

# **BYLAWS OF THE SACRAMENTO VALLEY SOCIETY OF HEALTH-SYSTEM PHARMACISTS**

A California Nonprofit Mutual Benefit Corporation

## **ARTICLE I**

### **NAME**

The name of this corporation shall be the SACRAMENTO VALLEY SOCIETY OF HEALTH-SYSTEM PHARMACIST'S (SVSHP).

## **ARTICLE II**

### **PRINCIPAL OFFICE**

The principal office for the transaction of the business of the corporation is SACRAMENTO VALLEY SOCIETY OF HEALTH-SYSTEMS PHARMACISTS, 725 30TH STREET, SUITE 102, SACRAMENTO, CA. 95816. The Board of Directors may at any time or from time-to-time change the location of the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

## **ARTICLE III**

### **PURPOSES AND MISSION STATEMENT**

#### **SECTION 1. GENERAL PURPOSES**

This corporation is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

#### **SECTION 2. SPECIFIC PURPOSES**

The specific purposes and objectives of this corporation are to obtain and maintain status as a Regional Chapter affiliate of the California Society of Health-Systems Pharmacists (CSHP), to participate fully in the activities of CSHP and to further the mission statement and specific purposes of CSHP, which include:

- (a) To advance rational, patient-oriented drug therapy.
- (b) To foster the optimal and responsible use of drug-related technologies
- (c) To promote 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 each health-care setting.
- (d) To develop professional standards for pharmaceutical services.

- (e) To serve as a primary advocate for advancing professional practice, increasing cost effectiveness of pharmaceutical services, and improving the quality of patient care.
- (f) To advocate the pharmacist's value to patients in ensuring that appropriate clinical services and drug use control processes are applied to their benefit.
- (g) To promote good health by fostering the optimal and responsible use of drugs, including prevention of improper or uncontrolled use of drugs.
- (h) To assure sufficient, competent manpower in the profession by offering education and training programs.
- (i) To contribute to educational programs for pharmacy practitioners
- (j) To provide leadership in the identification, analysis, and evaluation of health care trends and in the development of public policy and to address legislative and regulatory initiatives of concern to pharmacy.
- (k) To facilitate research in health and pharmaceutical sciences and services.
- (l) To facilitate information exchange between the members, health-care professionals and consumers.
- (m) To maintain lines of communication between the organization and its membership so that needs are accurately represented and to provide a full complement of services and products to the membership.

## ARTICLE IV

### MEMBERSHIP

#### SECTION 1. CLASSIFICATION AND VOTING MEMBERS

(a) Classification. Membership shall consist of the following classifications:

- (i) Active Members. Active members shall be active members of CSHP.
- (ii) Resident/Fellow Members. Resident/Fellow members shall be enrolled in a pharmacy residency/fellowship program and support the purposes of CSHP.
- (iii) Associate Members. Associate members in the Society shall consist of supporting members, student members and technician members who are members of CSHP. Associate members shall receive publications and general communications of the Society, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office, except as otherwise provided in these Bylaws.

(A) Supporting members may be individuals other than licensed pharmacists who support the purposes of CSHP.

(B) Student members may be individuals enrolled in undergraduate programs in an accredited college of pharmacy and support the purposes of CSHP.

(C) Technician members may be individuals who are employed or experienced as pharmacy technicians and who support the purposes of CSHP.

(b) Voting Members. Unless otherwise provided in these Bylaws, the term "voting member" as used in these Bylaws refers solely to Active Members or Resident/Fellow. Other persons associated with the corporation may be referred to as members even though they are not voting members and no such reference shall confer active membership on anyone within the meaning of Section 5056 of the California Corporations Code.

## **SECTION 2. FEES, DUES AND ASSESSMENTS**

The dues of active, Resident/Fellow and associate (supporting, student and pharmacy technician) members shall be established, assessed and collected by CSHP.

## **SECTION 3. TERMINATION OF MEMBERSHIP**

(a) Causes of Termination. The membership of any member of any classification shall terminate upon occurrence of any of the following events:

(i) The death or resignation of the member,

(ii) Failure of a member to pay dues as required by CSHP.

(iii) The occurrence of any event which renders such member ineligible for membership or failure to satisfy membership qualifications;

(iv) The expulsion of the member by CSHP.

(b) Suspension or Expulsion of a Member. A member may be suspended or expelled only by the Board of Directors of CSHP. The Board of Directors of **SACRAMENTO VALLEY SOCIETY OF HEALTH-SYSTEMS PHARMACISTS** may, however, provide information to the Board of Directors of CSHP concerning its belief that the member has failed in a material and serious degree to observe CSHP's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of CSHP. A. person whose membership is suspended by CSHP shall not be a member of **THE SACRAMENTO VALLEY SOCIETY OF HEALTH-SYSTEMS PHARMACISTS** during the period of such suspension.

# **ARTICLE V**

## **MEETINGS OF THE MEMBERS**

### **SECTION 1. PLACE OF MEETING**

Meetings of the Members shall be held at the principal place of business of the corporation or at such other place within or outside the State of California as may be designated by the Board of Directors.

## **SECTION 2. ANNUAL MEETINGS**

The annual meeting of the Members shall be held at THE INSTALLATION BANQUET during the first quarter of each year or at such other time and place as the Board of Directors may fix in the notice of such meeting. At this meeting, Directors shall be installed and any other proper business may be transacted, subject to Section 5 of this Article V of these Bylaws.

## **SECTION 3. INSTALLATION MEETINGS**

An installation meeting for the purpose of installing directors shall be held each year within ten days of the annual meeting.

## **SECTION 4. REGULAR MEETING**

Regular meetings of the Members shall be held at least quarterly on dates and at places as determined by the Board.

## **SECTION 5. SPECIAL MEETINGS**

- (a) Authorized Persons Who May Call Meetings A special meeting of the Members for any lawful purpose may be called at any time by any of the following: The Board of Directors, the President or five percent (5%) or more of the voting members.
- (b) Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and shall be delivered to the President, President Elect, or Secretary of the corporation. The officer receiving the request shall cause notice to be properly given to the members entitled to vote, in accordance, with the provisions of California Corporations Code Section 7511
- (c) Proper Business of Special Meetings. No business, other than the business the general nature of which is set forth in the notice of the meeting, may be transacted at a special meeting.

## **SECTION 6. NOTICE OF MEMBER MEETINGS**

(a) General Notice Contents. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be sent or otherwise given in accordance with Subsection (c) of this Section 6 to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and:

(i) In case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted; or,

(ii) In the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members, but, except as provided in Section 6 of this Article V, any proper matter may be presented at the meeting.

(b) Notice of Certain Agenda Items. Approval by the members of any of the following proposals other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Board of Directors by the members;
- (iii) Amending the Articles of Incorporation;
- (iv) Approving a contract for a transaction in which a Director has a material financial interest;
- (v) Disaffiliation with CSHP;
- (vi) Electing to wind up and dissolve the corporation; or,
- (vii) Approving a plan of distribution of assets, other than cash, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or these Bylaws, when the corporation is in the process of winding up.

(c) Manner of Giving Notice. Notice of any meeting of members shall be given in accordance with the provisions of California Corporations Code Section 7511.

## **SECTION 7. QUORUM**

The presence in person of 1/3 of the members entitled to cast a vote shall constitute a quorum for the transaction of business provided, however, if any regular or annual meeting is actually attended in person by less than one-third (1/3) of the voting power the only matters that may be voted on are those which notice of their general nature was given under subsection (a) of Section 6 of this Article V.

## **SECTION 8. VOTING**

- (a) Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting shall be Active Members in good standing as of the record date determined under Section 8 of this Article V.
- (b) Manner of Casting Votes. Votes may be taken by voice, by shown hands or by ballot. Members shall have no rights to accumulate their votes.
- (c) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- (d) Approval oval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law.

## **SECTION 9. RECORD DATE FOR MEMBER NOTICE. VOTING, GIVING CONSENTS AND OTHER ACTIONS**

The "record date" for purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent, or to take other action shall be determined by the Board of Directors, or if it fails to do so, in accordance with the California Nonprofit Mutual Benefit Corporation Law.

# ARTICLE VI

## DIRECTORS

### SECTION 1. POWERS

- (a) (a) General Corporate Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) (b) Specific Powers. Without prejudice to the general powers and subject to the same limitations, the Board of Directors shall have the power to:
- (i) Appoint and remove all non-director officers, agents and employees of the corporation, and to prescribe such powers and duties for all officers, agents and employees as are not inconsistent with law, with the Articles of Incorporation or these Bylaws.
  - (ii) Conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these Bylaws as they may deem best
  - (iii) Designate any place for the holding of any membership meeting or meetings; change the principal office of the corporation for the transaction of its business from one location to another.
  - (iv) Borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore in the corporation's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.
  - (v) Manage in such manner as they may deem best all funds and property, real and personal, received and acquired by the corporation; and to distribute, loan or dispense the same and/or the income and profits therefrom.
  - (vi) Fill vacancies on the Board of Directors until the membership shall elect a replacement as provided in Article VI, Section 11 of these Bylaws.

## **SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS**

The authorized number of directors of the corporation shall be SEVEN until changed by amendment of the Articles of Incorporation. Directors must be Active Members of the Society. No director elected by the general membership shall be eligible to serve more than two (2) consecutive terms in the same office. No director shall serve in a dual capacity.

## **SECTION 3. ELECTION. DESIGNATION AND TERM OF OFFICE**

- (a) (a) Elected Directors. There shall be a total of TWO elected directors who shall serve as delegates to CSHP. They shall serve a one (1) year term or until their respective successors are elected and take office. These TWO Directors shall be elected for installation at the next annual meeting of the Society each calendar year commencing with the 1991 annual meeting and every calendar year thereafter. Nominations and voting for elected directors shall be conducted consistent with Sections 4 and 5 of this Article VI of these Bylaws.
- (b) (b) Officer Directors. There shall be a total of five (5) Officer Directors. These Officer Directors consist of the President, Immediate Past President, President-Elect, Secretary and Treasurer. A President-Elect shall be elected in each calendar year for installation at the Annual meeting following the election and shall serve as a director while s/he occupies the offices of President-Elect, President and Immediate Past President. A Treasurer shall be elected every second year for installation at the Annual meeting of the membership following the election. A Secretary shall be elected every year for installation at the Annual meeting of the membership following the election. Nominations and voting for Officer Directors shall be conducted consistent with Sections 4 and 5 of this Article VI of these Bylaws.

## **SECTION 4. NOMINATION OF DIRECTORS**

- (a) A Nominating Committee, chaired and appointed by the President Elect, shall nominate at least two candidates for each officer and director position to be vacated, and should submit their names to the Board of Directors at least 30 days prior to the end of the current nomination period.
- (b) Nominations by Petition. If the corporation has five hundred (500) or more, but fewer than five thousand (5,000) voting members, members representing two percent (2%) of the voting power may nominate candidates for elected or officer directors- by petition, signed by those members within eleven (11) months preceding the next time directors are to be elected, and delivered to an officer of the corporation at least 75 days prior to the end of the existing term. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by the Committee

on Nominations. If the corporation has five thousand (5,000) or more members, members representing 1/20th of one percent of the voting power, but not fewer than one hundred (100) members, may nominate candidates for directors by a similar petition.

## **SECTION 5. VOTING**

- (a) Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes and a reasonable opportunity for all members to choose among nominees. Any solicitation of votes must be in accordance with Guidelines approved by the Board of Directors of CSHP
- (b) Use of Corporate Funds to Support Nominee. No corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.
- (c) Election. The names of the candidates, together with a brief review of their professional background, shall be mailed by the Secretary to every Active Member qualified to vote at least 60 days prior to the end of the term of office. Ballots, to be valid, must be returned to the Secretary within 30 days of the original mailing.
- (d) Counting of Ballots. The Secretary will give the unopened ballots to the Chairperson of the Nominating Committee within 7 days after the due date. At least two members of the Nominating Committee will tally the votes. No candidate should participate in the ballot count Candidates receiving the highest number of votes for each vacancy to be filled shall be elected as directors. There shall be no cumulative voting. A tie shall be decided by lot.
- (e) (e) Installation of Directors. Directors shall be installed at the annual installation meeting next following their election, except as provided in Section 11 of this Article VI of these Bylaws.

## **SECTION 6. REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held at least four (4) times per year without call or notice at such time and place as the Board shall fix from time-to-time.

## **SECTION 7. SPECIAL MEETINGS -**

Special meetings of the Board of Directors, for any purpose or purposes, may be called at any time by the Chairperson or, upon application in writing, by any

FOUR members of the Board of Directors. Such meetings may be held either in the principal office or at any place designated from time-to-time by resolution of the Board of Directors or by written consent of all of the directors.

Notice of the time and place of special meetings shall be given personally to the directors or sent to each director by mail or other form of written communication, charges prepaid, addressed to him/her at his/her present address as shown upon the records of the corporation. In case such notice is mailed it shall be deposited in the United States Mail in the place in which the principal office of the corporation is located at least four (4) days prior to the time set for the meeting. In the event said notice is given by personal delivery, telephone or telegraph, it shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours prior to the time set for the meeting.

### **SECTION 8. QUORUM**

A majority of the authorized number of voting directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or these Bylaws.

### **SECTION 9. ADJOURNMENT**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### **SECTION 10. NOTICE OF ADJOURNMENT**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of an adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment

### **SECTION 11. VACANCIES**

- (a) Candidates. The Board of Directors is empowered and directed to fill all vacancies in the list of the candidates which may occur by death or resignation or for any other reason after the adjournment of the annual meeting of the members and prior to the issuance of mail ballots.
- (b) President. If the President shall become unable to perform the duties of the office, the President-Elect shall succeed to the office of the President and shall continue to serve as President for the subsequent Society Year.

- (c) President-Elect. If both the President and President-Elect shall become unable to perform the duties of their offices, the Board of Directors shall appoint from the membership of the Board of Directors a President Pro Tempore to serve there raining portion of the un-expired term. At the next annual meeting of the Society, nominations shall be presented by the Committee on Nominations for the offices of the President and President-Elect, and an election shall be conducted in accordance with the provisions of these Bylaws. (d) Secretary and Treasurer. If either the Secretary or the Treasurer becomes unable to perform the duties of the office, the Board of Directors is empowered and directed to fill such vacancy until such time as a duly elected Secretary or Treasurer is installed. The election of a replacement Secretary or Treasurer shall take place at the annual meeting corresponding to the end of the vacated officer's term or at any interim annual meeting as designated by the Board of Directors.
- (d) Elected Directors. If the office of an elected member of the Board .. of Directors shall become vacant between annual meetings of the Society, such office may be filled by the Board of Directors. At the next annual meeting, the Committee on Nominations shall present candidates for election to serve for the remaining portion of the unexpired term. A candidate elected to fill such a vacancy shall assume office immediately upon certification of the results of the election.

## **SECTION 12. COMMITTEES**

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

- (a) **NOMINATIONS COMMITTEE** shall consist of at least three members appointed by the President prior to September 1st It shall select candidates for directors and regional chapter delegates as described in these Bylaws. It shall be the committee's function to contact prospective candidates to determine their interest and ability to hold office. This committee shall also be responsible for counting ballots.
- (b) **FINANCE COMMITTEE** shall consist of the Treasurer, President, President Elect, and two other active members appointed by the Treasurer and approved by the Board during the first quarter of each year. It shall be the committee's function to make recommendations on specific disbursement of funds and prepare budgets to be approved by the Board.
- (c) **MEMBERSHIP COMMITTEE** shall consist of a chairperson appointed by the President-Elect during the third quarter of each year. It shall be the responsibility of the chairperson to select members of the membership committee. It shall be the committee's function to recruit and retain members for the SVSHP. The committee shall be responsible for. one membership recruitment and retention

event annually. The committee activities shall be in accordance with CSHP guidelines for membership committees.

- (d) CONTINUING EDUCATION COMMITTEE shall consist of a chairperson appointed by the President-Elect during the third quarter of each year. It shall be the responsibility of the chairperson to select members of the Continuing Education Committee. It shall be the responsibility of the Committee to plan, coordinate, publicize, perform record keeping, and plan budgets for continuing education for the members of SVSHP.
- (e) COMMUNICATIONS COMMITTEE shall consist of a chairperson appointed by the President-Elect during the third quarter of each year. It shall be the responsibility of the chairperson to select members of the Communications Committee. The Committee shall be responsibility for the organization and publication of the SVSHP newsletter.
- (f) ( PUBLIC RELATIONS COMMITTEE shall consist of a chairperson appointed by the President-Elect during the third quarter of each year. It shall be the responsibility of the chairperson to select members of the Public Relations Committee. It shall be the responsibility of the committee to participate in public relations activities within our geographical region.
- (g) LEGAL AFFAIRS COMMITTEE shall consist of a chairperson appointed by the President-Elect during the third quarter of each year. It shall be the responsibility of the chairperson to select members of the Legal Affairs Committee. It shall be the responsibility of the Committee to monitor pertinent legislative issues and coordinate grass roots political action on issues related to the practice of health-systems pharmacy.

## **ARTICLE VII**

### **OFFICERS**

#### **SECTION 1. NUMBER AND SELECTION**

The officers of the corporation shall be the President, President-Elect, Immediate -Past President, Secretary and Treasurer all of whom shall be directors of the corporation.

The officers shall be selected as provided in Article VI of these Bylaws. Each shall hold office during their term, or until s/he shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be selected and qualified.

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such a period and have such

authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time-to-time determine.

## **SECTION 2. DUTIES**

- (a) **PRESIDENT:** The President shall preside at all meetings; shall appoint chairpersons to all committees, not otherwise provided for, shall appoint a Nominating Committee consisting of at least three members; shall preside as Chairperson of the Board of Directors; shall establish goals and objectives for the year at the first meeting of the Board of Directors following installation; and should attend CSHP Board of Directors meetings when possible; shall also be a regional delegate to the CSHP House of Delegates meeting; and shall submit a written report at the end of each calendar year to the membership and to the CSHP.
- (b) **PRESIDENT-ELECT:** The President-Elect shall be a member of the Board of Directors and perform the duties of the office of the President whenever the President shall be unable to do so. The President Elect should begin to develop preliminary goals and objectives for the following year.
- (c) **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall be a member of the Board of Directors and shall preside in the absence of the President and the President-Elect
- (d) **SECRETARY:** The Secretary shall keep minutes of the meetings of the SVSHP; shall notify individuals of their appointments to committees; shall notify members of the time and place of all meetings; and shall conduct the correspondence of the Society. The Secretary shall send a copy of the Board meeting minutes to its members, the CSHP Board liaison and CSHP office within 15 days following the meeting.
- (e) **TREASURER:** The Treasurer shall receive and keep account of all monies received by the Society and shall disburse them at the direction of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, prepare a budget for the coming year and shall submit a written report to the Board of Directors at the end of each calendar year. The Finance Committee shall assure that the Treasurer's financial records are audited annually, just prior to the passage of responsibility to the new Treasurer. This audit shall be presented to the Board for final approval.

## **ARTICLE VIII**

### **DELEGATES**

### **SECTION 1. NUMBER OF DELEGATES.**

As a regional chapter of CSHP, SVSHP will be allotted such delegates to the CSHP House of Delegate: as are consistent with the Bylaws and procedures of CSHP. Once apprised of the number of entitled delegates, SVSHP shall select its delegates as herein provided.

### **SECTION 2. ELECTED DELEGATES.**

The President, President-Elect, Immediate Past-President, Treasurer, Secretary, and two elected directors of SVSHP shall serve as elected delegates to CSHP.

### **SECTION 3. APPOINTMENT OF ADDITIONAL DELEGATES.**

- (a) Additional Delegates may be appointed by the Board of Directors to satisfy the total number of delegates (including alternates) apportioned by CSHP
  - (i) Candidates for Delegates or Alternates shall be active members of the Society.
  - (ii) Appointment as a Delegate or Alternate shall require a majority vote of the Board of Directors.

### **SECTION 4. RESPONSIBILITIES.**

The delegates are responsible for remaining current on issues involving CSHP that may be presented at the CSHP House of Delegates and should know the feelings of the CSHP membership through the Board. The delegates shall also attend both meetings of the CSHP House of Delegates and are encouraged to attend all regional Chapter Board Meetings.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, DELEGATES, OFFICERS, EMPLOYEES AND OTHER AGENTS**

#### **SECTION 1. RIGHT OF INDEMNITY**

To the fullest extent permitted by law, this corporation shall indemnify its directors, delegates, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including person; formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including any action by and in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in

this Section of these Bylaws, shall have the same meaning as in Section 7237(b) of the California Corporations Code.

## **SECTION 2. APPROVAL OF INDEMNITY**

On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and if so, the Board shall authorize indemnification.

If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceedings with respect to which indemnification is sought, prevents the formation of a quorum of directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

## **SECTION 3. ADVANCEMENT OF EXPENSES**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article X of these Bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## **SECTION 4. INSURANCE**

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, delegates, officers, employees and other agents, against any liability asserted against or incurred by any director, delegate, officer, employee or agent in such capacity or arising out of the director's, delegate's, officer's, employee's or agent's status as such.

# **ARTICLE X**

## **AFFILIATION**

The SVSHP shall be affiliated with the CSHP and subject to such rules and regulations as may be provided by the CSHP to govern its affiliates.

# ARTICLE XI

## RECORDS AND REPORTS

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

(a) Corporate Records.

The corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Minutes in written form of the proceedings of its members, boards and committees of the board; and
- (iii) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State.

(b) Annual Report

(i) An annual report shall be prepared within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(A) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no report, by a certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation

(B) A statement of the place where the names and addresses of current members are located.

(C) Any information that is required by Subsection (c) of this Section 1.

(ii) The corporation shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided in Subsection (iii) of this Subsection (b), on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

(iii) This Section shall not apply if the corporation receives less than the current IRS guidelines in gross revenues or receipts during this fiscal year.

(c) Annual Statement of Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if an annual report is not issued, the corporation shall annually prepare and mail to its members and furnish to its directors a statement of any transaction of indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(i) Unless approved by members, under Section 7233(a) of the California Corporations Code, any transaction (a) which the corporation, its parent or its subsidiary was a party, (b) which involved more than Fifty Thousand Dollars (\$50,000.00) or was one of a number of such transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00), and (c) which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(A) Any director or officer of the corporation, its parent or its subsidiary.

(B) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.,

The statement shall include a brief description of the transaction, the names of the interested persons involved, the relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(ii) A brief description of the amounts and circumstances of any loans, guarantees, indemnifications or advance has already been approved by the members under Section 5034 of the California Corporations Code, where the loan or guarantee is not subject to the provisions of Section 7235(a) of that Code.

## **ARTICLE XII**

### **PERSONAL LIABILITY AND PROPERTY INTEREST**

#### **SECTION 1. LIABILITY OF MEMBERS**

No member of the corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

#### **SECTION 2. PROPERTY INTEREST UPON TERMINATION OF MEMBERSHIP**

If any member shall cease to be such, any interest s/he shall have in and to the property, assets and privileges of the corporation shall cease and revert to the corporation and such

cessation of membership shall operate as a release and assignment to the corporation of all the right, title and interest of such member in and to the property, assets and privileges of the corporation, provided, however, that any succession of membership shall not affect any indebtedness of the corporation to such member.

## **ARTICLE XIII**

### **PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, latest edition, shall prevail at all meetings of the Society except where contrary to these Bylaws, the Regulations for the House of Delegates, or any standing rule.

## **ARTICLE XIV**

### **AMENDMENT TO BYLAWS**

Every proposition to alter or amend shall be submitted in writing by two (2) or more active members at a regular meeting of the Board of Directors. If approved by a majority of the Board of Directors, a notice of the proposed change must be mailed to each member immediately following this meeting at which the proposed change was submitted. Each proposed change shall be submitted to the entire membership for a vote by mail ballot. Any change approved by the membership shall be submitted to CSHP for approval.

## **ARTICLE XIX**

### **MISCELLANEOUS**

#### **SECTION 1. INCOME AND DISTRIBUTION**

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money or other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be paid to or distributed to the ASHP Research and Education Foundation.

No part of the income of the corporation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of, the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation

## **SECTION 2. CONSTRUCTION OF DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in this number includes the plural, the plural includes the singular and the term "person" includes both the corporation and a natural person

## **SECTION 3. INSPECTION OF ARTICLES AND BYLAWS**

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary which shall be open to inspection by all Active Members and Associate Members at all reasonable times and office hours.

### **CERTIFICATE OF SECRETARY**

I, Patricia A. Montgomery, the undersigned, certify that I am the personally elected and the acting Secretary of the **SACRAMENTO VALLEY SOCIETY OF HEALTH SYSTEM PHARMACISTS**, a California Nonprofit Mutual Benefit Corporation, and that the above Bylaws, consisting of eighteen pages, are the Bylaws of this corporation as adopted at the meeting of the Board of Directors held on \_\_\_\_\_, 20\_\_\_\_, and that they have not been amended or modified since that date.