

HOSA, INC.

BYLAWS

ARTICLE I

NAME

The name of this organization shall be **HOSA, INCORPORATED**. The acronym **HOSA, INC.** is USED TO DESIGNATE THE CORPORATION.

ARTICLE II

OBJECT

The object of HOSA, Inc. shall be to sponsor the student organization HOSA and to promote and strengthen the HSE-HOSA Partnership.

ARTICLE III

MEMBERSHIP

Qualifications: The membership of HOSA, Inc. shall consist of those persons officially designated by the Chief State School Officer or the State Director of Career and Technical Education of a state, territory, or other geographic unit as the principal person directly responsible for Health Science Education in each state, territory or geographic unit chartered by this corporation and organized to serve as the sponsoring agency for the student organization,

HOSA or their designee. In the absence of a state directive or conflicting circumstances, the Board of Directors may designate persons as HOSA, Inc. members.

ARTICLE IV

OFFICERS

- Section 1.** The officers of the corporation shall be a Chairman of the Board, a Chairman-Elect, Secretary, and the Immediate Past Chairman. These officers shall be elected by the Board of Directors from their own membership at their annual meeting. Officers shall hold office for one year and until their successors are elected. Any officer may be removed at any time by a majority vote of all Directors in office. Removal from office shall not prejudice any contract rights of the person removed.
- Section 2.** A vacancy occurring in any office of the corporation may be filled by the Board of Directors until the next annual meeting.
- Section 3.** The duties of the various officers shall be such as are specified in these Bylaws and in the parliamentary authority adopted by the corporation, as well as those duties assigned by the Board of Directors and/or set forth in policies or procedures.
- Section 4.** Unless otherwise provided by the Board, the Chairman of the Board shall appoint and shall be an ex officio member of all committees except the nominating committee.

Section 5. The salaries, if any, of officers of the corporation shall be set by the Board of Directors, and no officer shall be prevented from receiving a salary because of simultaneous service on the Board of Directors.

Section 6. The Chairman of the Board serves as the Chief Executive Officer of HOSA, Inc. with responsibilities as specified in policies and procedures.

ARTICLE V

MEETINGS

Section 1. The annual meeting of the membership shall be held to coincide with the annual HOSA International Leadership Conference, the date and place to be set by the Executive Committee.

Section 2. An informational meeting of the membership shall be held to coincide with the annual Association for Career and Technical Education Convention, the date and place to be set by the Executive Committee.

Section 3. Special meetings of the membership may be called, except as provided by law, by the Chairman of the Board or the Board of Directors.

Section 4. Written notice of the date, time, and place of any meeting must be mailed to each member not less than thirty (30) days prior to the meeting.

Section 5. Thirty percent (30%) of the membership shall constitute a quorum.

Section 6. Balloting of the membership by mail for expedience in conducting corporate business may be carried out at the direction of the Chairman of the Board or by the Board of Directors. A quorum for mail ballot shall be a majority of the membership.

Section 7.

- a. Except as otherwise provided in these bylaws, all meetings of HOSA Inc., including the board of directors, committees, and all other bodies authorized by the bylaws, board of directors, or the assembly, may be conducted through electronic means.
- b. If the business session is to be held electronically, the means of holding the meeting and any related voting methods will be determined by the Executive Committee. These electronic meetings shall be subject to all rules adopted by the assembly to govern them, which may include any reasonable limitations on, and requirements for, members' participation. An anonymous vote conducted through electronic means shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.
- c. All others, including committees, and other bodies authorized by the bylaws, board of directors, or assembly, may determine their own electronic means to meet, so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the following elected members with voting rights:

- a. Three (3) members representing HOSA State Advisors: one from each region. (Three-year term)
- b. Three (3) local HOSA Advisors, secondary or postsecondary/collegiate: one from each region. (Two-year term)
- c. Three (3) representatives of the health industry. (Two-year term)
 - i. One representative from USPHS.
 - ii. One representative from the HOSA-100 National Advisory Council.
 - iii. One representative from the health industry (excluding USPHS and HOSA-100 National Advisory Council. This person could be from medicine, nursing, or allied health.)
- d. One (1) Health Science Education Supervisor/Teacher Educator Representative. (Three-year term)
- e. The International President of HOSA. (One-year term)
- f. The President-Elect of HOSA. (One-year term)
- g. The Secondary Board Representative of HOSA. (One-year term)
- h. The Postsecondary/Collegiate Board Representative of HOSA (One-year term).
- i. Three registered alumni members who are in health sciences postgraduate programs or employed as health professionals. (Two-year term)

- i. One registered HOSA Alumni member who is currently enrolled in a health science postgraduate or fellowship program.
- ii. One registered HOSA alumni member who is a medical, dental, nursing, public health, or pharmacy health professional.
- iii. One registered HOSA alumni member who is an allied health professional (Allied health may be defined as those health professions that are distinct from medicine and nursing or fields mentioned above. Examples of allied health professions include, but are not limited to: dental hygienist, medical technologists, occupational therapists, physical therapists, speech language pathologists, medical laboratory technician, certified athletic trainers, and medical assistant).

*Additional board positions are possible if, and when, the Board Chairman, Chairman-Elect, Immediate Past Chairman, and/or Secretary do not hold one of the standing board positions.

Section 2. Directors elected by the HOSA, Inc., membership at their annual meeting serve terms of one, two or three years as specified. The terms of office and rotation are specified in policies and procedures.

Section 3. A vacancy in the Board of Directors may be filled until the next annual meeting of the membership by majority of the Directors then in office.

Section 4. Except as otherwise provided by law, any Director may be removed by a majority of the membership.

Section 5. One annual meeting of the Board of Directors shall be held during the first week in February.

Section 6. Special meetings of the Board of Directors may be called by the Chairman of the Board or one-third of the voting members of the Board, provided notice of the meeting has been sent to each director at least thirty (30) days prior to the meeting.

Section 7. Thirty percent of the voting membership of the Board of Directors shall constitute a quorum.

Section 8. The following shall be ex officio members without vote:

- a. The Executive Director of HOSA.
- b. The Vice-President of the Association for Career and Technical Education, Health Science Education Division, or designee.
- c. The President of the National Association for State Administrators of the Health Occupations Education, or designee.
- d. The Treasurer as appointed by the Board of Directors.
- e. A Representative from the National Association of State Directors of Career and Technical Education Consortium as recommended by the President of Advance CTE.

Section 9. Directors shall be entitled to such compensation for their services as Directors and to such reimbursement for reasonable expenses incurred in attending Directors' meetings as may be fixed by the Board of Directors. Directors receiving such compensation and reimbursements shall not be thereby prohibited from receiving compensation and reimbursements for other services performed for the corporation.

Section 10. The Board of Directors may participate in meetings by means of telephone conference calls.

ARTICLE VII

EXECUTIVE COMMITTEE

- Section 1.** The Chairman of the Board, Chairman-Elect, Secretary, Immediate Past Chairman, the International President of HOSA, and the International President-Elect of HOSA shall constitute the voting members of the Executive Committee.
- Section 2.** The Board of Directors may authorize the Executive Committee to perform between the meetings of the Board such duties as the Board may set forth in policies and procedures, or from time to time deemed expedient.
- Section 3.** The Executive Committee shall meet at the call of the Chairman of the Board or upon request of three (3) of its members. It shall make a complete report at each meeting of the Board.
- Section 4.** The Executive Committee may participate in meetings by means of telephone conference calls.
- Section 5.** The Executive Committee works with the Chairmen of the standing committees. to plan and accomplish the Program of Work as specified in policies and procedures.

ARTICLE VIII

STANDING COMMITTEES

- Section 1.** The Chairman of the Board, with approval of the Executive Committee, may appoint Chairmen, Vice Chairmen and members to the standing committees.

Section 2. The standing committees are: Publications, People Development, Membership, Long Range Planning, Policy and Nominating, Marketing, Educational Symposium and Scholarship.

Section 3. The standing committees function and perform those duties as set forth in policies and procedures, or from time to time deemed expedient by the Board of Directors or the Executive Committee.

Section 4. The Chairman of the Board or the Board of Directors may establish ad-hoc committees or task forces as specified in policies and procedures.

Section 5. The Competitive Events Program will operate under the management team with terms as follows:

- a. Board members cannot serve on the Competitive Events Program; therefore, they cannot run for a Board position until their CE term is completed, or they must resign from the competitive events program to fulfill the Board position.
- b. Members shall be appointed by the Chairman of the Board of Directors and the Executive Director with the recommendation from Management and the Competitive Events Program Director, with one past HOSA, Inc. board member being appointed.
- c. Members may serve two consecutive three-year terms.
- d. A person may be re-appointed after not serving for two consecutive terms.

ARTICLE IX

INDEMNIFICATION

Reference is made to Section 145 and any other relevant provisions of the General Corporation Law of the State of Delaware. Particular reference is made to the class of persons, hereinafter called "Indemnities," who may be indemnified by a Delaware corporation pursuant to the

provisions of such Section 145, namely any person, or the heirs, executors, or administrators of such person, who was or is a party or is threatened to be made a party of any threatened, pending, or completed action suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a trustee, officer, employee or agent of such corporation or is or was serving at the request of such corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The corporation shall, and is hereby obligated to, indemnify the Indemnities, and each of them, in each and every situation where the corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The corporation shall indemnify the Indemnities, and each of them, in each and every situation where, under the aforesaid statutory provisions, the corporation is not obligated, but is nevertheless permitted or empowered to make such indemnification with respect to any situation covered under this sentence (i) the corporation shall promptly make or cause to be made, by any of the methods referred to in subsection (d) of such Section 145, a determination as to whether each Indemnity acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and in the case of any criminal action or proceeding had no reasonable cause to believe that his conduct was unlawful, and (ii) that no such indemnification shall be made unless it is determined that such Indemnity acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order, Newly Revised** shall govern the corporation in all cases to which they are applicable and in which they are consistent with these Bylaws, policies and procedures and any special rules of order the corporation may adopt.

ARTICLE XI

DISSOLUTION

Upon final dissolution or liquidation of this Association, its Chartered Associations and territorial designated areas, and local chapters, and after final discharge or satisfaction of all outstanding obligations and liabilities, its remaining assets shall be disbursed by the Board of Directors of HOSA, Inc. in accordance with one or more of the purposes of this Association, or be transferred to a government instrumentality or a qualified exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE XII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the membership of HOSA, Inc., provided the amendment has been proposed by the Board of Directors, or by a committee authorized by the corporation, and has been sent in writing to the Secretary, and a copy of the proposed amendment has been sent to each member at least thirty (30) days prior to the meeting at which such amendment is adopted.