Article 3, 5 and 7)

These amendments were approved by the Board of Directors on October 19, 2012, after review and approval by ASHP, and then approved by the LSHP General Membership on May 25, 2012. . I certify this document to be a true and correct version of the LSHP Bylaws. Attested to on this May 25, 2012.



Helen Calmes, LSHP Secretary

CERTIFICATE of REVISION

This charter (last certified in 1995) was revised by the replacement of the House of Delegates with the General Membership Meeting as the entity to manage the affairs of the organization. Thus, the Sixth and Tenth articles were amended. The Fifth article was also amended by the removal of the specific maximum number of directors. Finally, the Seventh article was amended to specify that any remainder assets following dissolution should be directed to the ASHP Research & Education Foundation.

This charter (last certified in 2002) was revised by adding an elected Technician Representative as a voting member of the Board of Directors. These amendments were approved by the Board of Directors on October 2012, subsequently reviewed and approved by ASHP, approved by the general membership on May 22, 2013, voted on and passed October 10, 2014. Language was pending review of ASHP and LSHP BOD.

This charter (last certified in 2002) was revised by adding an elected Technician Representative as a voting member of the Board of Directors, additional language for Dissolution of LSHP and Dissolution of the LSHP Affiliate Chapter, and ASHP Chapter status (sections 7.3.5, Articles 13 and 14). These amendments were approved by the Board of Directors on October 19, 2012, subsequently reviewed and approved by ASHP, approved by the general membership on May 22, 2014.

I certify this document to be a true and correct version of the LSHP Charter. Attested to on this 22nd day of May 2015.



Helen Calmes, LSHP Secretary

CERTIFICATE of REVISION

The bylaws (last certified in 2015) were revised by the general membership present at the 2018 Annual Membership Meeting. Minor housekeeping modification were made to Articles 3, 7, 8 and 13. Articles 4, 5, and 9 had extensive revisions made including the removal of portions to be placed into to a policy and procedure manual which will be approved by the General Membership by means of an electronic vote. Article 5.3.3 was removed to stop the use of proxies at board meetings. Finally, Article 10 was amended to allow for all elections to be held electronically. These amendments were approved by the Board of Directors on September 29, 2018 then approved by the LSHP General Membership on May 25, 2018. I certify this document to be a true and correct version of the LSHP Bylaws. Attested to on this 25th day of July in 2018.

I certify this document to be a true and correct version of the LSHP Charter. Attested to on this 13th day of August 2018.



Kisha Gant, LSHP Secretary

CERTIFICATE OF REVISION

The bylaws (last certified 2018) were revised the general membership present at a special general membership meeting on December 1, 2020. Modifications were made in Articles 6 and 10 to allow for virtual meetings and electronic means of voting and communication. Articles 4.1.1, 4.1.2, 4.4.2, 4.5.4, 4.6.1, and 4.8.1 were modified to clarify the succession of offices, limit terms for the Secretary and Treasurer and clarify who may vote. Article 5 had minor modifications to clarify the composition of the board and their election process and terms. Articles 5.3 and 7.1 were amended to allow meeting flexibility throughout the year. Article 9 was modified for general housekeeping for additions and deletions elsewhere in the bylaws. These amendments were approved by the Board of Directors on June 26, 2020 then approved by the general membership on December 1, 2020. I certify this document to be the true and correct version of the LSHP Bylaws. Attested to on this 11th day of January in 2021.



Katie Aymond, LSHP Secretary