

## **NORTH CAROLINA HOSA-Future Health Professionals, Inc. BYLAWS**

### **ARTICLE I NAME**

The name of this non-profit organization shall be North Carolina HOSA-Future Health Professionals, Inc. which is incorporated in the state of North Carolina with the Secretary of State. The acronym NC HOSA may be used to designate the organization. NC HOSA is a constituent association of HOSA-Future Health Professionals.

### **ARTICLE II OBJECT**

The object of North Carolina HOSA-Future Health Professionals, Inc. shall be to provide management direction and sponsor the student organization North Carolina HOSA and to promote and strengthen the Health Science Education (HSE)-HOSA Partnership.

### **ARTICLE III Organization**

- Section 1.** The North Carolina Department of Public Instruction (NCDPI) will serve as the sponsoring agency for the student organization, NC HOSA, with NCDPI Health Science Section Chief or designated staff representative.
- Section 2.** The North Carolina HOSA, Inc. Board of Directors will be the fiscal and operational management body. The board will furnish an annual review by a certified public accountant, approved by the NC HOSA, Inc. Board of Directors.
- Section 3.** The organization, bylaws, policies and procedures of North Carolina HOSA, Inc. will be compatible with that of the international HOSA Organization.

**Section 4.** North Carolina HOSA, Inc. will oversee and be responsible for North Carolina HOSA. It will approve all bylaws and policies and procedures for the organization.

#### **ARTICLE IV OFFICERS**

**Section 1.** The officers of the corporation shall be a Chair of the Board, a Chair-elect, Immediate Past Chair, and Secretary. These officers shall be elected by the Board of Directors from their own membership at the summer meeting. These officers shall hold office for one year. Any officer may be removed at any time by a majority vote of the board. 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 from their own membership by a vote.

**Section 3.** The duties of the various officers shall be such as are specified in these bylaws and Roberts Rules of Order, 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 Chair of the Board shall appoint, and shall be an ex-officio member of all committees.

**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.

#### **ARTICLE V MEETINGS**

**Section 1.** A minimum of two meetings of the NC HOSA, Inc. Board of Directors shall be held, the date and place to be set by the Executive Committee.

**Section 2.** Special meetings of the Board of Directors may be called, except as provided by law, by the Chair of the Board or members of the Board of Directors with a notice of not less than the five (5) days prior to the meeting.

- Section 3.** Written notice of the date, time, and place of any regular meeting must be mailed or e-mailed to each member not less than thirty (30) days prior to the meeting.
- Section 4.** Thirty percent (30%) of the membership shall constitute a quorum.
- Section 5.** Balloting of the membership by mail, e-mail, or conference call for expedience in conducting corporate business may be carried out at the direction of the Chair of the Board or by members of the Board of Directors. A quorum for mail, e-mail, or voice ballot shall be a majority of the membership.
- Section 6.** The Chair shall preside at meetings of the Board of Directors. In the absence of the Chair, the Chair-elect will preside.

## **ARTICLE VI BOARD OF DIRECTORS**

- Section 1.** The NC HOSA, Inc. Board of Directors shall consist of the following elected members with voting rights:
- a. (2 years) One Regional Advisor representing middle school and secondary divisions in each region.
  - b. One NCDPI Health Science Education Section Chief or designated staff representative.
  - c. (2 years) Industry Representatives and Professional members whose total members are no more than 30% of the board members.
  - d. (2 year) Postsecondary-Collegiate Representative.

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

The following shall be ex-officio members without vote:

- 1) The Executive Director of North Carolina HOSA.
- 2) (1 year) North Carolina HOSA President.
- 3) (1 year) North Carolina HOSA Vice President.
- 4) (1 year) North Carolina Post-Secondary/Collegiate President.

- Section 2.** The Board of Directors shall:
- a. Perform duties as specified in these Bylaws and Policies as may be adopted by the Board.

- b. Recommend to the Chair and the Chair-elect creation of such committees, standing or special, as may be deemed appropriate to meet the goals of the North Carolina HOSA, Inc.
- c. Ratify Chair and committee members appointed by the Executive Committee. The Chair-elect shall be ex-officio member, as assigned, of committees appointed by the Board.
- d. Amend the Bylaws and take other actions necessary to implement the purpose of North Carolina HOSA, Inc.

**Section 3:** A vacancy in the Board of Directors may be filled by the application process as outlined in the policy and procedures. A two-thirds (2/3) majority vote by the Board directors currently in office will confirm the new director.

**Section 4.** Any director may be removed by a majority of the membership, except, as otherwise provided by law.

**Section 5.** Any Board Director who is absent from a scheduled meeting must submit to the Executive Committee a written explanation of absence within 5 business days of the missed meeting. Recommendation will be made for removal of any board director who is absent from two scheduled board meetings within his/her term.

**Section 6.** Directors shall be entitled to such compensation for their services as directors. Reimbursement for reasonable expenses incurred in attending directors' meetings 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 7.** Members of the Board of Directors may participate in meetings by means of telephone conference calls or any other technologies available deemed necessary by the Board of Directors.

**Section 8.** Members of the Board of Directors will serve terms of service for one or two years as specified in Article VI, Section I. Directors may serve a maximum of two consecutive terms.

**Section 9.** All North Carolina HOSA, Inc. Board of Director meetings and discussions of Board related issues are to remain confidential, as allowed by law, in efforts to promote individual board members the freedom of uncensored dialogue and to provide subsequent recommendations.

**Section 10.** Each director agrees to promote North Carolina HOSA, National HOSA, Health Science Education, the North Carolina Department of Public Instruction, and all professional affiliations positively in a true leadership capacity.

**Section 11.** The Board of Directors, through the Executive Director, shall submit the appropriate documentation, as designated by the CTSO/CTE Memorandum of Understanding, to receive an annual grant from the North Carolina Department of Public Instruction to offset the cost of operating the North Carolina HOSA State Association and will be held fiscally responsible for the operation of the state organization.

## **ARTICLE VII EXECUTIVE COMMITTEE**

**Section 1.** The executive committee is comprised of the officers and NCDPI Section Chief or designated staff representative shall constitute the voting members of the Executive Committee. The Executive Director shall serve as a nonvoting member.

**Section 2.** The Board of Directors may authorize the Executive Committee to perform such duties as the Board may set forth in policies and procedures, or at times deemed expedient, between Board meetings.

**Section 3.** The Executive Committee shall meet prior to each Board meeting and at the call of the Chair of the Board or upon request of three (3) of its members. It shall submit a report at each meeting of the Board.

**Section 4.** The Executive Committee may participate in meetings by means of telephone conference calls and/or electronic correspondence or any other technologies available deemed necessary by the Board of Directors.

**Section 5.** The Executive Committee works with the Chair 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 Chair of the Board, with approval of the Executive Committee, may appoint a Chair, vice Chair and members to the standing committees.
- Section 2.** The standing committees may include but are not limited to: Strategic Planning, State Conference Planning, Competitive Events, Policy and Nominating, Publications, Marketing and Partnership Development, and Scholarship.
- Section 3.** The standing committees function and perform those duties as set forth in policies and procedures, or at times deemed expedient by the Board of Directors or the Executive Committee.
- Section 4.** The Chair 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 state Competitive Events committee will operate under the direction of the Board of Directors as outlined in the policies and procedures. The committee will function under the leadership of the Executive Director.

## **ARTICLE IX Fiscal Responsibilities**

- Section 1:** The fiscal year of North Carolina HOSA, Inc. shall be July 1 through June 30.
- Section 2:** The Treasurer (or contract financial advisor) shall oversee the financial records of North Carolina HOSA, Inc. and be responsible for providing financial reports for the Board meetings or upon request of the Board of Directors.
- Section 3:** All governing documents and the organization's most recent IRS Form 990 are available to the general public upon request.
- Section 4:** The North Carolina HOSA, Inc. Board of Directors will direct an external financial review at the end of the fiscal year by a third-party agent representing North Carolina HOSA-Future Health Professionals, Inc.

## **Article X DISSOLUTION**

Upon final dissolution or liquidation of this state association, 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 NC 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 XI AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds vote of the membership of NC HOSA, Inc. Board of Directors, 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 Board member at least thirty (30) days prior to the meeting at which such amendment is adopted.

### Revision History

<b>Rev.</b>	<b>Date</b>	<b>Description of Change</b>	<b>Originator</b>
A	04/21/2018	Initial Issue	Board of Directors