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 healthcare and preparation of a qualified workforce through fostering collaboration among educational agencies, professional associations, credentialing agencies, the healthcare community, policy-making bodies and labor.

Vision

NCHSE collaboratively defines and advances the framework of health science education.

Fiscal Year

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

Membership

NCHSE is a membership organization comprised of those who support the mission, purpose and goals of NCHSE. A Member is an individual or organization that has met the current Membership Requirements. Each Member receives one vote unless otherwise specified herein.

ARTICLE IV

Organizational Structure

A. Membership Categories

Shall be comprised of Members organized into the following categories:
   i. Health science state leaders
   ii. Government agencies
   iii. Health industry organizations
   iv. Health Science Educators Association
   v. Professional associations
   vi. Publishers and educational resources organizations
   vii. Secondary and postsecondary educational institutions

B. Board of Directors

Shall be comprised of the Elected Officers (see Article V, Elected Officers) and each health science state leader. The Executive Director serves in an ex-officio capacity on the Board of Directors.

C. Executive Council

Shall be comprised of the Elected Officers (see Article V, Elected Officers). For clarification, only a single health science state leader representative, elected by the Members of the health science state leader category, shall serve on the Executive Council. The Executive Director serves in an ex-officio capacity on the Executive Council.

Authority and Responsibility

All authority and all corporate powers shall be exercised by or under the authority of the Board of Directors and the Members. The Board of Directors delegates to the Executive Council and the Executive Director, within the limits of these Bylaws, the ability to act on behalf of the Board of Directors to actively pursue its purposes and conduct and administrate the business, affairs, and property of NCHSE including discretion in the disbursements of funds, and the hiring of agents, contractors, or employees. The Board of Directors retains all power and authority to overrule, at any time, any decision or action of the Executive Council and the Executive Director.
Voting

A. General Voting Administration
All matters requiring a vote shall be administered according to the following procedures, except as otherwise explicitly specified herein:

i. Members are allowed one (1) vote.

ii. A quorum, as described herein, must be present for any binding vote or action.

iii. Voting outcomes shall be determined by a simple majority of the quorum.

iv. In the event of a draw vote, the Executive Director shall cast the deciding vote.

v. Members serving in leadership positions may vote in any general or Membership Category matters. Said members cast only one vote in such matters.

B. General Membership Voting
All Members vote on the following:

i. Approval of the Bylaws.

ii. Election of the following Elected Officers: Chair, Chair-Elect, Secretary, and Treasurer.

iii. Approval of agenda, minutes, committee recommendations, budget, and other items as determined by the Board of Directors.

iv. Overrule a decision or action of the Board of Directors. To overrule a decision or action of the Board of Directors, 66 percent of a quorum of the Members is required. To instigate such a vote, 50 percent of all Members must petition the Chair or Executive Director.

C. Membership Category Voting
Members vote within their Membership Categories on the following:

i. Election of their Membership Category Representative to serve on the Board of Directors.
   a. Members of the health science state leaders category shall elect one representative to serve on the Executive Council.

ii. Make formal requests or recommendations to be presented to the general Members or to the Board of Directors (as appropriate) for vote.

D. Board of Directors Voting
Members serving on the Board of Directors vote on the following:

i. Strategic direction, priorities, strategies, governance, policies and procedures, creation of standing committees, and significant expenditures of NCHSE.

ii. Delegation of its authority to others.

iii. Approval of agenda, minutes, committee recommendations, budget, and other items as determined by the Executive Council.

iv. Decisions regarding the hiring, terminating, job responsibility direction, and salary of the Executive Director.

E. Executive Council Voting
Members serving on the Executive Council vote on the following:

i. Recommendations to the Board of Directors regarding strategic direction, priorities, strategies, governance, policies and procedures, budgets, other significant expenditures, meeting agendas, meeting minutes, committee recommendations, and other items as determined from time to time.
ii. Recommendations regarding the hiring, terminating, job responsibility direction, and salary of the Executive Director.

iii. Decisions regarding NCHSE's expenditure of approved budgets, regular operations, and implementation of strategic initiatives, including the expenditure of budgets for additional employees, agents, or contractors.

iv. Policy issues regarding the day to day administration of NCHSE.

v. General direction of the Executive Director's regular activities

Quorum

Only Members that belong to a particular group (ex. Board of Directors, Membership Categories, etc.) shall constitute Voting Members. Unless otherwise explicitly stipulated herein, at any appropriately scheduled meeting of Voting Members, the Voting Members in attendance shall constitute a Quorum for the transaction of business, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

For decisions changing the bylaws, a simple majority of the Board of Directors must participate in the vote.

NCHSE Meetings

Regular meetings of the Members, Membership Categories, and Board of Directors shall be held at least annually. Regular meetings shall be called by the Chair or the Executive Director at the request of the Executive Council. Notice of the date, time and location of general Member, Membership Category, and Board of Director meetings shall be provided to each appropriate member at least sixty (60) days in advance.

Executive Council meetings shall be held at least quarterly (expected monthly). Notice of the date, time and location of Executive Council meetings shall be provided to each appropriate member at least thirty (30) days in advance. Executive Council meetings may be called by either the Chair, the Executive Director, or a simple majority of the Executive Council.

Meetings between the Executive Director and members of the Executive Council, Board of Directors, any other general Member, or between the Executive Director and any third-party for normal day to day operations of the organization do NOT constitute a meeting for the intended purposes of this section.

Special Meetings

Special meetings may be called by either the Chair, the Executive Director, or a simple majority of the appropriate membership group needing to meet. Notice of any such request for a special meeting must immediately be given to each Member of the appropriate membership group and to the entire Board of Directors. Decisions made at special meetings are only binding when a simple majority of that appropriate membership group votes on the decision.

A report of any such special meeting must be provided to the entire Board of Directors within 30 days of the special meeting.

Meetings between the Executive Director and members of the Executive Council, Board of Directors, any other general Member, or between the Executive Director and any third-party for normal day to day operations of the organization do NOT constitute a special meeting.
ARTICLE V

Roles and Responsibilities

Member: Each Member shall work to advance the mission and goals of NCHSE. The Member shall represent their entity’s interests within NCHSE in general, and within their particular Membership Categories. Members shall attend and participate in the annual Members Meeting and participate on committees as needed.

Membership Category Representative: The Membership Category Representative acts as a liaison between their Membership Category and the Board of Directors and the Executive Council. They work to recruit and encourage new membership from others outside of NCHSE. They serve on the Board of Directors and potentially on the Executive Council. Representatives shall serve a term of two years with a maximum of three consecutive terms. A Member’s Membership Category will be determined through application and assignment by the Executive Council. If a Member desires to change their Membership Category assignment, they can appeal the decision to the Board of Directors.

Board of Directors: The Board of Directors has all fiduciary duties and authority for NCHSE and shall direct the general business of the organization. They shall set the priorities and strategic plans for NCHSE. They shall attend and participate in the annual Members Meeting.

Executive Council: The Executive Council shall make recommendations to the Board of Directors regarding the priorities and strategic plans for NCHSE, and shall help to create, develop, and facilitate the implementation of the organization business at the direction of the Board of Directors. They are to directly assist and help the Executive Director manage the property, business and affairs of the organization between annual business meetings. They shall attend and participate in the annual Members Meeting, regular Executive Council meetings, and at meetings at other times as deemed necessary by the Chair or a majority of the Executive Council. Actions of the Executive Council shall be summarized in the Annual Report presented at the annual Board of Directors meeting.

Elected Officers

Shall be comprised of a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and one elected representative from each of the Membership Categories (Membership Category Representatives). With exception of the Chair-Elect, the Elected Officers are chosen from and are elected by the Members. The Chair-Elect candidate must have served at least one year on the Executive Council and is elected by the Members.

Chair: The Chair shall be the principle elected officer of NCHSE; shall serve a two-year term; and, shall preside at all NCHSE meetings. The Chair shall make all required appointments for standing and special committees consistent with these Bylaws and with approval of the Executive Council. The Chair shall serve as Chair of the Board of Directors and the Executive Council. The Chair shall perform such other duties as are necessary or as prescribed by the Board of Directors.
Chair-Elect: The immediate Chair-Elect shall serve on the Board of Directors and the Executive Council; and, shall serve a two-year term before assuming the office of Chair. Eligibility for the Chair-Elect is to have previously served on the Executive Council for at least one year before running for the office of Chair-Elect. In the absence of the Chair, the Chair-Elect shall perform all duties of the Chair and in doing so shall have the powers of the Chair. The individual elected to Chair-Elect serves a collective total of six (6) years progressing from two (2) years as Chair-Elect, two (2) years as Chair, and two (2) years as Past-Chair.

Past-Chair: The immediate Past-Chair shall serve on the Board of Directors and the Executive Council in the role of advisor for two years following completion of the term as Chair. In the absence of the Chair and 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 Council for two years. The Treasurer shall oversee, or personally perform, the accounting of all monies received and expended for the use of the organization, as authorized by the Board of Directors. The Treasurer shall make a report at the NCHSE annual meeting or when called upon by the Executive Council.

Secretary: The Secretary shall serve on the Board of Directors and the Executive Council for two years. The Secretary shall keep complete records of all official proceedings.

Membership Category Representatives: Each Membership Category Representative shall serve on the Board of Directors and the Executive Council in the role of advisor for two years. The Membership Category Representatives shall make best efforts to represent the viewpoints of their entire Membership Category. They are responsible for communicating the discussions and actions of the Board of Directors and the Executive Council to the Members within their respective Membership Category.

Election and Term of Office

Unless otherwise indicated herein, all officers and representatives shall be elected by majority vote at the annual meeting.

Process for Election of Chair-Elect, Secretary, and Treasurer:
1. The Past-Chair will prepare a slate of nominations from all Members.
2. Candidates for Chair-Elect, Secretary or Treasurer may be asked to submit a resume. The Chair-Elect candidate must have served at least one year on the Executive Council and be a voting member.
3. The Past-Chair will present the candidates to the Members, allowing each candidate five (5) minutes to describe their qualifications and philosophy regarding NCHSE.
4. The Members will then elect officers by ballot. A simple majority of the Members present will determine the results.

Process for Election of Membership Category Representatives:
1. Only Members belonging to a particular Membership Category may vote to elect their Membership Category Representative.
2. The Past-Chair will prepare a slate of nominations for each Membership Category from Members of their respective Membership Category.
3. Candidates for Membership Category Representatives may be asked to submit a resume.
4. The Past-Chair will present the appropriate candidates to the Members of their Membership Category, allowing each candidate five (5) minutes to describe their qualifications and philosophy regarding NCHSE and their Membership Category.

5. The Members within each Membership Category will then elect their respective Membership Category Representatives by ballot. A simple majority of the Members present within each Membership Category will determine the results.

Elected officers and representatives shall take office immediately following the annual meeting, unless otherwise agreed upon by the Executive Council.

The Term for all elected offices is two years and a maximum of three consecutive terms.

One Health Science State Leader from each Member state will serve on the Board of Directors throughout the length of their service as a health science state leader.

**Vacancy / Removal**

Vacancies of Secretary and Treasurer may be filled by any Member for the balance of the term by Executive Council appointment. The Chair-Elect will assume the office of Chair should the Chair be unable to serve. If the Chair is reelected, the Past-Chair will continue to reside on the Board until such time as there is a new Past-Chair. A Membership Category Representative vacancy may be filled by Executive Council appointment for the balance of the membership year by another Member of the same Membership Category.

Removal: Any Executive Council member, Board of Director member, Membership Category Representative, or the Executive Director may be immediately removed from office for due cause by majority vote of the Executive Council. Such action shall be undone or ratified by majority vote of the Board of Directors as soon as possible.

**ARTICLE VI**

**Committees**

Ad hoc committees shall be appointed by the Chair as deemed necessary.

Standing committees shall be created by the Board of Directors as deemed necessary.

**ARTICLE VII**

**Executive Director**

The Executive Director is a hired or volunteer employee of NCHSE and serves at the pleasure of the Board of Directors. The Executive Director is hired by, terminated by, and reports to the Executive Council under the authority of the Board of Directors. The Executive Director is to perform job functions as outlined by the Executive Council, as modified from time to time, including to recruit and serve as liaison with outside organizations that align to the NCHSE Membership Categories in support of NCHSE’s mission and goals. The Executive Director is responsible for the overall day to day leadership and administration of the organization and assists in the formation of strategic plans and development of policy. The Executive Director is responsible for the administration of the Board of Directors’ policies and provides effective

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guidance to the Board of Directors and Executive Council. The Executive Director implements the organization’s strategic goals and objectives by overseeing program development and evaluation; manages the organization’s assets and develops effective partnerships with stakeholders. The Executive Director serves in an ex-officio capacity to the Board of Directors, and Executive Council, and does not vote on any matters except as specified herein.

**Article VIII**

**Indemnification**

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

**Article IX**

**Parliamentary Authority**

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

**Article X**

**Enabling Acts**

All provisions of the above Bylaws shall take effect upon approval by the membership.

**Article XI**

**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. Amendments may be initiated by the Executive Council or the Board of Directors on their own initiative, or upon petition of the majority of the Members or any individual Membership Category. Any such amendment shall be presented in writing to the Executive Council for further consideration with the petitioning Members at least sixty (60) days prior to any Member vote. The Executive Council shall then present said recommendation(s) to the membership for a vote.
Article XII

Dissolution

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

Enacted September 1994
Amended April 1995
Amended April 1997
Revised June 1997
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