

# BYLAWS

## NATIONAL CONSORTIUM FOR HEALTH SCIENCE EDUCATION

### ARTICLE I

#### Name

The name of this nonprofit organization is the National Consortium for Health Science Education, which hereafter shall also be known as NCHSE.

### ARTICLE II

#### Mission

The mission of NCHSE is to provide leadership and professional development for health science education through collaboration among education, healthcare industry, policy makers and professional organizations.

#### Purpose

The purpose shall be to contribute to the effective and efficient delivery of health care and preparation of a qualified workforce through fostering collaboration among educational agencies, professional associations, credentialing agencies, the health care community, policy-making bodies and labor.

#### Vision

NCHSE Collaboratively Defines and Advances the Framework of Health Science Education

### ARTICLE III

#### Membership

NCHSE is a membership organization comprised of those who support the mission, purpose and goals. Membership will be in effect with the submission of an application and remittance of annual dues. The membership categories are Voting, Non-Voting, Life Member and Coalition.

### ARTICLE IV

#### Organizational Structure

44 The organizational structure shall consist of five levels:

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46 **Level I: Executive Committee**

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48 Shall be comprised of the elected officers of NCHSE and committee chairs.

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50 **Level II: Board of Directors**

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52 Shall be comprised of all voting members of NCHSE.

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54 **Level III: Individual Members**

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56 Shall be comprised of non-voting members of NCHSE.

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57 **Level IV: Life Members**

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59 Shall be comprised of voting members according to policy and procedure.

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60 **Level V: Coalitions**

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62 A coalition shall have one voting member of NCHSE.

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63 **Membership Terms**

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65 Terms for the five levels of NCHSE Board Membership are:

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67 **Level I: Executive Committee**

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69 The elected officers shall be consistent with the term of office.

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71 **Level II: Board of Directors**

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73 Group/association is in good standing.

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75 **Level III: Individual Members**

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77 Individual is in good standing.

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79 **Level IV: Life Members**

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81 For the lifetime of the member and is non-transferable.

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83 ***Authority and Responsibility***

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85 Between annual business meetings of NCHSE, the property, business and affairs shall be  
 86 directed by the Executive Committee, subject to the limitations of the Articles of Incorporation of  
 87 these Bylaws, as to the action to be authorized or approved by the membership and in  
 88 conformance with responsibilities of Board members as prescribed by these Bylaws. All  
 89 corporate powers shall be exercised by or under the authority of the Board of Directors.

90

91 The Executive Committee shall act on behalf of the Board of Directors, except for matters

92 reserved for the total NCHSE Board in these Bylaws, to conduct the business and affairs of the  
 93 organization and within the limits of these Bylaws shall determine its policies or charges therein;  
 94 shall actively pursue its purposes and shall have discretion in the disbursements of funds. The  
 95 Executive committee may adopt such rules and regulations for the conduct of its business as is  
 96 deemed advisable and may, in the execution of the powers granted, appoint such agents, as it  
 97 may consider necessary.

### 98 **Quorum**

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 100  
 101 At any meeting of the Board of Directors, the voting members in attendance shall constitute a  
 102 quorum for the transaction of business and any such business thus transacted shall be valid  
 103 providing it is affirmatively passed upon by a majority of those present, unless a larger  
 104 percentage vote is stipulated by the Bylaws.

105 A majority of the Executive Committee shall constitute a quorum at any called meeting of the  
 106 Executive Committee. The Chair shall call such meeting of the Executive Committee as the  
 107 business of NCHSE may require.

### 108 **Board of Directors Meetings**

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 111 The Board of Directors shall meet at least annually. Notice of date, time and location of all  
 112 meetings shall be furnished to each member at least sixty (60) days in advance.

### 113 **Special Meetings**

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 116 Special meetings of NCHSE may be called by the Chair with the approval of the Executive  
 117 Committee.

## 118 **ARTICLE V**

### 119 **Officers**

#### 120 ***Roles and Responsibilities:***

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 129 **Chair:** The Chair shall be the principle elected officer of NCHSE; shall serve for two years shall  
 130 preside at meetings of the Board of Directors and of the Executive Committee; and shall be an  
 131 ex-officio member of all committees, other than the Nominating Committee. The Chair shall  
 132 make all required appointments of standing and special committees consistent with these Bylaws  
 133 and with approval of the Executive Committee. The Chair shall also serve as Chair of the  
 134 Executive Committee. The Chair shall perform such other duties as are necessary or as  
 135 prescribed by the Board of Directors.

136  
 137 **Chair-Elect:** The Chair-Elect shall serve on the Board of Directors and on the Executive

138 Committee for one year before assuming the office of Chair. In the absence or disability of the  
 139 Chair the Chair-Elect shall perform all duties of the Chair and in doing so shall have the powers of  
 140 the Chair.  
 141

142 **Past- Chair:** The immediate Past-Chair shall serve on the Board of Directors and the Executive  
 143 Committee in the role of advisor for two years following completion of the term as Chair. In the  
 144 absence or disability of the Chair, when there are no recognized Chair-Elect, the Past-Chair shall  
 145 perform all duties of the Chair and in doing so shall have the powers of the Chair.  
 146

147 **Treasurer:** The Treasurer shall serve on the Board of Directors and the Executive Committee for  
 148 two years, as the principal financial officer of NCHSE. The Treasurer shall keep an account of all  
 149 monies received and expended for the use of the organization and shall make disbursements  
 150 authorized by the Board and approved by the Chair. The Treasurer shall make a report at the  
 151 Annual Meeting or when called upon by the Executive Committee. The Treasurer shall also serve  
 152 as Chair of the Fiscal Committee.  
 153

154 **Secretary:** The Secretary shall serve on the Board of Directors and the Executive Committee for  
 155 two years. The Secretary shall keep complete records of all official proceedings and perform such  
 156 other duties as specified by the Board of Directors.  
 157

### 158 **Election and Term of Office**

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 160 All officers shall be elected by majority vote to the Board of Directors at the annual meeting.  
 161 Election of officers shall be by ballot. Elected officers shall take office immediately following the  
 162 meeting.  
 163

### 164 **Vacancy---Removal**

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 166 Vacancies of an elected office may be filled for the balance of the term by Executive Committee  
 167 appointment. A Board membership may be filled for the balance of the membership year by a  
 168 representative appointed by the respective membership organization.  
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170 Removal: A NCHSE Officer or Board Member may be removed from office for due cause.  
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## 172 **ARTICLE VI**

### 173 **Committees**

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 176 There shall be standing committees which are deemed necessary for the sound operation of  
 177 NCHSE. These NCHSE standing committees are: Executive, Nominating, Fiscal, and  
 178 Bylaws/Policy. Special and Ad Hoc committees shall be appointed by the Chair. Committee  
 179 Chairs, except Executive and Fiscal, shall be appointed by the Chair.  
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## 181 **ARTICLE VII**

### 182 **Indemnification**

185 NCHSE shall indemnify and hold harmless to the full extent permitted by law any person who is or  
 186 was a director, officer, employee or agent of NCHSE or who is or was serving at the request of  
 187 NCHSE as a director, officer, employee or agent of another corporation, partnership, joint  
 188 venture, trust or other enterprise. In addition, NCHSE may purchase and maintain insurance on  
 189 behalf of any person who is or was a director, officer, employee or agent of the organization and/  
 190 or who is or was serving at the request of NCHSE as a director, officer, employee or agent of  
 191 another corporation, partnership, joint venture, trust or other enterprise, against any liability  
 192 asserted against him or her and incurred by him or her in any such capacity, or arising out of his  
 193 or her status as such, regardless of whether NCHSE would have the power to indemnify him or  
 194 her against such liability.

## 195 **Article VIII**

### 196 **Dissolution**

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 199 NCHSE shall use its funds only to accomplish the mission and vision specified in these Bylaws  
 200 and no part of these funds shall be distributed to the members of NCHSE. Upon dissolution of  
 201 NCHSE, any funds remaining shall be distributed to one or more regularly organized and  
 202 qualified charitable, educational, scientific or philanthropic organizations to be selected by the  
 203 Board of Directors.  
 204

## 205 **Article IX**

### 206 **Parliamentary Authority**

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 208  
 209 The rules contained in the current edition of "Robert's Rules of Order" shall govern NCHSE in all  
 210 cases in which they are applicable and consistent with the Bylaws.  
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## 216 **Article X**

### 217 **Fiscal Year**

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 220 The fiscal year of the Consortium shall be January 1 to December 31.  
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## 223 **Article XI**

### 224 **Enabling Acts**

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 227 All provisions of the above Bylaws shall take effect at the end of an annual meeting.  
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## Article XII

### Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present at any annual or special meeting of NCHSE. Such changes shall be provided in writing to the Board of Directors thirty (30) days prior to such meetings.

Amendments may be by the Executive Committee on its own initiative or upon petition of twenty-five (25) percent of the membership. All such amendments shall be presented to the Executive Committee for further consideration. The Executive Committee shall then present said recommendation(s) to the Bylaws/Policy Committee with or without recommendation. The Bylaws/Policy Committee will present recommendations for amendments to the full board for vote.

*Enacted September 1994*

*Amended April 1995*

*Amended April 1997*

*Revised June 1997*

*Revised January 2000*

*Revised January 2002*

*Revised January 2006*

*Amended April 2009*

*Revised August 2010*

*Approved 1-27-2011*