



BYLAWS OF WASHINGTON STATE HOSA

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ARTICLE 1. NAME & LOCATION

1.1 Name

The name of the corporation is Washington State HOSA (the “**Corporation**”). However, the acronym “WA HOSA” may be used to designate the organization.

1.2 Location

The principal office of the Corporation shall be located at its principal place of business or such other place as the board of directors (the “**Board**”) may designate.

ARTICLE 2. PURPOSE

2.1 Purpose

The Corporation is a state affiliate of the International Organization and is recognized as an official Career and Technical Student Organization (CTSO) for students in health science pathways.

The purposes of this organization are:

- a. To unite in a common bond without regard to race, creed or national origin students enrolled in Health Science Education (or other) class or classes.
- b. To develop leadership that is competent and self-reliant.
- c. To improve scholarship and develop skills that will enable members to participate effectively in health science education.
- d. To create more interest and understanding in the intelligent choice of health careers.
- e. To engage in individual and group projects.
- f. To recognize outstanding leadership.
- g. To create school loyalty and help preserve the principles of democracy.
- h. To develop leadership.

The Corporation is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2.

2.2 Nondiscrimination Policy

Washington State HOSA provides equal access to all programs and services without discrimination based on sex, race, creed, religion, color, national origin, age, honorably discharged veteran or military status, sexual orientation, gender expression, gender identity, disability, or use of a trained dog guide or service animal by a person with a disability. Questions and complaints of alleged discrimination should be directed to the Equity and Civil Rights Director at 425-365-3492 or PO Box 2733, Redmond, WA 98073.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Purpose

The purpose of the Board of Directors is to manage the affairs of the Corporation.

3.2 Members and Elections/Appointments

3.2.1 Number of Members

The Board shall consist of not less than 2 nor more than 20 members. The exact number of board members shall be set by resolution of the Board in office. This number may be changed from time to time by Board resolution, but shall comply with these Bylaws, and in all cases, no decrease in the number shall have the effect of shortening the term of any incumbent board member.

3.2.2 Qualifications of Members

Board members shall be committed to the purpose of the Corporation and people of good standing in their communities. Furthermore, the Corporation endeavors to seat a board of directors that adequately reflects the communities it serves. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.2.3 Election/Appointment of Members

Board members shall be elected at the annual meeting of the Board by an affirmative vote. The annual meeting shall occur within the first quarter of the fiscal year. The Board positions and terms of office are outlined in WA HOSA Policies and Procedures.

All Ex-Officio board members do not count towards quorum and do not have a vote. The titles of possible Ex-Officio board members are:

- (a) Executive Director;
- (b) State Officer Advisor;
- (c) OSPI Health Science Pathway Supervisor;
- (d) HSCTE Representative;
- (e) CTE Director Representative; and
- (f) President of the Student Leadership Executive Council.

The Board may set by resolution additional titles of Ex-Officio board members.

3.2.4 Resignation of Members

Any board member may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.2.5 Removal of Members

One or more board members (including the entire Board) may be removed from office, with cause, by the affirmative vote of a majority of directors in office in the manner provided by these Bylaws.

3.2.6 Vacancies

A vacancy in the position of a board member may be filled by the affirmative vote of a majority of the remaining board members. A board member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.2.7 Compensation

Board members may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation.

3.3 Meetings

3.3.1 Definition of Meetings

a. Board of Directors Meetings

The Board shall hold a minimum of two meetings per year, with at least one being held in the first quarter of the fiscal year as previously identified as the “annual meeting”. The Board may specify the date, time, and place for holding regular meetings without other notice than such resolution.

b. Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair or any two voting directors, or, in the case of a committee meeting, by the chairperson of the committee.

c. Meeting by Telephone or Other Electronic Communication Equipment

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting.

3.3.2 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any person entitled to call a meeting or by a waiver of notice signed by all board members.

3.3.3 Notice of Special or Annual Meeting

3.3.3.1 In Writing

Notices in writing may be delivered, mailed, or e-mailed to the Directors at his or her address shown on the Corporation's records not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail, properly addressed, with postage thereon paid. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of a special meeting unless the special meeting is for a vote to elect a director or to vote on a proposal, in which case, the written notice shall state the proposed language to be voted on or the name of the candidates up for election.

3.3.3.2 Personal Communication

Notices may be by personal communication with the Director not less than 10 days before the meeting.

3.3.3.3 Electronic Transmission and Posting Electronic Notice

Notices, consents, waivers, and demands may be provided in an electronic transmission pursuant to RCW 24.03.009. The Corporation shall conform its electronic transmission practices to RCW 24.03.009. Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section.

Notices will be communicated electronically the board members.

3.3.4 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules adopted by the Board or the committee at that meeting. Unless otherwise adopted, the rules of procedure for meeting purposes shall be those rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

3.3.5 Quorum

A majority of the number of voting directors in board positions shall constitute a quorum for the transaction of business at the Board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.3.6 Manner of Acting

The act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

3.3.7 Presumption of Assent

A director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered into the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or

forwards such dissent or abstention by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.3.8 Action by Board Without a Meeting

Any action which could be taken at a Board meeting may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by a majority of the directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.4 Waiver of Notice

3.4.1 Record

Whenever any notice is required to be given to any Director, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.4.2 By Attendance

A Director attending a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.5 Committees

3.5.1 Executive Committee

The Corporation shall have an Executive Committee consisting of the Chair, the Chair-Elect, Secretary and Treasurer. The Executive Committee sets the compensation package for the Executive Director and State Advisor and works with the Executive Director to establish goals. The Executive Committee evaluates the Executive Director and serves as liaison between the Executive Director and full board, and addresses priority issues that affect the organization such as an emerging crisis. The Chair shall call the meetings of the Executive Committee. The Executive Committee may participate in meetings by means of telephone conference calls.

3.5.2 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the board members in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more directors. Such committees shall exercise the authority of the directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law. Except that no committee shall have the authority to:

- a. amend, alter, or repeal these Bylaws
- b. elect, appoint, or remove any member of any other committee or any director or officer of the Corporation
- c. amend the Articles of Incorporation
- d. adopt a plan of merger or consolidation with another corporation
- e. authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation or revoke proceedings therefore
- f. adopt a plan for the distribution of the assets of the Corporation
- g. amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual board member of any responsibility imposed upon it or the board member, by law.

ARTICLE 4. ADMINISTRATIVE AND FINANCIAL PROVISIONS

4.1 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

4.1.1 No Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its officers or directors

4.2 Transactions

4.2.1 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

4.2.2 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

4.3 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the names, post office addresses, and e-mail addresses of its officers and directors, and such other records as may be necessary or advisable.

4.4 Accounting Year

The accounting year of the Corporation shall be the twelve months ending August 31st.

4.5 Corporate Seal

If the Board determines that it is advisable, the Corporation shall have a corporate seal consisting of the name of the Corporation, the state of its incorporation, and the year of its incorporation.

ARTICLE 5. STUDENT LEADERSHIP EXECUTIVE COUNCIL

5.1 Purpose

The purpose of the Student Leadership Executive Council is to provide student leadership and develop opportunities for members in Health Science Pathways.

5.2 Positions and Elections

The Student Leadership Executive Council and election process shall be defined by the Washington State HOSA Policies and Procedures. The Student Leadership Executive Council will be referred to as “State Officers”

5.3 Meetings

Student Leadership Council Meetings will be scheduled through collaboration between State Officers and the State Officer Advisor to plan and develop leadership opportunities for members.

5.4 Leadership Training

Leadership training will be provided to the Student Leadership Executive Council as per Policies and Procedures.

ARTICLE 6. MEMBERSHIP

6.1 Divisions

6.1.1 Middle School

Middle School Division shall be composed of middle school students who are in grades 6-8 and are interested in or planning to pursue a career in the health professions.

The official definition for middle school members of HOSA for the purposes of Competitive Events is a middle school student who:

- a. is enrolled in a state-approved health science program or is planning to pursue a career in the health professions and
- b. has not been promoted to a secondary institution (grades 9-12) prior to the state's annual conference.

6.1.2 Secondary

The Secondary Division shall be composed of secondary students who are or have been enrolled in a health science, biomedical science or an organized health career awareness program or are interested in, planning to pursue, or pursuing a career in the health professions.

The official definition for secondary members of HOSA for the purposes of Competitive Events a secondary student who is:

- a. is enrolled in a state-approved Health Science program or is planning to pursue a career in the health professions
- b. has not received a high-school diploma (or its equivalent) prior to the state's annual conference or
- c. has been within the continuous, sequential educational system for two or more years prior to the current year's HOSA International Leadership Conference.

6.1.3 Post-Secondary

The Post-Secondary/Collegiate Division shall be composed of students enrolled in Health Science programs at the postsecondary/collegiate level as specified in Article III, Section 4 in the HOSA Bylaws.

The official definition for post-secondary members of HOSA for the purposes of Competitive Events a post-secondary student who is:

- a. is enrolled in a state-approved post-secondary program or college level program
- b. has received a high-school diploma (or its equivalent) and/or has been out of the continuous, sequential educational system prior to the current Health Science enrollment for two or more years prior to the current year's HOSA International Leadership Conference.

Even though adult students may be enrolled in a secondary program, they may not compete in secondary competition at the HOSA International Leadership Conference. When students satisfy one or more of the criteria of being postsecondary/collegiate students, they are to be classified as members of the postsecondary/collegiate division of HOSA. The official definition for collegiate member of HOSA for the purposes of Competitive Events is: A collegiate student is one who is seeking a baccalaureate degree.

6.1.4 Alumni

The Alumni Division shall be composed of persons who have been enrolled in Health or Biomedical Science programs and were members of HOSA, or former members of a HOSA chapter who no longer meet the requirements of regular chapter membership. Alumni members shall pay no affiliation fees, and may not vote, make motions, hold office or compete in events. If a student has become an alumni member upon graduation from high school, he/she is still eligible to become a postsecondary/collegiate member in college.

6.1.5 Professional, including Advisors

The Professional Division shall be composed of persons who are associated with or participating in Health Science Education in professional capacities. These may include Advisors, health professionals, alumni or other adult members of the community who wish to assist and support the HOSA program and its growth and development. Professional division members shall pay affiliation fees, but may not vote, make motions, hold office or compete in events.

Each active chapter must have at least one Advisor Member. The Advisor must be over the age of 21. Such person shall understand and undertake the duties of chaperoning the Student Members of a particular chapter. Advisor Membership terms shall begin on September 1st and continue until August 31st.

6.1.6 Honorary Members

Honorary members shall be persons who have made significant contributions to the development of HOSA and/or have rendered outstanding service to the organization. Honorary membership may be conferred for life by a three fourths vote of the Board of Directors of HOSA, Inc. Honorary members shall have none of the obligations and all of the privileges of membership except voting, making motions, holding office and competing in events.

6.2 Regions

Regions will be defined per WA HOSA Policies and Procedures.

6.3 Chapters

6.3.1 Local Chapter

Upon obtaining a charter to operate a local chapter, each local chapter within Washington must affiliate with the Corporation. Each local chapter shall be responsible for all operational activities within the chapter. Each local chapter shall select voting delegates to represent at the Annual Student Leadership Business Meeting.

6.3.2 State Chapter

All local chapters in the state of Washington will be affiliated with Washington State HOSA.

6.4 Dues

The Board of Directors shall set the membership dues for Washington State HOSA members.

6.5 Meetings and Conferences

Members may attend Fall Leadership Conference (FLC), State Leadership Conference (SLC), the Annual Student Leadership Business Meeting, International Leadership Conference (ILC), and other HOSA sponsored events.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of 2/3 of the directors in office.

ARTICLE 8. DISSOLUTION

Upon final dissolution or liquidation of this organization and after final discharge or satisfaction of all outstanding obligations and liabilities, its remaining assets shall be disbursed by the Washington State HOSA Board of Directors in accordance with one or more of the purposes of this organization or to be transferred to a government instrumentality or qualified exempt organization with the meaning of Section 501(3c) of the Internal Revenue Code.

ARTICLE 9. ADOPTION OF BYLAWS

In signing below I, Terri Karkau, certify and swear that the Board of Washington State HOSA approved and adopted these Bylaws.

Terri Karkau, Secretary

Date