

ILLINOIS HOSA, INC.

BYLAWS

Est. 1978 (Revised 1984, 2000, 2013)

ARTICLE 1

NAME

The name of this organization shall be **ILLINOIS HOSA, INCORPORATED**. The acronym **IHOSA Inc.** is used to designate the corporation.

ARTICLE II

OBJECT

The object of IHOSA, Inc. shall be to sponsor the student organization HOSA and to promote and strengthen the HSTE-HOSA Partnership.

ARTICLE III

State Directive

The Illinois Department of Education will serve as the sponsoring agency for the student organization, IHOSA, with the Principal Consultant (HOSA Consultant), serving as the state advisor. The Illinois HOSA, Inc. 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 IHOSA, Inc. Board of Directors. In the absence of a state directive or conflicting circumstances, the Board of Directors may designate a person as IHOSA State Advisor.

ARTICLE IV

MEMBERSHIP

Membership in the IHOSA, Incorporation, shall include **one** registered local HOSA advisor of each active association which is currently affiliated with both State and National HOSA, and shall be entitled to one (1) vote.

ARTICLE V

OFFICERS

- Section 1.** The officers of the corporation shall be a chair of the board, a vice-chair, a secretary, and an executive director (chief financial officer). These officers shall hold office for one year or until their successors are appointed or elected by the 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 be filled by the board of directors until the next annual meeting of membership.
- 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 board of directors and/or set forth in policies or procedures.
- Section 4.** Unless otherwise provided by the board, the chair 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 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 Executive Director serves as the chief executive officer of IHOSA, Inc., with responsibilities as specified in policies and procedures.

Section 7. The Executive Director serves as the chief financial officer of IHOSA, Inc., and with responsibilities as specified in policies and procedures.

ARTICLE VI

MEETINGS

Section 1. A minimum of two meetings of the IHOSA, Inc., shall be held, one meeting to be held at the fall leadership conference and one at the annual state leadership conference, with the date and place to be set by the executive committee.

Section 2. Special meetings of the IHOSA, Inc., may be called, except as provided by law, by the chair of the board or the board of directors.

Section 3. Written notice of the date, time, and place of any meeting and agenda must be mailed or e-mailed to each member at least one week prior to the meeting.

Section 4. Thirty percent (30%) of the membership shall constitute a quorum.

Section 5. Balloting of the membership by mail, e-mail, or conference call for expedience in conducting corporate business may be carried out at the direction of the chair of the board or by the board of directors. A quorum for mail, e-mail, or voice ballot shall be a majority of the membership.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The IHOSA Board of Directors shall consist of the following appointed or elected members with voting rights:

- a. Seven (7) local advisors representing IHOSA: one from each region of the state. (Two Year Term)
- b. Three (3) local active HOSA advisors, secondary or post-secondary/collegiate. (One Year Term)
- c. One (1) active alumni member of IHOSA. (One Year Term)
- d. One (1) representative of the health care industry. (One Year Term)

Section 2. Directors elected by the IHOSA, Inc., membership at their annual meeting serve terms of one, two, and three years as specified.

Section 3. A vacancy in the board of directors may be filled until the next meeting of the board of directors by a majority of the members then in office.

Section 4. Any director may be removed by a majority of the membership, except, as otherwise provided by law.

Section 5. The meetings of the board of directors shall be held during the fall and the spring of the school year.

Section 6. Special meetings of the Board of Directors may be called by the Chair of the Board or one-third of the voting members of the Board, provided notice of the meeting have been sent to each director at least two (2) weeks prior to the meeting.

Section 7. The board of directors may participate in meetings by means of telephone conference calls or other electronic correspondence as agreed by the board of directors.

Section 8. 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 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.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. The chair of the board, vice-chair, secretary, executive director, shall constitute the voting members of the executive committee. Ex-officio member includes the state advisor (state HOSA Consultant) and the state officer advisor.

Section 2. The board of directors may authorize the executive committee to perform between the meetings of the board such duties as the board may set forth in policies and procedures, or from time to time deem expedient.

Section 3. The executive committee shall meet at the request of the chair of the board or upon request of three (3) of its members. It shall submit a written report at each meeting of the board of directors.

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

Section 5. The executive committee works with the chair of the standing committees to plan and accomplish the program of work as specified in policies and procedures.

ARTICLE IX

STANDING COMMITTEES

Section 1. The chair of the board, with approval of the executive committee, may appoint chair, vice-chair and members to the standing committees.

Section 2. The standing committees are: Policy/ Procedures & Nominating; Membership; Professional Development; Competitive Events program &Resource; Long Range Planning, Marketing & Partnership Development; and Scholarship.

Section 3. The standing committees function and perform those duties as set forth in policies and procedures, or from time to time deemed expedient by the board of directors or executive committee.

Section 4. The chair of the board or the board of directors may establish ad-hoc committees or task forces as specified in policies and procedures.

Section 5. The state competitive events program will operate under the board of directors with terms as follows:

- a. The conference manager(s) will be a one (1) year position elected by the IHOSA advisors during the annual state leadership conference IHOSA Advisors' meeting.
- b. Board members serving on the competitive events program will fulfill their committee assignments.

- c. Members shall be appointed by the chair of the board of directors with the recommendation of the conference manager(s), and the board of directors' approval.
- d. The competitive events committee will function under the leadership of the state advisor and the executive director.

ARTICLE X

Dissolution

Upon final dissolution or liquidation of this state association, and local chapters, and after final discharge or satisfaction of all outstanding obligations and liabilities, its remaining assets shall be disbursed by the Board of Directors of IHOSA, Inc., in accordance with one or more of the purposes of this association, or be transferred to a government instrumentality or a qualified exempt educational organization.

ARTICLE XI

AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the membership of IHOSA, Inc., provided the amendment has been proposed by the board of directors, or by a committee authorized by the corporation, and has been sent in writing to the secretary, and a copy of the proposed amendment has been sent to each member at least thirty (30) days prior to the meeting at which such amendment is adopted.