

**RESTATED BYLAWS OF
MICHIGAN ASSOCIATION OF HEALTH OCCUPATIONS STUDENTS OF AMERICA
(MAHOSA)
A Michigan Nonprofit Association**

DEFINITIONS:

For the purposes of these Bylaws, the terms herein referred to shall have the following meanings:

The term "Board" or "Board of Directors" means the Board of Directors of the MAHOSA Association, and the term "Director" means an individual member of the Board.

The term "Association" means Michigan Association of Health Occupations Students of America (MAHOSA), a nonprofit 501(c)(3) Association affiliated through the National Health Occupations Students of America.

**ARTICLE I
NAMES, PURPOSES, RESTATED BYLAWS**

Section 1.1 Name The name of the Association shall be Michigan Association of Health Occupations Students of America (MAHOSA) a 501(c)(3) affiliate of National Health Occupations Students of America (HOSA) and managed by the Michigan Health Council.

Section 1.2 Purposes The purpose is to develop, implement, and foster student programs and activities which promote successful employment in the health care field. The purposes for which the association is organized are set forth in the Restated Articles of the Association (the "Articles").

Section 1.3 Restated Bylaws These Bylaws shall govern the internal affairs of the MAHOSA Association to the extent they are consistent with law and the Articles. These Bylaws shall be effective on the date of their approval.

**ARTICLE II
MEMBERSHIP**

Section 2.1 Membership Membership of the MAHOSA Association shall be available to organizations and individuals that are supportive of the objectives of the MAHOSA Association. Membership requirements will be determined by the Board of Directors. Refer to (Article 2.2) for definitions.

Section 2.2 Membership Categories Michigan HOSA State Association shall be chartered by the Board of Directors of MAHOSA and may be composed of the following divisions: Secondary, Post-Secondary/Collegiate, Members-at-Large, Associate, Alumni, and Professional.

Secondary Division Shall be composed of secondary students who are or have been enrolled in an approved Career/Technical Education Health Occupations program or an organized pre-career/technical education Health Occupations Education program.

Post Secondary/Collegiate Division Shall be composed of students who are not enrolled in high school, have received a high school diploma and/or will be pursuing a GED, and are enrolled in a health care related field at the undergraduate level.

Members-at-Large Division Shall be those persons otherwise qualified for membership where active HOSA chapters are not yet established. Members-at-large shall affiliate directly with the Michigan HOSA Association, or by geographic region as determined by the State Association and with Association approval.

Associate Division Shall be composed of secondary students not enrolled in an approved Career-Technical education health occupations program but who are interested in a career in the health professions. These students include any students who wish to affiliate with HOSA and are recommended for associate membership status by the local chapter and the state association. Associate members will pay affiliation dues but may only compete in the State and National HOSA Competitive Events program as specifically provided by the National HOSA Competitive Events Program. Additionally, Associate members may not run for or hold State or National HOSA office.

Alumni Division Shall be open to any former member of HOSA, at any level, as approved by the State HOSA Association.

Professional Division Shall include all health occupations educators of chartered State Association HOSA chapters and any practicing health care or other professional with an interest in the health care professions.

Section 2.3 Registered Office The registered office of the MAHOSA Association shall be located at 2410 Woodlake Drive, Okemos, Michigan 48864-3997, or such place as may be designated by the Board.

Section 2.4 Other Offices The MAHOSA Association also may have offices or facilities at other places as the Board may from time to time determine or as the business of the Association may require.

Section 2.5 Membership Dues Membership in HOSA requires the affiliation of all members in the National HOSA and State HOSA Association(s).

Membership dues for the National HOSA Association are determined by the Voting Delegate Assembly at each year's National HOSA Conference. National dues as of this writing are \$ 10.00 per member in all membership categories, per membership year.

Membership dues for the MAHOSA State Association will be determined by a majority vote of the Board of Directors. State dues as of this writing are \$10.00 per member in all membership categories, per membership year.

Membership shall be effective for one year from the date of payment. Ex: If paid by November 1, membership will be from 11-01 through 10-31 of that membership year. Affiliation information for the membership year will be distributed (mailed) by September 15 of each membership year.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1 Eligibility The Board of Directors will be comprised of individuals representing the health care profession(s), health educators, health occupations and other professionals as deemed appropriate by the Board of Directors.

Section 3.2 Duties of Powers The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association and conduct all such acts as are permitted by law, the Articles, or these Bylaws.

Section 3.3 Number of Directors The Board of Directors shall consist of such number of members as determined by the Board of Directors; however, the Board of Directors shall not consist of less than eight nor more than 20 Directors.

Section 3.4 Election of Directors The Directors then in office shall elect the Directors of the Association from a slate of nominees recommended by the Nominating Committee as provided in 4.6 below. Nominations will be accepted from the floor. The Directors then in office shall either vote to elect the slate proposed by the Nominating Committee, or, in the event that there are nominees from the floor, shall cast one vote for each position to be filled, and the nominees receiving the greatest number of votes shall be elected to the Board.

Section 3.5 Term of Office The terms of Directors shall be staggered so that, as nearly as possible, one third of the Directors are elected each year. Each Director shall hold office for a term of three years and until her or his successor is duly appointed and qualified or until her or his removal or resignation.

Section 3.6 Removal A Director may be removed from office with or without cause by the affirmative vote of the remaining Directors then in office.

- Section 3.7 Vacancies Vacancies on the Board and newly created Directors resulting from any increase in the authorized number of Directors shall be filled by the Directors then in office, as provided by Section 3.4 above. A Director so appointed shall hold office for the unexpired term of the vacant office or, in the case of a Director who was appointed as a result of a newly created Director position, for three years. A Director elected to fill a vacancy pursuant to this Section 3.7 may subsequently be elected in her or his own right to serve additional term(s) as a Director.
- Section 3.8 Annual and Regular Meetings Regular meetings of the Board of Directors shall be held no less than quarterly at such times and places as are determined from time to time by the Board of Directors. The annual meeting shall be held at such time and place as determined by the Board of Directors. To the extent practicable, the Board shall hold its annual meeting immediately preceding or following the annual State HOSA Conference. At the annual meeting, the Board shall elect Directors and officers and transact other business as may be properly brought before the meeting. Except as otherwise provided by law, written notice of regular and annual meetings of the Board stating the place, date and time of the meeting and the purpose(s) for which the meeting is being called shall be given no less than 7 days nor more than 60 days before the meeting either personally, by mail, or by facsimile to each Director entitled to vote at such meeting.
- Section 3.9 Special Meetings Special meetings of the Board may be called by the Chairperson at her or his discretion; provided, however, that the Chairperson shall call a special meeting upon written request of a majority of the Directors then in office. Special meetings shall be held not more than fourteen (14) days after the receipt of such request. Each Director shall be given at least three (3) days prior written notice. Notice of a special meeting shall specify the purpose(s) of the meeting and the date, time, and place of the meeting.
- Section 3.10 Waiver of Notice Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened. Notice also may be waived in writing, either before or after the meeting. The waiver notice need not specify the place or purpose of the meeting.
- Section 3.11 Quorum and Valid Director Action At all meetings of the Board, a simple majority of one third (1/3) of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors the members present thereat may adjourn the meeting from time to time to another place without notice other than announcement at the meeting, until a quorum shall be present. Except as otherwise provided in these Bylaws, in the Articles, or by law, the vote of the majority of the Directors present at any meeting at which a quorum is present shall constitute the act of the Board of Directors.

- Section 3.12 Written Notice Any action required or permitted to be taken by vote at any meeting of the Board of Directors may be taken without a meeting, if, before or after the action, all members of the Board consent thereto in writing. The written consent(s) shall be filed with the minutes of the proceedings of the Board. Such consent(s) the Directors then in office shall have the same effect as a vote of the Board for all purposes.
- Section 3.13 Resignation A Director may resign by written notice to the Chairperson. The resignation is effective upon receipt by the Chairperson or a subsequent time as specified in the notice of resignation.
- Section 3.14 No Remuneration Directors shall serve without remuneration.

ARTICLE IV **COMMITTEES/COUNCIL**

- Section 4.1 Committees The Board of Directors shall establish an Executive Committee, a Nominating Committee, and a HOSA Chapter Advisory Council. The Board of Directors may, from time to time, by resolution, establish one or more other committees as it deems appropriate. Except as otherwise provided herein, each committee shall consist of one or more of the Directors of the Association as the Board may select, and the chairperson of each committee shall be elected by the Board; provided, however, that the Chairperson of the Board shall be an ex-officio member of all committees and shall serve as the Chairperson of the Executive Committee, and the Executive Director may be appointed as an ex-officio member of one or more committees but shall serve without vote.
- Section 4.2 Powers and Duties of Committees Each committee shall have and may exercise such powers as are prescribed in the resolution of the Board establishing such committee or in these Bylaws, and shall have and may exercise such additional powers as are prescribed from time to time by resolution of the Board.
- Section 4.3 Service on Committee No committee shall have the power or authority to take any action which a committee is prohibited by law, the Articles, or these Bylaws from taking. Each committee and each member thereof shall serve at the pleasure of the Board of Directors. The quorum for the transaction of business by any committee shall be a simple majority of its members. The resolution or action of the majority of the members of a committee present at any meeting at which a quorum is present shall be the valid resolution or action of the committee.
- Section 4.4 Minutes Each committee shall keep regular minutes of its meetings and report to the Board of Directors when requested.

Section 4.5 Executive Committee The members of the Executive Committee shall be those Directors who are officers of the MAHOSA Association and at least one Director who is not an officer of the MAHOSA Association. As provided in Section 4.1 above, the Chairperson of the Board shall be the chairperson of the Executive Committee. The Chairperson, the Executive Director, or any three officers of the MAHOSA Association may call a meeting of the Executive Committee. The Executive Committee shall be empowered to act in the place and stead of the Board and with the same effect as if the Board itself had acted in order to maintain the efficient operation of the MAHOSA Association as provided herein or by applicable law. The Executive Committee, however, shall not be empowered:

- (a) to amend the Bylaws; or
- (b) to adopt an agreement or merger or consolidation; or
- (c) to authorize the sale, lease, or exchange of all or substantially all of the Association's property and assets; or to authorize the dissolution of the Association or a resolution of dissolution; or
- (d) to fill vacancies on the Board; or
- (e) to fix compensation of the Directors for serving on the Board or a committee; or
- (f) to terminate the status of any non-voting member or Director; or
- (g) to appropriate monies of the MAHOSA Association in excess of ten thousand dollars.

The Executive Committee shall review budgets and accounts and make recommendations to the Board with respect thereto. It shall serve as a general advisor to the Board on matters transcending of any single committee, such as matters where two or more committees have made conflicting recommendations to the Board.

Section 4.6 Nominating Committee The Nominating Committee shall consist of not more than five (5) Directors including the Chairperson of the Chapter Advisory Council, and the Executive Director of Michigan HOSA. The Executive Committee shall appoint the members and the chairperson of the Nominating Committee. The Nominating Committee shall recommend to the Board a slate of nominees whom the Nominating Committee has determined to be qualified and willing to serve if elected.

Section 4.7 Chapter Advisory Council The Chapter Advisory Council shall be comprised of the following active HOSA Chapter Advisors:

- (a) Two (2) Chapter Advisors from each Region of the Michigan HOSA Association.
- (b) A Chairperson elected by a simple majority of the Chapter Advisory Council.
- (c) The Chairperson of the Chapter Advisory Council will serve as a member of the Board of Directors.

- (d) One Chapter Advisor in addition to the Chairperson of the Chapter Advisory Council will be selected by the Council and presented to the Nominating Committee for approval on the slate of nominees for the Board of Directors.
- (e) Members of the Chapter Advisory Council will be elected by the active HOSA Chapter Advisors from their Region of Michigan HOSA, to a two year term of office.

ARTICLE V **OFFICERS**

- Section 5.1 Officers The officers of the Association shall consist of a Chairperson, a Chairperson-Elect, a Treasurer, and a Secretary, who shall be elected by the Board of Directors from among its members on an annual basis.
- Section 5.2 Executive Director The Executive Director of the Michigan HOSA Association shall be selected by the Michigan Health Council with approval by the Board of Directors.
- Section 5.3 Term Unless otherwise provided by the Board pursuant to Section 5.1, the officers of the Association shall hold office for two year terms and until their successors are elected and qualified. Any officer may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of the majority of the Directors then in office. Any vacancy occurring in an office of the Association by death, resignation, removal, or otherwise shall be filled by majority vote of the Directors then in office. Any officer of the Association may resign by written notice to the Chairperson, or in the case of the Chairperson's resignation, by written notice to the Chairperson-Elect. A resignation is effective upon receipt or at a subsequent date specified in the notice of resignation.
- Section 5.4 Election of Officers The Board of Directors shall elect the officers of the Association at the annual meeting. Each officer must be elected by a majority vote of the Directors.
- Section 5.5 Duties of the Chairperson The Chairperson shall preside at all meetings of the Board of Directors of the Association and shall be responsible for overseeing the management of the business and affairs of the Association. The Chairperson shall be an ex-officio member of all committees of the Association, and shall perform other duties as specified by these Bylaws and as may from time to time be prescribed by the Board.
- Section 5.6 Chairperson-Elect The Chairperson-Elect shall perform such duties as the Board of Directors may from time to time prescribe. In case the Chairperson's office shall become vacant by death, resignation, or otherwise, the Chairperson-Elect shall become Chairperson of the Board. In event of the temporary absence or disability of the Chairperson, the duties and powers of the Chairperson shall be exercised by the Chairperson-Elect.

Section 5.7 Duties of Secretary The Secretary shall record and preserve, or cause to be recorded and preserved, the minutes of the Board of Directors and a record of all actions taken by the Board of Directors. The Secretary shall give notices of all meetings of the Board of which notice is required. The Secretary shall file all Association reports and records required by law and sign to attest all instruments on behalf of the Association as she or he shall be authorized by law or the Board of Directors to do. The secretary shall perform other duties as may be prescribed from time to time by the Board of Directors.

Section 5.8 Duties of the Treasurer The Treasurer shall assure that full and accurate accounts of the Association's funds and securities are kept; assure that all financial reports or returns required by the Board of Directors, by the State of Michigan, by the United States, by any governmental agencies to which the Association is required to make returns, and by law are made:

- (a) Disburse or cause disbursement of the funds of the Association as may be ordered by the Board of Directors.
- (b) Receive, and give or cause to be given receipts for, monies due and payable to the Association from any source whatsoever.
- (c) Deposit or cause to be deposited all monies received by the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (d) Render to the Chairperson and the Board of Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Association.

The Treasurer shall meet periodically with the Association's independent auditors to review matters which affect the financial affairs of the Association and shall review the Association's audited financial statements with the independent auditors prior to their submission to the Board of Directors. The Treasurer shall review with the Association's independent auditors and management employees the recommendations of the independent auditors on operational controls for the Association. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.9 Duties of the Executive Director The Executive Director shall serve as chief executive officer of the Association and shall be responsible for the day to day operations of the Association. The Executive Director will attend all meetings of the Board of Directors, oversee the preparation of minutes and correspondence, implement policies established by the Board, and keep the Board apprised of significant developments with respect to the Association. Additionally the Executive Director will formulate and recommend to the Board of Directors policies and objectives and changes to existing policies and objectives.

Additional duties include the following:

- (a) Present an annual budget to the Board of Directors
- (b) Serve, along with the Chairperson, as spokesperson for the Association
- (c) Pursue additional funding for the Association

- (d) Represent the Association to the following:
 1. Major contributors
 2. Contractual groups
 3. Health care organizations
 4. Professional societies
 5. Governmental agencies
- (e) Monitor the compliance by the Board of Directors with these Bylaws

In addition, the Executive Director shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.10 Customary Powers To the extent the powers and duties of the several officers are not provided from time to time by resolution, these Bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of associations and organizations of similar purpose.

Section 5.11 Acting Officers The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office she or he is appointed, unless otherwise provided by resolution of the Board of Directors.

ARTICLE VI **CONFLICT OF INTEREST**

Section 6.1 Any member of the Board of Directors of the Association who will derive any personal profit or personal gain, directly or indirectly, by reason of membership in the association, or for services to the association, shall disclose such interest to the association and shall refrain from participating in any decisions on such matters. The person shall also disclose and known significant reason(s) why the transaction(s) might not be in the best interests of the association. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed. Each Director is required to submit an annual disclosure statement.

ARTICLE VII **COUNCILS, TASK FORCES, COMMITTEES**

Section 7.1 The Board of Directors shall establish such other councils, task forces or ad hoc committees as it may deem necessary. The Chairperson of the Board shall have the authority to appoint members thereof, subject to the approval of the Board of Directors.

Section 7.2 Quorum A majority of the members of any committee, council, or task force shall constitute a quorum.

ARTICLE VIII **INDEMNIFICATION**

Section 8.1 Indemnification The Association shall indemnify each Director, officer, regular employee, and committee, council, or task force member of the Association (and her/his heirs, executors, administrators, and/or legal fiduciaries) against all expenses and liabilities actually and reasonably incurred by such person in connection with or arising out of activities performed on behalf of the Association (whether such person continues to be a director, officer, employee, or committee, council, or task force member at the time of incurring such expenses and liabilities). Such expense and liabilities shall include but not be limited to judgments, reasonable settlements, court costs, and attorney fees.

Notwithstanding the foregoing, no such director, officer, employee, or committee, council, or task force member of the Association shall be so indemnified or reimbursed, unless such person shall have acted in good faith and in a manner such person reasonably believed to be lawful and in the best interests of the Association.

ARTICLE IX **GENERAL PROVISIONS**

Section 9.1 Fiscal Year The fiscal year of the Association shall end on the 30th day of September of each year or such other date as shall be fixed from time to time by resolution of the Board of Directors.

Section 9.2 Books and Records The Association shall keep within or without the State of Michigan books, records of account, and minutes of the proceedings of its Board of Directors. Any such books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.3 Nondiscrimination In carrying out its purposes, the Association and its Directors, officers, employees, and agents shall not engage in discrimination in any circumstances and on any basis prohibited by applicable law.

ARTICLE X **AMENDMENTS**

Section 10.1 These Bylaws may be amended or repealed, or new Bylaws adopted, only by the affirmative vote of a majority of Directors of the Association then in office.

ARTICLE XI
APPROVAL

Section 11.1 These Bylaws were adopted by the Board of Directors of the Association the 5th day of October, 1999.

The undersigned, being the Secretary of Michigan Association of Health Occupations Students of America, certifies that the above is a true, correct, and complete copy of the Bylaws of the Michigan Association of Health Occupations Students of America, to the best of her or his knowledge, information and belief.

Dated: _____ 1999

Secretary Michigan HOSA
Board of Directors.