

**NEVADA HOSA, INC.**  
**Corporate Bylaws**

**Article I: Purpose**

**Section 1.1** The purpose of NEVADA HOSA hereafter referred to as “NEVADA HOSA, INC.” shall be to develop future leaders, improve educational and career opportunities for students in health sciences education and interested pursuing a career in the health care industry, and to help students build self-esteem, experience leadership, and practice community service.

**Section 1.2** The purpose of the Board of Trustees is to provide a representative system of governance to establish policy and support the purposes of the Nevada HOSA, Inc. The various duties are carried out in a manner most expedient in the board’s judgment with all due consideration given to the democratic processes found in Robert’s Rules of Order.

**Article II: Responsibilities**

**Section 2.1** The Board of Trustees shall establish policies and procedures to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs recognized by national HOSA, Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

**Article III: Membership**

**Section 3.1** Composition: The Board of Trustees, hereafter referred to as the Board, shall consist of up to fifteen persons. The board shall include the following membership: (1) Nevada Department of Education CTSO Liaison, (ex-officio, voting); (3) the Executive Director or designee from the management team (ex-officio, voting); (4) two Nevada HOSA advisors as selected by the Nevada HOSA Board of Trustees to serve a two year term, one of these will be the NACTE Health Science/Public Safety Vice President; (5) two student state officers appointed by the management team from the elected team of state student officers for the duration of their respective term; (6) and up to ten other representatives from health science education and the healthcare industry as representatives.

**Section 3.2** Qualifications and Terms of Office: The Nevada Department of Education CTSO Liaison, and the Executive Director/designee shall be perpetual members of the Board as long as he/she holds such appointment by the Nevada Department of Education and/or Nevada HOSA. Two Nevada HOSA local advisors shall be elected by the Board of Trustees. Two Nevada HOSA student state officers shall be appointed by the management team from the elected team of state officers representing different regions of the state when possible. The education and industry representatives shall be nominated by the Nevada HOSA Board Chair and voted to the Board by a majority vote of the current members of the Board of Trustees and shall serve a two year term. All board members must be professional members in good standing of the Nevada HOSA and HOSA, Inc.

A term of office shall consist of two years, beginning and ending with the Board Meeting held in conjunction with the State Leadership Conference. Additional terms may be served but may not exceed two consecutive terms. The outgoing board chair may serve one additional year after serving as board chair in the capacity of past chair (allowing them one extra year even if their term has concluded).

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of perpetual members.

**Section 3.3** Vacancies: In the case of a board vacancy, any board member may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members.

**Section 3.4** Board Officers: The officers of the board shall consist of:

- Nevada Department of Education CTSO Liaison
- Board of Trustees Chair
- Board of Trustees Past Chair
- Vice Chair
- Secretary/Treasurer
- Executive Director or Designee

The Board Chair, Vice Chair, and the Secretary/Treasurer shall be elected from the board's membership. The Board Chair will serve one year as past chair after their last elected term to the role of chair, even if this means they serve one year past their term limit. The officers shall be elected at the Board Meeting held in conjunction with the State Leadership Conference and will serve a term of one year. Board Members may be re-elected to serve additional terms as Board Officers as long as they have time remaining on their term as a Trustee.

The management team shall be responsible for the organization of board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Nevada nonprofit corporation requirements.

The Board Chair shall work closely with the management team in setting meeting agendas and shall preside over each meeting.

The Vice Chair shall preside over meetings in the absence of the Chair.

The Secretary/Treasurer shall be responsible for maintenance of records, providing a yearly financial report, and recording of meeting minutes.

#### **Article IV: Meetings**

**Section 4.1** Quorum: At all meetings of the Board, it shall take no less than three of the existing board membership to constitute a quorum to conduct business. Any matter may be

adopted by vote of a majority present at a meeting at which a quorum is present and where either the Nevada Department of Education CTSO Liaison or Executive Director/Designee are part of the quorum. The act of a majority of the Board where a quorum is present shall represent an act of the Board of Trustees provided that any actions that are inconsistent with the policies of the Nevada Department of Education or HOSA, Inc., may be vetoed by the Nevada Department of Education.

**Section 4.2** Voting: Subject to the provisions in Section 3.1, at all official business meetings each member of the Board shall have one vote. The Board Chair shall only vote in the event that will either create a tie or is needed for a tie-breaker vote. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board.

Any member who may benefit personally or whose business may profit from any contract presented to the Board must abstain from the vote and it will be noted in the minutes.

**Section 4.3** Record of Proceedings: Minutes shall be recorded for all board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken upon authorization contained in them.

**Section 4.4** Committees: The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

The Nevada HOSA State Officers shall be selected consistent with the Nevada HOSA Student Bylaws. The Nevada HOSA State Officers shall serve as a perpetual standing committee of the Nevada HOSA Board of Trustees.

The Nevada HOSA Board of Advisors shall consist of one representative from each active local chapter in good standing. The Nevada HOSA Board of Advisors shall serve as a perpetual standing committee of the Nevada HOSA Board of Trustees with elected representation to the Board of Trustees.

**Section 4.5** Scheduled Meetings: The Board shall meet a minimum of two times per fiscal year either in person or by electronic means.

## **Article V: Amendments**

**Section 5.1** These bylaws may be amended or revised by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Trustees. Any proposed bylaw amendments require ten days written notice to all members of the Board of Trustees.

*Established March 13, 2010*

*Amended October 20, 2013*

Amended March 16, 2014

Amendment Proposed September 26, 2016

Amended November 20, 2016

Amendment Proposed August 1, 2017

Amended November 5, 2017