

# Cal-HOSA, Inc.

## Bylaws



**Cal-HOSA Inc., Bylaws**  
**Adopted by the Board on 9-28-1998**  
**(Revised 2000; 2001, 2003, 2013/2014, 2018, 2019)**

# Cal HOSA, Inc. Bylaws

## Table of Contents

	<b>ARTICLE I – NAME AND OFFICE</b>
1.1	Name
	1.1.1 California Department of Education
1.2	Offices of the Corporations
	1.2.1 Principal Office
	1.2.2 Other Offices
	<b>ARTICLE II – PURPOSE AND PROCEDURE</b>
2.1	Purpose
	2.1.1 Student Support
	2.1.2 Student Management
	<b>ARTICLE III – MEMBERSHIP</b>
3.1	Statutory Members, Sustained Members
	3.1.1 Chartered Chapters
	3.1.2 Membership
	3.1.3 Statutory Members
	3.1.4 Sustaining Members
3.2	Members in Good Standing
3.3	Termination of Membership
	3.3.1 Resignation of the Members
	3.3.2 Expiration of the Period of the Membership
	3.3.3 Failure to Pay Dues
	3.3.4 Member Ineligibility
	3.3.5 Termination of Membership
3.4	Suspension of Membership
	<b>ARTICLE VI – MEETINGS</b>
4.1	Annual Member Meeting
	4.1.1 Location
4.2	Special Meetings of Members
	4.2.1 Calling Special Meetings of Members
	4.2.2 Special Meeting Notification
	4.2.3 Quorum
	4.2.4 Proper Business of Special Meeting
4.3	General Notice Requirements
4.4	Notice of Certain Agenda Items
	4.4.1 Removing a Director without Cause
	4.4.2 Filling Vacancies on the Board
	4.4.3 Amending the Articles of Incorporation
	4.4.4 Electing to Discontinue and Dissolve the Corporation
	4.4.5 Approving a Contract or Transaction
4.5	Manners of Giving Notice
4.6	Affidavit of Mailing
	<b>ARTICLE V – VOTING</b>
5.1	Quorum
5.2	Eligibility to Vote
5.3	Manner of Voting
5.4	Number of Votes

- 5.5 Approval by Majority Vote
- 5.6 Waiver of Notice or Consent
- 5.7 Action by Unanimous Written Consent
- 5.8 Action by Written Ballot
  - 5.8.1 Authority
  - 5.8.2 Solicitation of Written Ballots
  - 5.8.3 Election of Directors
  - 5.8.4 Number of Votes and Approvals Required
  - 5.8.5 Revoking Ballots
  - 5.8.6 Filing Ballots
  - 5.8.7 For Notice, Voting, Written Ballots and Other Board Actions
  - 5.8.8 For Actions Not Set by the Board
  - 5.8.9 Voting by Proxy

#### **ARTICLE IV – THE BOARD OF DIRECTORS**

- 6.1 Responsibility
- 6.2 Number and Qualifications of Directors
  - 6.2.1 Number
  - 6.2.2 Qualifications
- 6.3 Election, Designation, and Term of Office
  - 6.3.1 Elections
  - 6.3.2 Term of Office
  - 6.3.3 State HOSA Advisor
- 6.4 Vacancies and Removals of Director
  - 6.4.1 Vacancies
  - 6.4.2 Removal of Directors by Members
  - 6.4.3 Filling Vacancies by the Board
  - 6.4.4 No Vacancy on Reduction of Number of Directors
- 6.5 Voting Rights
- 6.6 Board Meetings
  - 6.6.1 Regular Meetings
  - 6.6.2 Special meetings
  - 6.6.3 Notice of Meetings
  - 6.6.4 Quorum
  - 6.6.5 Place
  - 6.6.6 Meeting by Alternative Methods
  - 6.6.7 Validations of Transactions
  - 6.6.8 Action without Meeting
- 6.7 Compensation and Reimbursement

#### **ARTICLE VII – OFFICERS**

- 7.1 Officers
- 7.2 Election and Terms
  - 7.2.1 Nominations
  - 7.2.2 Elections
  - 7.2.3 Terms
- 7.3 Service
  - 7.3.1 Removal
  - 7.3.2 Resignation
- 7.4 Vacancies
- 7.5 Compensation
- 7.6 Duties of Officers
  - 7.6.1 Chair-elect of the Board
  - 7.6.2 Immediate Past Chair
  - 7.6.3 Chief Operating Officer
  - 7.6.4 Secretary

- 7.6.5 Treasurer
- 7.6.6 Student President

**ARTICLE VIII – COMMITTEES**

- 8.1 Committee Operations
  - 8.1.1 Committees
  - 8.1.2 Additional Committees
  - 8.1.3 Powers
- 8.2 Executive Committee
  - 8.2.1 Composition
  - 8.2.2 Voting
  - 8.2.3 Authority
  - 8.2.4 Meetings and Reports
  - 8.2.5 Quorum
  - 8.2.6 Notices

**ARTICLE IX – GENERAL PROVISIONS**

- 9.1 Indemnification
- 9.2 Insurance
- 9.3 Fiscal Year
- 9.4 Annual Statement of General Information
- 9.5 Agent for Service of Process

**ARTICLE X – AMENDMENTS**

- 10.1 Amendment Authority

**ARTICLE XI – BOOKS AND RECORDS**

- 11.1 Maintenance of Corporate Records
- 11.2 Annual Report

**ARTICLE XII – CONSTRUCTION AND DEFINITIONS**

**ARTICLE XIII – DISSOLUTION**

**CERTIFICATE OF SECRETARY**

# Cal-HOSA, Inc.

## Bylaws

### ARTICLE I – NAME AND OFFICE

- 1.1 Name -** The name of the Corporation shall be the “**Cal-HOSA, Inc.**”
- 1.1.1 California Department of Education –** The California Department of Education holds the Cal-HOSA official Charter conferred by National HOSA
- 1.2 Offices of the Corporation**
- 1.2.1 Principal Office –** This Corporation shall have and continuously maintain by Board resolution, a registered office in California.
- 1.2.2 Other Offices –** The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

### ARTICLE II – PURPOSE AND PROCEDURE

- 2.1 Purpose -** The purpose for which this organization is formed shall be as provided in the Articles of Incorporation. California Department of Education in collaboration with Cal-HOSA Board of Directors shall direct and oversee the state student organization.
- 2.1.1 Student Support –** The Corporation shall sponsor and promote middle, secondary and post-secondary/collegiate health science/careers student’s opportunities to gain educational experiences in leadership and skills development including activities such as career development, skills training, leadership development, competitive events, community service, officer election procedures, and educational workshops.
- 2.1.2 Student Management –** Cal-HOSA Inc. members and affiliates shall adhere to state and local district requirements when working directly with any Cal-HOSA student officers and chapter members.

### ARTICLE III – MEMBERSHIP

- 3.1 Chartered Local Chapters, Statutory Members, Sustained Members**
- 3.1.1 Chartered Chapters –** Any organization which meets all of the requirements for a chartered chapter of this Corporation as set forth herein and adopted by the Board shall be eligible for membership. Chartered chapters shall: **(a) be dedicated to the purposes of this Corporation; (b) have five (5) or more student members who are enrolled in a health science/careers course of study in the California educational System and one (1) advisor qualified to teach secondary or postsecondary career technical education in a health care related field, organized program or sequential learning coursework and (c) have submitted local chapter bylaws to this Corporation.**
- 3.1.2 Membership –** Membership in Cal-HOSA and chartered chapters shall be open to all Health Science/Careers Education students regardless of race, sex, creed, or national origin. Cal-HOSA membership shall be recognized only through participation in a chartered local chapter and compliance with all other requirements.

**3.1.3 Statutory Members** – This Corporation shall have one class of voting members designated as statutory members composed of one delegate from each chapter of this Corporation chartered as provided in **Subsection 3.1.1** hereof. Statutory members shall have the right to vote as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

**3.1.4 Sustaining Members** – Sustaining memberships shall be effective for the Corporation’s fiscal year, shall not be transferable, and shall not entitle sustaining members to any voting rights attributable to statutory members. In addition to the qualification set forth above, all sustaining members shall be required to adhere to the policies of this Corporation as adopted by the Board of this Corporation from time to time. Qualifications for sustaining members are as follows:

**3.1.4.1 Alumni Member** – The alumni member shall be a person who has been a member of Cal-HOSA but is no longer enrolled in a Chartered program.

**3.1.4.2 Professional Member** – The professional member shall be a person who is associated with or participating in a health science/careers program in a professional capacity including advisors, health care professionals or adult members of the community who wish to assist and support Cal-HOSA.

**3.1.4.3 Partner Member** – Institutions and/or associations wishing to support the programs of this Corporation. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessment for each class.

**3.1.4.4 Honorary Life Member** – A person who has made a significant contribution to the advancement of the Corporation will qualify for this membership status.

**3.2 Members in Good Standing** – Members who have been affiliated in accordance with these bylaws shall be members in good standing.

**3.3 Termination of Membership** – A membership shall terminate on occurrence of any of the following events:

**3.3.1 Resignation of the Member** – A member can resign at any time. Resignation can be given in written form via email to the Board Chair and Headquarters.

**3.3.2 Expiration of the Period of the Membership** – Memberships are established on an annual basis, unless the membership is renewed on the renewal terms fixed by the Board.

**3.3.3 Failure to Pay Dues** – The member’s failure to pay dues, fees, or assessments as set by the Board after they are due and payable.

**3.3.4 Member Ineligibility** – Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

**3.3.5 Termination of Membership** – Termination of membership are based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the Corporation’s purposes and interest.

**3.4 Suspension of Membership** A person or entity whose membership is suspended, will be banned from all membership activities of the Corporation until the suspension is lifted”?

#### **ARTICLE IV – MEETINGS**

- 4.1 Annual Member Meeting** – An annual meeting of members shall be held at the time, place, and date fixed by the Board. At the meeting, directors shall be elected, and other proper business may be transacted, subject to the provisions of these bylaws.
- 4.1.1 Location** – Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.
- 4.2 Special Meetings of Members** – The Board or Board Chair, if any, or any two officers of the Corporation, or five (5) percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.
- 4.2.1 Calling Special Meetings of Members** – A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair, the Chair-Elect, the Secretary of the Corporation or the Chief Operating Officer Chief Operating Officer.
- 4.2.2 Special Meeting Notification** – Written notice of the date, time and place of any meeting must be mailed or electronically distributed to each member of the Corporation no less than thirty (30) days prior to the meeting.
- 4.2.3 Quorum** – Thirty (30) percent of the membership shall constitute a quorum.
- 4.2.4 Proper Business of Special Meeting** – No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
- 4.3 General Notice Requirements** – Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in **Subsection 3.1.4** of these bylaws, any proper matter may be presented at the meeting.
- 4.4 Notice of Certain Agenda Items** – Approval by the Board of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
- 4.4.1** Removing a director without cause;
- 4.4.2** Filling vacancies on the Board;
- 4.4.3** Amending the Articles of Incorporation; and
- 4.4.4** Electing to discontinue and dissolve the Corporation.

**4.4.5** Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest.

**4.5 Manners of Giving Notice** – Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date.

**4.6 Affidavit of Mailing** – An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Board Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

## **ARTICLE V – VOTING**

**5.1 Quorum** – Fifty-one (51) percent of the voting power of those present, shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment.

**5.2 Eligibility to Vote** – Subject to California Nonprofit Public Benefit Corporation Law, statutory members in good standing on the record date as determined under **Subsection 3.2** of these bylaws shall be entitled to vote at any meeting of members.

**5.3 Manner of Voting** – Voting may be by voice or by ballot (includes electronic ballot), except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

**5.4 Number of Votes** – Each member entitled to vote may cast one vote on each matter submitted.

**5.5 Approval by Majority Vote** – If a quorum is present at the meeting, the affirmative vote of a majority shall be deemed the act of the members.

**5.6 Waiver of Notice or Consent** – The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**5.7 Action by Unanimous Written Consent** – Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

**5.8 Action by Written Ballot** (include written and electronic ballots)

**5.8.1 Authority** – Any action that members may take at any meeting of members may also be taken without a meeting.

**5.8.2 Solicitation of Ballots** – This Corporation shall distribute one ballot or electronic voting access to each member entitled to vote on the matter.



- 5.8.3 Election of Directors** – In any election of directors, an electronic/written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of the director candidate.
- 5.8.4 Number of Votes and Approvals Required** – Approval by an electronic/written ballot shall be valid only when: (a) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 5.8.5 Revoking Ballots** – An electronic/written ballot may not be revoked.
- 5.8.6 Filing Ballots** – All electronic/written ballots shall be filed and maintained in the corporate records for at least three (3) years.
- 5.8.7 For Notice, Voting, Electronic/Written Ballots and Other Board Actions** – For entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board, in advance shall, fix a record date. The record date so fixed for: (a) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting; (b) voting at a meeting shall be no more than sixty (60) days before the date of the meeting; (c) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and (d) taking any other action shall be no more than sixty (60) days before that action.
- 5.8.8 For Actions Not Set by the Board**
- (a) **For Voting Rights by Electronic/Written Ballot** – If not otherwise fixed by the Board, the record date for determining members entitled to vote by electronic/written ballot shall be the day on which the first electronic/written ballot is solicited or mailed; and
  - (b) **Other Rights** – If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights the respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, whichever is later.
- 5.8.9 Voting by Proxy** – Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person, or filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy the member or the member’s attorney-in-fact, whether by manual signature, electronic or otherwise.

**ARTICLE VI – THE BOARD OF DIRECTORS (all changes in this section must be approved by the Inc. members on recommendations from the Board)**

- 6.1 Responsibility** – Except as otherwise provided the Articles of Incorporation or the bylaws shall exercise the power of the Corporation exercised, its property shall be controlled and the Board, hereinafter referred to as the Board, shall conduct its affairs.
- 6.2 Number and Qualifications of the Board of Directors of the Cooperation**
- 6.2.1 Number**

The Board of Directors shall have fifteen (15) members

- Ten elected members (voting)
- One State Advisor member (voting) Subsection 6.3.3
- One Cal-HOSA Student President member (non-voting)
- One Ex-officio members (non-voting)

One National HOSA Executive Board Member from Cal-HOSA, if any shall serve on the Board during their HOSA Term of Office as a non voting member.

\*The Cal-HOSA Leadership Development Team, Officer Coach, Headquarters, Competitive Event Director, and Communication and Technology Director, or other designee assigned by the Board Chair will serve as advisory to the Board.

**6.2.2 Composition and Qualifications** – To the extent reasonably feasible, the composition of the members of the Board shall include: five (5) local advisors serving as representatives of the geographical regions served by the Corporation; one (1) local advisor representing a health science/career pathway program offered by the California Public Education system, two (2) health care industry representatives, one from Northern California and one from Southern California; one (1) local advisor representing post-secondary health careers education; one (1) local advisor representing middle school; one (1) alumni member representing the Alumni; the state advisor and two (2) ex-officio members.

Board of Directors must have the following initial qualifications at the time of the nomination and appointment as Director and continuing throughout their tenure:

- (a) All voting directors other than the state advisor and the directors representing the health care industry must have served as a local Cal-HOSA advisor for at least 2 years; must be an active professional member in good standing; must have administrative approval; and must have attended at least one (1) state leadership conference (SLC).
- (b) The two (2) Directors representing the health care industry must be currently employed in the health care community; and must be a current professional Cal-HOSA member and recommended Cal-HOSA Corporate member.
- (c) The middle school representative must be currently a middle school local advisor.
- (d) The Alumni representative must have been a member of Cal-HOSA and currently an alumni member and must have been currently employed in some capacity of health care for a minimum of 3 years.
- (e) The state advisor must be a current professional staff member of the California Department of Education with a health care background.
- (f) The State Student President - Must be serving in the position of president during the time of the board of directors' meetings.

### **6.3 Election, Designation, and Term of Office**

**6.3.1 Elections** – Directors for the Board of the Corporation shall be elected at the annual meeting in numbers sufficient to fill the vacancies created by directors whose terms are expiring.

**6.3.2 Term of Office** – The term of elected voting directors shall be two (2) years in staggered terms. Regions 2 and 5, the southern California health care industry, alumni

representative, middle school (JUMP) representative, and post-secondary representatives are elected one year and Regions 1, 3, and 4 along with the health science/career pathway and northern California health care representatives are elected the following year in staggered terms.

- 6.3.3 State HOSA Advisor** – The California State Superintendent of Public Instruction or his/her designee shall designate the State Advisor annually through appointment to be effective concurrently with the annual meeting of the Board.

#### **6.4 Vacancies and Removals of Directors**

- 6.4.1 Vacancies** – A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; or (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of the court, convicted of a felony, or found by formal order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Non-profit Public Benefit Corporation Law; or (c) the failure of a Director to attend two (2) consecutive regular meetings of the Board including annual meetings in any fiscal year.

- 6.4.2 Removal of Directors by Members** – Any director may be removed without cause by the majority vote of the members except that the State Cal-HOSA Advisor may be removed only with the consent of California State Superintendent of Public Instruction or his/her designee.

- 6.4.3 Filling Vacancies by the Board** – Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. A vacancy in the position of State Cal-HOSA Director shall be filled by appointment by the California State Superintendent of Public Instruction or his/her designee.

- 6.4.4 No Vacancy on Reduction of Number of Directors** – No reduction of the authorized number directors shall have the effect of removing any director before that director's term of office expires.

- 6.5 Voting Rights** – Each director shall be entitled to one vote on all matters before the Board. There shall be no voting by proxy.

#### **6.6 Board Meetings**

- 6.6.1 Regular Meetings** – The Board shall meet annually, at a time, date, and place to be set by the Board. The annual meeting shall be held for the purpose of organizing the Board; election of officers and transacting such other business as may come before the meeting. Other regular meetings of the Board shall be held at such frequency, time, and place as the Board shall determine.

- 6.6.2 Special Meetings** – The Board Chair, Secretary, or any three (3) or more directors may call a special meeting of the Board for any purpose or purposes.

- 6.6.3 Notice of Meetings** – Notice of the time and place of any meeting for which notice is required by law or these bylaws shall be given to each Director no less than ten (10) days prior to the meeting date.

- 6.6.4 Quorum** – A majority fifty-one (51) percent of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of Directors present at a duly held meeting at

which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**6.6.5 Place** – The Board shall hold its meetings at the principal office of the Corporation or at such other place as may be designated by resolution of the Board or in notice of the meeting.

**6.6.6 Meeting by Alternative Methods** – Any meeting may be held by conference telephone, electronic video screen communication, or other communication equipment, as long as all directors can hear and communicate with all other members concurrently and each director is provided the means of participating in all matters before the Board, including capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation.

**6.6.7 Validations of Transactions** – The transactions of the Board occurring at any meeting however called or noticed, or wherever held, shall be valid as though such meetings were duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each director who would have been entitled to vote at the meeting but who was not present signs a written waiver of notice, a consent to the holding of such meeting or an approval thereof.

**6.6.8 Action without Meeting** – Any action required or permitted to be taken by the Board under the provisions of the California Corporation Code, the Articles of Incorporation or these bylaws may be taken by the Board without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board with without a meeting, and that the members of this Corporation authorized its Directors so to act.

**6.7 Compensation and Reimbursement** – Directors and members of committees shall not receive compensation for their services as directors, but may receive reimbursement of expenses directly related to attendance at Board meetings if and to the extent that the Board may determine by resolution such reimbursements are just and reasonable as to the Corporation at the time that the resolution is adopted.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

**7.1 Executive Officers** – The officers of the Corporation shall consist of a Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer, Immediate past Chair, Student President and State Advisor. The Board may establish such additional officers, as it shall deem advisable. Additional elected officers shall have such power and duties as the Board may authorize.

### **7.2 Election and Terms**

**7.2.1 Nominations** – The Board may accept suggestions for nominations for officers from any Director.

**7.2.2 Elections** – The officers of the Corporation shall be elected by the Board at the annual meeting and shall serve at the pleasure of the Board, subject to the rights, if any, of any

officer under any contract of employment, until she/he shall resign, be removed, or become otherwise disqualified to serve, or until a successor is elected and qualified.

**7.2.3 Terms** – Vice Chair of the Board, Secretary, Treasurer, and Past Chair, and Student President shall hold office for a term of one (1) year and until their successors are elected.

The Chair of the Board shall hold office for a term of two (2) years or until their successor is elected.

**7.3 Service** – Each Officer of the Corporation must be a member of the Board at all times during such officer's term of office. The same person may hold the offices of Secretary and Treasurer concurrently, but the Chair may not concurrently serve in either of those two (2) offices.

**7.3.1 Removal** – Any officer may be removed, with or without cause, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by a vote of a majority of all of the Directors in office provided that such proposal was duly noticed in advance to the Directors.

**7.3.2 Resignation** – Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board members. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**7.4 Vacancies** – A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board.

**7.5 Compensation** – Except as stated herein, officers shall not receive compensation for their services as officers.

#### **7.6 Duties of Executive Officers**

**7.6.1 Chair of the Board** – The Chair of the Board shall, if present, preside at all meetings of the Board and the Executive Committee. The Chair shall appoint, subject to approval of the Board, the committee chairs, and committee members of all committees. If there is no Chief Operating Officer, the Chair shall also be the Chief Executive Officer and shall have the powers and duties of the Chief Operating Officer of the Corporation set forth in these bylaws.

**7.6.2 \*Vice Chair of the Board** – The Vice Chair of the Board shall perform all the duties of the Chair, and when so acting, shall have all the powers and be subject to all restrictions upon the Chair, and shall have such powers and duties as may be prescribed by the Board and these bylaws. The Vice Chair shall also serve as the chair of the Scholarship Committee and/or Nominating Committee

**7.6.3 Secretary** – The Secretary shall keep or cause to be kept a book of minutes at the Corporation's principal office or at such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of member's meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at member's meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and as amended to date.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board may require.

The Secretary shall serve as the Chair of the Membership Committee.

- 7.6.4 Treasurer** – The Treasurer shall be the chief financial officer of the Corporation and shall keep/oversee and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses in coordination with the Chief Operating Officer.

All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The funds of the Corporation shall be disbursed upon the check or draft of the Corporation signed pursuant to the order of the Board when requested by the Chief Operating Officer or the Board.

The Treasurer, or the Treasurers' agent, shall render an account of the financial condition of the Corporation, and coordinate an annual audit. The Treasurer and shall perform all other duties required by the Chair, the Board and committees pertaining to the office of Treasurer.

The Treasurer shall serve as the chair of the Budget and Finance Committee.

- 7.6.6 Student President** – Chief Officer of the Student Executive Council.

- 7.6.7 Chief Operating Officer** – Subject to such supervision powers as the Board may give to the Chair, if any, and subject to the Control of the Board, Chief Operating Officer shall supervise, direct and control the Corporation's fiscal affairs. The Chief Operating Officer shall attend member meetings and, in the absence of the Chair, and the Vice Chair, or if none, at all Board meetings. The Chief Operating Officer Chief Operating Officer shall have such other powers and duties as the Board may require.

## **ARTICLE VIII – COMMITTEES**

### **8.1 Committee Operations**

- 8.1.1 Committees** - The Corporation shall have the following Standing Committees: Executive Committee, Budget and Finance Committee, Membership Committee, Nominating Committee and Scholarship Committee.

- 8.1.2 Additional Committees** – Additional standing or special committees of the Board shall be established with the approval of the Board, as the Board deems reasonable or necessary for the Corporation. Each committee shall exercise such power and carry out such functions as are designated by the bylaws or as delegated by the Board from time to time.

**8.1.3 Powers** – Committees except as otherwise provided by the Board or these bylaws, shall be advisory only and subject to the control of the Board. No committee awarded executive powers (that is any power to exercise all or any portion of the powers of the Board) shall have any authority to do any of the following:

- (a) Approve any action which requires approval of all members;
- (b) Fill vacancies on the Board or in any committee that has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal the bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or may not be repealed;
- (f) Appoint committees of the Board or the members thereof;
- (g) Expend corporate funds to support a nominee for Director if there are more people nominated for Director that can be elected;
- (h) Approve any self-dealing transaction except to the extent that such transaction meets the requirements set forth in **Section 5233 (d)** of the California Corporations Code; and
- (i) Hire or remove the Chief Operating Officer;

Any committee awarded executive powers shall be composed entirely of current Directors on the Board.

## **8.2 Executive Committee**

**8.2.1 Composition** – The Executive Committee shall be chaired by the Board Chair and shall be composed of the officers of the Corporation and the State Advisor. The Chief Operating Officer shall be a non-voting member of the Executive Committee and the Cal-HOSA Student President and shall serve in an advisory capacity.

**8.2.2 Voting** – Provided a quorum is present, the Executive Committee may act upon approval of a majority of all of the voting committee members then in office. The Chair will not be entitled to vote, except the Chair may cast a vote to break a tie.

**8.2.3 Authority** – The Executive Committee shall act for the Board during the time between meetings of the Board, and, unless further limited by resolution of the Board, shall have all of the authority of the Board, except with respect to the limitations set forth in **Subsection 8.1**.

**8.2.4 Meetings and Reports** – The Executive Committee shall meet regularly, the Chair, on the request of any two (2) or more Executive Committee members may call special meetings of the Committee at any time. The Executive Committee shall report its actions and recommendations to the Board at the next occurring meeting of the Board.

**8.2.5 Quorum** – A majority of the members of the committee shall constitute a quorum.

- 8.2.6 Notices** – Notices of the time and place of all regular and special meetings of the Executive Committee shall be given to each committee member in the event of a regular meeting one week prior to the meeting.

## **ARTICLE IX – GENERAL PROVISIONS**

- 9.1 Indemnification** – To the fullest extent permitted by the law, this Corporation shall indemnify its Directors and officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that Section and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in the section. “Expenses” as used in these bylaws, shall have the same meaning as in **Section 5238 (c)** of the California Corporation Code. In written request to the Board by any person seeking indemnification under **Section 5238(b)** of the California Corporations Code, the Board shall promptly determine under **Section 5238(e)** of the California Corporations Code, whether the applicable standard of conduct set forth in **Sections 5238 (b)** has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in specific instance, expenses incurred by a person seeking indemnification under this section in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

- 9.2 Insurance** – The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer’s Director’s employee’s or agent’s status as such.
- 9.3 Fiscal Year** – The fiscal year of this Corporation shall begin on September 1 – August 31, of each year.
- 9.4 Annual Statement of General Information** – The Corporation shall, during the applicable filing period specified by statutes filed with the Secretary of State of the State of California on the prescribed form a statement setting for the authorized number of Directors, the names of complete business or residence of its principal executive office or principal business office in this state, and the general type of business constituting the principal business activity of the Corporation, together with a designation of the agent of the Corporation for the purpose of service of process, all in compliance with **Sections 1502 et seq.** of the Corporations Code of California.
- 9.5 Agent for Service of Process** – In meeting the requirements of California Corporations Code **Section 1502, et seq.**, as described in **Section 9.4** above, the Corporation must, at all times have an acting agent to accept service of process for and on behalf of the Corporation. Such agent must be either a natural person residing in the State of California or a Corporation, which has complied, with the requirements of **Section 1505** of the California Corporations Code. The duty of the agent is to promptly notify and provide a copy to the Secretary, Chair, or Chief Operating Officer Chief Operating Officers of the Corporation of any notices received by such agent in his or her capacity as Agent for Service of Process at the address for the principal offices of the Corporation. It shall not be the duty of the Agent for Service of Process to respond to notices for or on behalf of the Corporation unless there is a contrary written agreement in effect between the Corporation and such agent. Any agent may resign by filing a signed and acknowledged written statement of the resignation as agent with the Secretary of State.

**Article X** of the bylaws of the Corporation is amended and restated in its entirety to read as follows:



**ARTICLE X – AMENDMENTS**

**10.1 Amendment Authority** – Subject to the members’ rights under **Section 3.1.3** of these bylaws and the limitations set forth below, the Board of Directors may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members’ rights as to voting or transfer, the Board may not extend a director’s term beyond that for which the Director was elected.

**ARTICLE XI – BOOKS AND RECORDS**

**11.1 Maintenance of Corporate Records** – The Corporation shall keep: (a) adequate and correct books and records of all accounts; (b) written minutes of all proceedings of its Board and committees of the Board; (c) a record of each members name, address and class of membership; and (d) documentation and reports of activities of the organization.

**11.2 Annual Report** – The Board shall cause an annual report to be sent to the members and Directors within 120 days after the end of the Corporation’s fiscal year.

**ARTICLE XII – CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the proceeding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and term “person” includes both a legal entity and a natural person.

**ARTICLE XIII – DISSOLUTION**

Upon the final dissolution of Cal-HOSA, Inc. and the final satisfaction of all obligations and liabilities, the remaining assets shall be disbursed in accordance with California Department of Education regulations.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected secretary of Cal-HOSA, Inc. a California Nonprofit Public Benefit Corporation, that the above, pages are the bylaws of this Corporation as adopted by the Board on, July 21, 2003 and that they were amended November 2, 2013, October 14, 2014 and March 16, 2018.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California

Secretary’s Signature \_\_\_\_\_

(\* revisions indicated ratified at the 2019 Annual Cal-HOSA Inc. Meeting in Sacramento)