

GOVERNANCE

THE ASSOCIATION OF BLACK HEALTH–SYSTEM PHARMACISTS

CONSTITUTION

Article 1. The name of the corporation is Association of Black Health–System Pharmacists, Inc. (ABHP).

Article 2. The purpose for which ABHP is formed is to promote the value and vision of all pharmacists, but particularly black and other minority group pharmacists, as integral members of the health–care team in order to allow full utilization of their clinical and drug use control functions that would be beneficial in the health–systems. The ABHP shall foster collaboration, leadership, education, advocacy, and research that improve the health status and quality of life of minority patients and to advance the practice of black and other minority pharmacists in the health systems. The ABHP shall strive to support the goals and objectives of the American Society of Health–System Pharmacists (ASHP), which shall include the following:

1. To advance public health by promoting the professional interests of all pharmacists practicing in hospitals and other organized health care settings through:
 - a. Fostering pharmaceutical services aimed at drug–use control and rational drug therapy.
 - b. Developing professional standards for pharmaceutical services.
 - c. Fostering an adequate supply of well–trained, competent pharmacists and associated personnel.
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.

- e. Disseminating information about pharmaceutical services and rational drug use.
 - f. Improving communication among pharmacists, other members of the health care industry, and the public.
 - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
 - h. Promoting the economic welfare of pharmacists and associated personnel.
2. To foster rational drug use in association such as through advocating appropriate public policies toward that end.
3. Recognize professional achievements of members and their contributions to pharmacy practice

Article 3. ABHP shall be a not–for–profit corporation and shall not be authorized to issue capital stock. No part of the net earnings of ABHP, current or accumulated, shall inure to the benefit of any private individual, nor shall ABHP be operated for the primary purpose of carrying on a trade or business for profit. ABHP intends to avail itself of any and all tax benefits or exemptions to which it may be entitled under Section 501 of the Internal Revenue Code of 1954, and it shall not operate or engage in any activity nor shall it possess or exercise any power that would substantially risk the loss of such benefits under that Code.

Article 4. The number of Directors of ABHP shall be 6, which number may be increased or decreased only by amendment to this Constitution. The Board of Directors shall consist of six Directors who shall be elected at large by a majority of votes cast by active members; and the officers of ABHP, to

wit, the President, the President-elect, the Immediate Past President, the Treasurer, and the Secretary. The President of the Association shall serve as Chairman of the Board of Directors. The Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, as set forth in the Bylaws. The Directors of ABHP shall manage its business affairs. All Directors shall be active members of ABHP.

Article 5. The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the internal affairs of ABHP:

1. The membership of ABHP shall consist of active members, associate members, honorary members, and such other categories as may be established in the Bylaws. Active members shall be licensed pharmacists who support the purposes of ABHP as stated in the Article Two of this Constitution; 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 Constitution as provided in the Constitution; (b) elect the Directors of ABHP, and (c) serve as a Director of ABHP. The definition, rights, powers, and obligations of each class of members not set forth herein shall be established and limited by the Bylaws.
2. ABHP may establish and shall try to promote and strengthen ongoing cooperative relationships with other organizations when such relationships further the purposes of ABHP.
3. ABHP shall try to formally recognize, promote, and strengthen relationships with groups of pharmacists when such groups promote and foster the purposes of ABHP.

Article 6. Upon termination, dissolution, or winding up of ABHP, any assets that remain after payment or provision for payment of all of its liabilities, debts, and obligations shall be distributed by the Board of Directors only to one or more organized charitable, educational, scientific,

or philanthropic organizations duly qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or under such successor provision of the Internal Revenue Code as may be in effect at the time of termination, dissolution, or winding up of ABHP). Under no circumstances shall any assets be distributed to any member of ABHP.

Article 7. The private property of the members, officers, Directors, and employees of ABHP shall not be subject to payment of any debts or obligations of ABHP.

Article 8. The Bylaws shall delineate the authority of the Board of Directors and govern the internal affairs of ABHP. The Bylaws may be amended as provided therein.

Article 9. Any proposed amendment to this Constitution must first be submitted to the Board of Directors as written proposal, signed by at least two (2) active members in good standing. The proposed amendment will be included as an agenda item for the next Board of Directors meeting following receipt of the proposal. The initiators of the proposed amendment will be contacted to present the proposal to the Board of Directors. Upon review, the Board shall submit the proposed amendment to the members at an Open Forum for debate.. Upon approval of a majority of the active voting member then present and voting, it shall be submitted to the entire active membership for vote by mail ballot in the same manner as in the election of officers as provided in the Bylaws and shall be sent out as part of the ballot for officers. A majority of the voting members returning the mail ballot within twenty (20) days of the postmark of the ballot shall be required to adopt the amendment

Article 10. The duration of ABHP shall be perpetual.

BYLAWS

ARTICLE 1. NAME AND SEAL

Section 1.1. The name of the corporation shall be the “Association of Black Health-System Pharmacists, Inc.,” which will be referred to as ABHP.

1.1.1. The official corporate seal of ABHP, which shall be used as needed to authenticate documents of ABHP, shall be fabricated by the president as necessary to conduct business and shall be securely kept at the principle office of the association.

Section 1.2. ABHP may adopt and use such trade names, trademarks, service names, and service marks as, in its judgment, are necessary or appropriate to identify or designate its products and services and to carry on its business.

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

ARTICLE 2. MEMBERSHIP

Section 2.1. Membership shall be open to all qualified pharmacists regardless of race, creed, sex, or national origin. The classifications of membership in ABHP are as follows:

2.1.1. **Active Members:** Pharmacists licensed or practicing in any state, district, or territory of the United States, who have paid dues as established by ABHP and who support the purposes and goals of ABHP as stated in the Article second of the ABHP Constitution.

2.1.1.1 Only Active members may vote on amendments to the Constitution, serve as officers, and elect or serve as a Director of ABHP.

2.1.2. **Retired Members:** Pharmacists who have been active in the association and have retired will be eligible to qualify and apply

for retired membership. Pharmacists engaged in part time employment are not eligible for retired membership.

2.1.2.1 Retired members may vote on amendments to the Constitution, serve as delegates, and elect or serve as a Director of ABHP.

2.1.3. **Associate Members:** Persons who have paid the dues as established by ABHP and who, by virtue of vocation, training, education, and interest, wish to further the purposes and goals of ABHP. Associate members shall consist of the following categories:

2.1.3.1. **Supporting:** Individuals, other than those who qualify as active members, who by working in the health services, teaching prospective pharmacists, or otherwise contributing to pharmacy services provided in organized health care systems, make themselves eligible for membership.

2.1.3.2. **Student:** Individuals enrolled full time in a pharmacy practice degree program (graduate or under-graduate) in an accredited college of pharmacy. Licensed pharmacists enrolled in a post-baccalaureate doctor of pharmacy program or other graduate degree programs are not eligible for student membership.

2.1.3.3. **Pharmacy Support Personnel:** Technicians and other individuals who are employed as support personnel in a health care system.

2.1.4. *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, pharmacy practice in organized health care systems. Honorary members may vote or hold office if otherwise eligible for active membership. No dues shall be required of honorary members.

Section 2.2. The Board of Directors shall establish dues and membership periods for all members.

2.2.1. Persons seeking membership in ABHP shall complete the application form and enclose payment of dues for the classification of membership being sought.

2.2.2. Payment of dues each year automatically renews membership in ABHP; failure to pay timely dues constitutes termination of membership. If dues are paid after membership has terminated, ABHP may treat such payment as a reinstatement of membership.

2.2.3. A member may terminate membership, at any time, by submitting a signed, written statement to ABHP.

2.2.4. Members shall, at the time of application or at renewal, be classified into the category of membership for which they qualify.

ARTICLE 3. OFFICERS

Section 3.1. The officers of ABHP shall be the President, the President-elect, the Immediate Past President, the Treasurer, and the Secretary, all of whom shall be active members of ABHP.

3.1.1. The President-elect shall be elected annually for a term of one year and shall succeed successively to the office of

President and then to the office of Immediate Past President, serving for one year in each office.

3.1.2. The Secretary shall be elected biennially during an odd year for a term of two years

3.1.3. The candidates for Treasurer shall be chosen by the Board of Directors for a term of office of three years. No person shall serve more than two successive terms as Treasurer.

3.1.4. Each newly elected officer shall be installed at the Annual ABHP Meeting.

3.1.5. The President-elect will be installed at the first Board Meeting following the election.

Section 3.2. The President shall serve as the principal elected official of ABHP; serve as Chair of the Board of Directors; serve as Vice-Chair of the Nominations Committee; communicate to the required parties on the actions of the Board of Directors and on important new activities that affect and further the purposes of ABHP; and communicate with members of ABHP, affiliated organizations, and the public on the activities and policies of ABHP.

3.2.1. With the approval of the Board of Directors, the President shall annually appoint Chairs and members of the councils, committees, and other appropriate components set forth in Article 6 and any ad hoc committee, parliamentarian, or groups that the Board of Directors establishes.

3.2.2. The President shall be an ex-officio member of all councils and committees of the Board of Directors and all ad hoc committees.

Section 3.3. The President-elect shall perform the duties of the President in the President's absence; succeed to that office upon the death, resignation, or inability of the President to perform the duties of that office; serve as Vice Chair of the Board of Directors; and assist in communicating the policies and

activities of ABHP to its affiliated organizations, members, and the public.

3.3.1. A President–elect, who succeeds to the office of President as provided in this section, 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.

3.3.2. The President–elect shall be elected by the active membership of ABHP as set forth in Article 5 of these Bylaws.

Section 3.4. The Immediate Past President shall perform the duties of the President in the **temporary** absence of both the President and President–elect, and serve in such other capacity as may be designated by the Board of Directors.

3.4.1. The Immediate Past President shall report to the Board of Directors on his or her activities.

3.4.2. The Immediate Past President shall serve as Chair of the Research and Education Foundation; and Chair of the Nominations Committee.

Section 3.5. The Treasurer shall be responsible for overseeing conservation and prudent investment of the assets and funds of ABHP; 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 members on the financial strength and needs of ABHP.

3.5.1. No monies shall be disbursed except upon signature of the Treasurer and the President. The Treasurer shall periodically review and approve internal controls designed to assure proper control of funds and disbursements and make sure that current and projected income and expenses meet the budget of ABHP.

3.5.2. The Board of Directors may, at all times, inspect and verify the books and accounts of ABHP.

3.5.3. The Treasurer shall review and report upon the long–term financial projections and plans of ABHP.

Section 3.6. The Secretary shall be responsible for keeping and maintaining an accurate record of the meetings of the Board of Directors, and such other activities of ABHP as the Board of Directors deemed necessary. 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.

3.6.3. The Secretary shall, by virtue of the office, be a nonvoting member of all councils and committees of the Board of Directors; and any other committee or component group established by the Board of Directors.

3.6.3.1. A copy of all committee reports shall be sent to the Secretary

3.6.4. The Secretary shall be chosen by vote of the membership and serve at the pleasure of the Board of Directors.

Section 3.7. The manner of filling vacancies of any office shall be as follows:

3.7.1. The provision of Sections 3.3 and 3.3.1 shall apply.

3.7.2. If both the President and the President–elect shall become **permanently** unable to perform the duties of their offices, the Board of Directors shall appoint, from the Board of Directors, a President Pro Tempore to serve for the remaining portion of the unexpired term. At the next yearly meeting of the ABHP Members, 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 provisions of Article 6 of these Bylaws.

3.7.3. 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.

3.7.4. If the Immediate Past President is permanently unable to perform the duties of that office, the Board of Directors shall appoint a Director of ABHP to perform the duties of that office.

Section 3.8. The following miscellaneous provisions shall apply:

3.8.1. To the extent not prohibited by these Bylaws, the officers may also exercise the powers that, by statute or otherwise, are customarily exercised by officers holding such offices or that may be established by the Board of Directors. However, only the President or an individual appointed by the President may execute, on behalf of ABHP, contracts, leases, debt obligations, and all other forms of agreement. An officer of ABHP may sign an instrument that must be executed by the President and that other officer. The Board of Directors may authorize any two officers to jointly execute a specific document or instrument.

3.8.2. 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.

3.8.3. The Board of Directors may remove any officer, member, or member of the Board of Directors elected or appointed by the President whenever in their judgment the best interests of ABHP would be served thereby.

3.8.3.1. The affirmative vote of a two-thirds majority of the Executive Committee shall be required to remove a person from office

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. The Board of Directors shall consist of 6 persons and the officers of ABHP .

4.1.1. The term of office for a Director and the manner of election and filling vacancies in such offices shall be as specified in the Bylaws dealing with those offices.

4.1.2. Directors at large shall be elected as set forth in Article 5.

4.1.3. Elected Directors shall serve for a term of two years beginning with installation at the yearly meeting of the ABHP members following their election. Elected Directors may not serve more than two consecutive terms.

4.1.4. If the office of an elected member of the Board of Directors shall become vacant between yearly meetings of ABHP because of resignation, death, or otherwise, the Board of Directors may fill the vacancy. At the next yearly meeting of the ABHP members, the Committee on Nominations shall present candidates for election to serve for the remaining portion of the unexpired term.

Section 4.2. The Executive committee shall report to the Board and shall consist of the President, the President-elect, the Immediate Past President, the Secretary, and the Treasurer; the President shall be its Chair. The executive Committee shall prepare a budget for the forthcoming year and submit it to the Board of Directors for approval; review, assess, and monitor operations of ABHP to assure that budget objectives are met or that appropriate changes thereto are made; review and assess performance

of investments and assets of ABHP; review all investment policies and financial policies of ABHP; oversee the responsibilities of the Treasurer set forth in Section 3.5; and oversee the financial operations of ABHP.

Section 4.3. The Board of Directors shall meet annually, in conjunction with the yearly meeting of ABHP members, and at such other times as the Board may determine. A special meeting shall be held upon written application of any three Directors or of the President.

4.3.1. The Secretary shall establish the time and place of scheduled and special meetings and shall give the Directors a responsible advance notice thereof by mail or other mode of transmittal.

4.3.2. 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 functions at the direction of the Board.

Section 4.4. The Board of Directors shall manage the affairs of ABHP, establish policies within the limits of the Bylaws, actively pursue the purposes of ABHP, and have discretion in the control, management, investment, and disbursement of its funds. The Board of Directors, through its Executive Committee, shall develop and approve an annual budget, establish financial goals for ABHP, and oversee the financial operations of ABHP. The Board of Directors shall establish and review long-term objectives of ABHP and establish the priority of all programs and activities. The Board may establish whatever rules and regulations for the conduct of its business it deems advisable and may appoint whatever agents it considers necessary to carry out its powers.

4.4.1. The Board of Directors may establish committees and task forces and designate and/or

approve representatives to other organizations.

4.4.2. The Board of Directors may make contributions of ABHP assets to other organizations for research and education activities of benefit to pharmacists practicing in organized health care systems. The Board may also accept grants, contributions, gifts, bequests, or devices to further the purposes of ABHP.

4.4.3. The Board of Directors may create, review, and modify the Professional policies of ABHP and submit those policies in an appropriate forum to the members for such action they may choose to take. The Board of Directors shall approve or disapprove all recommendations of the components of ABHP set forth in Article 5 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 so that the membership can take final action as required or appropriate under Article 6.

4.4.4. The Board of Directors shall approve all nominations to all committees, and councils, except as membership is specified in Article 3.

4.4.5. 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 ABHP and its components.

4.4.6. The Board of Directors and the officers shall tender reports at such times and in such manner as are required by law.

ARTICLE 5. ELECTIONS

5.1. Election of Directors of ABHP shall be conducted by, or under the auspices of, the Board of Directors.

5.1.1. The Treasurer shall be elected by written ballot of a majority vote of the Directors every third year before the term of that office begins. Only nominations for the office of Treasurer from the Board of Directors shall be accepted.

5.1.2. The President shall appoint a Committee on Nominations consisting of five active members who shall solicit names of possible candidates for office using such means as it determines to be appropriate.

5.1.2.1. The Committee shall submit to the Board of Directors one or more reports nominating two candidates for the office of President-elect, two candidates for each Director to be elected, and two candidates for Secretary. The reports of the Committee shall not be subject to amendment and shall be the exclusive source of nominations for these offices.

5.1.2.2. The names of the candidates for President-elect, Directors, and Secretary of ABHP shall be submitted by mail to every active member of ABHP within 45 days after nomination. The member shall indicate on the ballot a choice of candidates for the offices to be filled and return the same by mail within 30 days of the date on the ballot.

5.1.2.3. The ballots, postmarked within 30 days of the

date printed on the ballot, will be submitted to a Board of Canvassers, appointed by the President, who shall oversee counting of the ballots. The Board of Canvassers shall certify the results of the election to the President. The President shall notify all candidates of the results of the election, and the results of the election shall also be disseminated to the membership.

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

ARTICLE 6. COMPONENTS

Section 6.1. ABHP shall have councils, committees, and a technician division 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 councils shall consist of a Chair and those members appointed by the President, with the approval of the Board of Directors. The Chairpersons shall report at the business meetings of the Board of Directors and at such other times as directed by the Board of Directors. The technician division shall have a structure as defined in Article 8. The President shall appoint a Director to each council and to the technician division who shall attend all meetings of the council as an observer and present council or division recommendations to the Board of

Directors in the absence of the Chair.
The Councils are as follows:

6.1.1 The Council on Administrative Affairs shall be concerned with (a) administration and management of business and professional programs, (b) policies and procedures, and (c) public relations

6.1.2. The Council on Educational Affairs shall be concerned with ABHP educational activities and administration of educational programs.

6.1.3. The Council on Organizational Affairs shall be concerned with (a) review of the ABHP Constitution and Bylaws, (b) ABHP membership, and (c) affiliate relations

6.1.4. The Council on Professional Affairs shall be concerned with (a) recognition of members' achievements, (b) member communication services, (c) pharmacy practice standards; and (d) pharmacy practice research

6.1.5. The Council on Student Affairs shall be concerned with assuring a strong student membership base.

Section 6.2. The President may establish committees to study or accomplish objectives that may not be appropriately handle by a Council.

Section 6.3. The Committees and other component groups set forth as follows are components of ABHP and shall operate to further the purposes of ABHP.

6.3.1. The Committee on Awards shall consist of a Chair, one member from each

of the Councils, and as many ABHP members deemed necessary. The Committee on Awards shall formulate and recommend criteria for the recognition of ABHP members who have made significant contributions to the practice of pharmacy and who promotes and enhances the vision of the Association.

Section 6.4. 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.

Section 6.5. The components of ABHP set forth in Article 6 shall have only those powers granted herein. The Board of Directors may establish administrative guidelines for these entities.

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

ARTICLE 7. AFFILIATED REGIONAL CHAPTERS

Section 7.1 ABHP shall recognize groups of pharmacists practicing in organized health care systems within the United States when such groups promote the purposes of ABHP.

Section 7.2 Affiliated regional Associations may be recognized as an affiliate upon the approval of the Board of Directors. The board shall require the following criteria as basis, in part, for recognition and approval for affiliation:

7.2.1 The Regional Association currently numbers at least ten (10) active members as demonstrated by a written list of such membership and attested in a Charter Application for Regional Chapter by the signatures of its President, Secretary, and charter members.

7.2.2 The Regional Association has submitted a copy of its Constitution and By-Laws, currently up-to-date, to the Council on Organizational Affairs for approval. Such Constitutions and By-Laws must not have objectives and organizational characteristics inconsistent with the intent of the objectives and organizational characteristics of the ABHP.

7.2.3 The Regional Association currently numbers among the active membership at least a majority of persons who are members of the ABHP at the time of application for affiliation:

7.2.4 The Regional Association had indicated in writing its interest in the best welfare and progress of the Association and a desire to participate fully and actively in the ABHP through its representatives:

7.2.5. The Board of Directors shall otherwise determine by reputation and demonstrated activity that the Regional Association is acceptable as an affiliated group;

Section 7.3. ABHP shall recognize affiliated student chapters at each college of pharmacy.

Section 7.4. ABHP shall promote and strengthen affiliations with affiliated regional chapters in order to support and fulfill the mission of ABHP and its affiliates.

7.4.1. Affiliated state chapters shall promote the standards and policies of ABHP.

7.4.2. Affiliated state chapters may use the official Association logo and note its affiliation with ABHP under such terms and conditions as may be established by the Board of Directors.

7.4.3. Within the limits of its resources, ABHP shall endeavor to provide services, benefits, and programs to assist affiliated regional chapters in furthering the purposes of ABHP and in furthering the organizational strength of affiliated regional chapters.

7.4.4. Affiliated regional chapter involvement is critical to ABHP and should advance the best interests of the membership at the state level; encourage and facilitate two-way information exchange and support between ABHP and the affiliate, and provide benefits to ABHP and the affiliate.

Section 7.5. Affiliation shall not limit the rights of ABHP or the affiliated regional chapter.

7.5.1. Affiliated state chapters may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of the Association of Black Health-System Pharmacists that has not been officially adopted by ABHP.

7.5.2. Acts of affiliated state chapters shall in no way commit or bind ABHP.

7.5.3. Dues in affiliated regional chapters may be set at the discretion of the chapter. Dues in ABHP shall be established pursuant to these Bylaws.

ARTICLE 8: TECHNICIAN DIVISION

Section 8.1 *Membership.* The membership of the Division shall consist of all technician members of the Association of Black Health-System Pharmacists.

Section 8.2 *Officers of the division.*

- 8.2.1 The Officers of the Division shall be members of the Division.
- 8.2.2 Secretary. The Vice-Chairperson shall be appointed annually and shall ascend successively to the offices of Chairperson and Immediate Past Chairperson, serving one year in each of these positions. The Secretary shall be appointed every two (2) years. The President of the Association will make appointments.

Section 8.3 Duties of the Officers.

- 8.3.1 The Chairperson shall be the principal appointed official of the Division. With approval of the ABHP Executive Committee, the chairperson shall appoint committees as needed; shall be a member of the Division Executive Committee and shall serve as its Chairperson; and shall report at least annually on the Division activities to the Board of Directors.
- 8.3.2. The Vice-Chairperson shall be a member of the Division Executive Committee and shall perform the duties of the office of Chairperson whenever the Chairperson is unable to do so.
- 8.3.3 The Immediate Past Chairperson shall be a member of the Division Executive Committee and shall perform the duties of the office of Chairperson whenever the Chairperson or vice chairperson is unable to do so.
- 8.3.4 The Secretary shall be a member of the Division Executive Committee and shall serve as

Secretary of the division Executive Committee.

- 8.3.5. There shall be an Executive Committee of the Division consisting of the officers, one technician member at-large, and one active pharmacist member as appointed by the ABHP President. The pharmacist member must also be on the Board of Directors and shall serve as liaison to the Board of Directors.
- 8.3.6. The ABHP Executive Committee member shall be a voting member of the division Executive Committee.

Section 8.4. If the office of a member of the Division Executive Committee becomes vacant, the ABHP President shall fill such vacancy.

Section 8.5. The Division Executive Committee shall meet as deemed appropriate by the Board of Directors.

ARTICLE 9: MISCELLANEOUS

Section 9.1. ABHP may indemnify each Director, officer, former Director, and former officer of ABHP 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.

9.1.1. No indemnification shall be made until the Board of Directors of ABHP shall have determined that indemnification is proper.

Section 9.2. 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.

Section 9.3. 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.

Section 9.4. The business of the ABHP shall be conducted in accord with such Rules of Procedure as the ABHP may establish and, to the extent not covered therein, by the latest edition of *Robert's Rules of Order*. In no case shall any rule of the ABHP conflict with the Constitution or these Bylaws.

Section 9.5. The fiscal year of ABHP shall be the calendar year.

Section 9.6. ABHP will support a Research and Education Foundation to further development of the profession and as a means to meet the purposes of ABHP; the Research and Education Foundation will, at all times, be a separate and independent entity.

ARTICLE 10. AMENDMENT

Section 10.1. Any proposed amendment to these Bylaws must first be submitted to the Board of Directors in accordance with Article 9 of the Constitution. Upon review, the Board shall submit the proposed amendment to the membership for debate and vote. Upon approval of a majority of the voting members, the amendment shall become effective.