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# **BYLAWS**

## **NATIONAL CONSORTIUM ON HEALTH SCIENCE EDUCATION**

### **ARTICLE I**

#### **Name**

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

### **ARTICLE II**

#### **Mission**

The principle-mission shall be to shape or influence the preparation for employment of health care personnel.

#### **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.

### **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

The organizational structure shall consist of five levels:

**Level I: Executive Committee**

Shall be comprised of the elected officers of NCHSE.

**Level II: Board of Directors**

Shall be comprised of all voting members of NCHSE.

**Level III: Individual Members**

Shall be comprised of non-voting members of NCHSE.

**Level IV: Life Members**

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

**Level V: Coalitions**

A coalition shall have one voting member of NCHSE.

## Membership Terms

Terms for the five levels of NCHSE Board Membership are:

**Level I: Executive Committee**

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

**Level II: Board of Directors**

As long as the group/association is a member in good standing.

**Level III: Individual Members**

As long as the individual is a member in good standing.

**Level IV: Life Members**

For the lifetime of the member.

88 ***Authority and Responsibility***

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

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97 The Executive Committee shall act on behalf of the Board of Directors, except for  
98 matters reserved for the total NCHSE Board in these Bylaws, to conduct the  
99 business and affairs of the organization and within the limits of these Bylaws  
100 shall determine its policies or charges therein; shall actively pursue its purposes  
101 and shall have discretion in the disbursements of funds. The Executive  
102 committee may adopt such rules and regulations for the conduct of its business  
103 as is deemed advisable and may, in the execution of the powers granted, appoint  
104 such agents, as it may consider necessary.

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106 **Quorum**

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108 At any meeting of the Board of Directors, the voting members in attendance shall  
109 constitute a quorum for the transaction of business and any such business thus  
110 transacted shall be valid providing it is affirmatively passed upon by a majority of  
111 those present, unless a larger percentage vote is stipulated by the Bylaws.  
112 A majority of the Executive Committee shall constitute a quorum at any called  
113 meeting of the Executive Committee. The Chair shall call such meeting of the  
114 Executive Committee as the business of NCHSE may require.

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116 ***Board of Directors Meetings***

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

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122 **Special Meetings**

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124 Special meetings of NCHSE may be called by the Chair with the approval of the  
125 Executive Committee.

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## ARTICLE V

### Officers

#### Roles and Responsibilities:

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

**Chair-Elect:** The Chair -Elect shall serve on the Board of Directors and on the Executive Committee for one year before assuming the office of Chair. In the absence or disability of the Chair the Chair-Elect shall perform all duties of the Chair and in doing so shall have the powers of the Chair.

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

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

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

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## **Election and Term of Office**

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184 All officers shall be elected by majority vote to the Board of Directors at the  
185 annual meeting. Election of officers shall be by ballot. Elected officers shall take  
186 office immediately following the meeting.

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## **Vacancy---Removal**

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190 Vacancies of an elected office may be filled for the balance of the term by  
191 Executive Committee appointment. A Board membership may be filled for the  
192 balance of the membership year by a representative appointed by the respective  
193 membership organization.

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195 Removal: A NCHSE Officer or Board Member may be removed from office for  
196 due cause.

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## **ARTICLE VI**

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### **Committees**

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202 There shall be standing committees which are deemed necessary for the sound  
203 operation of NCHSE. These NCHSE standing committees are: Executive,  
204 Nominating, Fiscal, and Bylaws/Policy. Special and Ad Hoc committees shall be  
205 appointed by the Chair. Committee Chairs, except Executive and Fiscal, shall be  
206 appointed by the Chair.

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## **ARTICLE VII**

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### **Indemnification**

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213 NCHSE shall indemnify and hold harmless to the full extent permitted by law any  
214 person who is or was a director, officer, employee or agent of NCHSE or  
215 who is or was serving at the request of NCHSE as a director, officer, employee or  
216 agent of another corporation, partnership, joint venture, trust or other enterprise.  
217 In addition, NCHSE may purchase and maintain insurance on  
218 behalf of any person who is or was a director, officer, employee or agent of the  
219 organization and/ or who is or was serving at the request of NCHSE as a  
220 director, officer, employee or agent of another corporation, partnership, joint  
221 venture, trust or other enterprise, against any liability asserted against him or her

222 and incurred by him or her in any such capacity, or arising out of his or her status  
223 as such, regardless of whether NCHSE would have the power to indemnify him  
224 or her against such liability.

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## 227 **Article VIII**

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### 230 **Dissolution**

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232 NCHSE shall use its funds only to accomplish the mission and purposes  
233 specified in these Bylaws and no part of these funds shall be distributed to the  
234 members of NCHSE. Upon dissolution of NCHSE, any funds remaining shall be  
235 distributed to one or more regularly organized and qualified charitable,  
236 educational, scientific or philanthropic organizations to be selected by the Board  
237 of Directors.

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## 240 **Article IX**

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### 243 **Parliamentary Authority**

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245 The rules contained in the current edition of “Robert’s Rules of Order” shall  
246 govern NCHSE in all cases in which they are applicable and consistent with the  
247 Bylaws.

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## 250 **Article X**

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### 253 **Fiscal Year**

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255 The fiscal year of the Consortium shall be January 1 to December 31.

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## 258 **Article XI**

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### 261 **Enabling Acts**

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263 All provisions of the above Bylaws shall take effect at the end of an annual  
264 meeting.

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## 267 **Article XII**

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### 270 **Amendments**

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

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

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277 Enacted September 1994                      Revised January 2000  
278 Amended April 1995                         Revised January 2002  
279 Amended April 1997                         Amended January 2006  
280 Revised June 1997                             Amended April 2009

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