

# WEST VIRGINIA ASSOCIATION HOSA

## BYLAWS

### ARTICLE I

#### NAME

The name of this organization shall be WEST VIRGINIA ASSOCIATION HOSA, Incorporated. The acronym WV Assoc. HOSA is used to designate the corporation.

### ARTICLE II

#### OBJECTIVE

The objective of WV Assoc. HOSA shall be to sponsor the student organization WV HOSA and to promote and strengthen the Health Science Education & WV HOSA Partnership.

### ARTICLE III

#### STATE DIRECTIVE

The West Virginia Department of Education will serve as the sponsoring agency for the student organization, WV HOSA, with a designated health science education associate, serving as the state advisor, mentor and member of the board. The West Virginia Association HOSA Board of Directors will be the fiscal management body. The board will manage all HOSA finances and maintain an accounting system of debits and credits and will furnish an annual audit by a certified public accountant, approved by the WV Assoc. HOSA Board of Directors. In the absence of a state directive or conflicting circumstances, the West Virginia Board of Education Career & Technical Education Director may designate a person as the WV HOSA State Advisor. That person will need to be approved by the WV Assoc. HOSA Board of Directors.

### ARTICLE IV

#### OFFICERS

Section 1 The officers of the corporation shall be a chairman of the board, a chair-elect, immediate past chairman, a secretary, and a treasurer (chief financial officer). These officers shall hold office for two years or until their successors are appointed or elected by WV Assoc. HOSA Board of Directors. 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 temporarily be filled by the WV Assoc. HOSA Board of Directors until the next scheduled board meeting.

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- 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 WV Assoc. HOSA Board of Directors and/or set forth in WV HOSA's Bylaws.
- 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.
- Section 5 The salaries, if any, of officers of the corporation shall be set by the WV Assoc. HOSA 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 WV Assoc. HOSA with responsibilities as specified in these Bylaws.
- Section 7 The treasurer serves as the chief financial officer of WV Assoc. HOSA with responsibilities as specified in these Bylaws.

### **ARTICLE V MEETINGS**

- Section 1 A minimum of two meetings of the WV Assoc. HOSA Board of Directors shall be held, the date and place to be set by the Executive Council and approved by the WV Assoc. HOSA Board of Directors.
- Section 2 Special meetings of the WV Assoc. HOSA Board of Directors may be called, except as provided by law, by the Chairman of the Board or the Board of Directors.
- Section 3 Written notice of the date, time, and place of any meeting must be mailed and/or emailed 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, email, or conference call 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, email, or voice ballot shall be a majority of the

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membership.

### ARTICLE VI BOARD OF DIRECTORS

- Section 1 The WV Assoc. HOSA Board of Directors shall consist of the following appointed and/or elected members, all with voting rights:
- A. Six (6) local advisors representing WV HOSA, one from each region of the state (one-year term).
    - a. Regions shall be designated according to Article III, Section 2C of the WV HOSA Bylaws.
  - B. A minimum of two (2) representatives from the healthcare industry, (one-year term).
  - C. One (1) school administrator from a Career & Technical Education (CTE) School or a comprehensive high school with CTE integrated into the classroom, (one-year term).
  - D. A representative from the WV Department of Education, CTE Division, or the Health Science Education Coordinator for the CTE Division, (one-year term).
  - E. The WV HOSA State President, (one-year term).
  - F. Three (3) student WV HOSA members, selected from the state officer team by the Executive Council and/or appointed by the WV HOSA State Advisor, (one-year term).
  - G. One (1) WV HOSA Member-at-Large, (one-year term).
  - H. One (1) WV HOSA Alumni Member, (one-year term).
  - I. One (1) representative from postsecondary education and/or other related alliances, (one-year term).
  - J. The WV HOSA State Advisor.
  - K. The WV HOSA Executive Director.
  - L. The WV HOSA State Officer Coordinator.
- Section 2 A vacancy in the WV Assoc. HOSA Board of Directors may be filled by a majority vote of members then in office.
- Section 3 Any director may be removed by a majority vote of the membership, except, as otherwise provided in these Bylaws and/or WV HOSA Bylaws.
- Section 4 The meetings of the board of directors shall be held during the fall and the spring leadership conferences of the current school year.

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Section 5 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 WV Assoc. HOSA 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 6 Any board member may participate in meetings by means of telephone and/or Skype conference calls if unable to attend the scheduled meeting(s) in person.

### ARTICLE VII EXECUTIVE COMMITTEE

Section 1 The WV HOSA State Advisor, the WV HOSA Executive Director, the WV HOSA State Officer Coordinator, the WV HOSA elected state officers, and the local advisor of the individual elected state officer shall constitute the voting members of the Executive Committee.

Section 2 The WV Assoc. HOSA Board of Directors may authorize the Executive Committee to perform between the meetings of the board such duties as the board may set forth or from time to time deemed expedient.

Section 3 The Executive Committee shall meet at the request of the Chairman of the Board or at the request of three (3) of its members. A written report of said meeting shall be submitted to the WV Assoc. HOSA Board of Directors by the WV HOSA Secretary.

Section 4 The Executive Committee may participate in meetings by means of telephone conference calls and/or electronic correspondence.

Section 5 The Executive Committee shall work with the chairmen of the standing committees to plan and accomplish the program of work as specified in the WV HOSA Bylaws.

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### ARTICLE VIII STANDING COMMITTEES

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

Section 2 The standing committees are:

1. Executive Committee

a. Purpose

The Executive Committee shall also serve as the WV Assoc. HOSA Finance Committee. The Executive Committee shall handle all business between Board meetings regarding the operation of the state association and/or direction given the State Advisor.

b. Membership

The members of the Executive Committee are specified in Article VII, Section 1 of the WV Assoc. HOSA Bylaws.

c. Term of Office

The Executive Committee members, except for the WV HOSA State Advisor, WV HOSA Executive Director, and the WV HOSA State Officer Coordinator, shall serve for one (1) year coinciding with their elected position. Since membership on the Executive Committee is a result of elected office, if an elective membership changes so does membership on this committee.

d. Meetings

The conditions for meetings are specified in the WV HOSA Bylaws, Article VI, Section 3 and in the WV Assoc. HOSA Bylaws, Article VII, Section 2.

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### e. Responsibility and Authority

The Executive Committee of the WV Assoc. HOSA Board of Directors shall:

- i. Keep the WV Assoc. HOSA Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board.
- ii. Make decisions that require immediate action in the absence of the Board. Use prudent judgement in determining what business it shall handle on behalf of the WV Assoc. HOSA Board of Directors.
- iii. Accept responsibility for preparing recommended task lists for WV Assoc. HOSA committees and finalizing the agenda for Board meetings.
- iv. Work with the Chairmen of the standing committees to accomplish the Program of Work.
- v. Accept responsibility for the Program of Work.
- vi. Be responsible for the fiscal management of the organization.
- vii. Accept responsibility for the WV HOSA Fall Leadership Conference, the WV HOSA State Leadership Conference, and the HOSA International Leadership Conference.

### 2. State Leadership Competitive Events Committee

#### a. The committee shall:

- i. Function under the leadership of the State Advisor and competitive events committee chair.
- ii. Appoint Coordinators for competitive events according to the following Divisions:
  - i. Health Professions Event Coordinator
  - ii. Emergency Preparedness Events Coordinator
  - iii. Leadership Events Coordinator
  - iv. Team Events Coordinator
- iii. Provide the WV HOSA Executive Director with contact information for potential judges for competitive events.
- iv. Provide the State Advisor with a list of materials and supplies required to run the competitive events.

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3. Long Range Planning Committee
  - a. The committee shall:
    - i. Seek regular feedback from HSE-HOSA partners and chairmen of all WV HOSA Committees.
    - ii. Maintain a strategic plan for HOSA.
    - iii. Monitor other student organizations.
    - iv. Analyze all recommendations received from all sources.
    - v. Submit recommendations to the WV Assoc. HOSA Board of Directors and the Executive Committee.
  
4. Policy and Nominating Committee
  - a. The committee shall:
    - i. Consist of five (5) active members that meet regularly conducting business according to Robert's Rules of Order, Newly Revised.
    - ii. Accept responsibility for the maintenance of the Bylaws for both WV HOSA and WV Assoc. HOSA.
    - iii. Analyze all recommendations received from all sources for revision of the WV HOSA and WV Assoc. HOSA Bylaws.
    - iv. Develop proposed revisions to the WV HOSA and WV Assoc. HOSA Bylaws and present for consideration to the WV Assoc. HOSA Board of Directors.
    - v. Review the Program of Work and make recommendations to the Executive Committee as appropriate.
    - vi. Accept responsibility for the nominating process
      - i. Review all applications (resumes) for regular WV Assoc. HOSA Board positions.
      - ii. Encourage potential candidates to seek WV Assoc. HOSA Board positions.
      - iii. Submit official minutes of all meetings to the Board secretary within ten (10) days of official meeting.
      - iv. Present the panel of nominees to the WV Assoc. HOSA Board members for review thirty (30) days prior to the next meeting.
        - a. Nominee information should include, but is not limited to:

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- i. Name
- ii. Employer
- iii. Job Title
- iv. Years of Service in current position
- v. Position for which they are running
- vi. Years of Experience with WV HOSA
- vii. Benefits they will provide to WV HOSA.

### 5. Marketing and Partnership Development

#### a. The Committee shall:

- i. Work with the Executive Committee to promote WV HOSA throughout the state.
- ii. Provide the Executive Committee with a list of businesses to consult for bids when purchasing t-shirts, trading pins, bags, and other items necessary for the state conferences.
- iii. Provide the Executive Committee with a list of items to consider for purchase for the state conferences. These items will represent WV HOSA and will be sold to conference participants.
- iv. Work with the “host” facility of the State Leadership Conference to develop educational symposium topics and interactive workshops.
- v. Work with the Executive Committee to develop and promote a sponsorship and expo packet for the State Leadership Conference, with the primary goal of gaining sponsorships for competitive events, gifts, luncheons, and other items that may be required for the State Conference.

### 6. Scholarship

#### a. The committee shall:

- i. Promote the establishment of long-term sources of scholarships for WV HOSA members.
- ii. Develop and review guidelines and criteria for WV HOSA scholarships.



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iii. Facilitate the sponsorship selection process based on the established policies and criteria.

- Section 3 The standing committees function and perform those duties as set forth in these Bylaws, or from time to time deemed expedient by the Board of Directors or the Executive Committee.
- Section 4 WV Assoc. HOSA Committee members shall be appointed or reappointed by the Chairman of the Board of Directors with recommendations from the Chairman of the specific committee to carry out the committee charge as determined by the Board Chairman, the Executive Committee, or the WV Assoc. HOSA Board of Directors.
- Section 5 Standing committees shall have vested in them the authority to carry out their committee assignments. Items of budget consideration shall be approved by the Board Chairman as stipulated in the Board approved budget.

### ARTICLE IX AMENDMENTS

- Section 1 These Bylaws may be approved for amendment by a two-thirds vote by the WV Association HOSA Board of Directors, provided that the proposed amendment(s) has been submitted in writing to each Board member at least thirty days prior to consideration by the Board.
- Section 2 Amendments may be proposed by an active local chapter, an executive council member, or a member of the board of directors.
- Section 3 Bylaw changes approved for amendment by the WV Association HOSA Board of Directors must be submitted to a vote by the voting delegates and State Officers at the State Leadership Conference provided the that the proposed amendment(s) has been submitted in writing to each Chapter at least thirty days prior to the conference.
- Section 4 Bylaws amendments will be voted on by Articles and be approved by a plurality of the delegates.

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### ARTICLE X DISSOLUTION

- Section 1      Upon final dissolution or liquidation of this organization and after final discharge or satisfaction of all outstanding obligations and liabilities, its remaining in assets shall be disbursed by the WV Association HOSA Board of Directors in accordance with one or more of the purposes of this organization or to be transferred to a government instrumentality or a qualified exempt organization within the meaning of Section 501 (3c) of the Internal Revenue code.