



Cal-HOSA, Inc. Bylaws

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ARTICLE I – NAME AND OFFICE

1.1 Name - The name of the Corporation shall be the “**Cal-HOSA, Inc.**”

1.2 Offices of the Corporation

1.2.1 Principal Office – The principal office for the transaction of the activities and affairs of the Corporation is located at Career & College Transition Division, 1430 N Street, Suite 4202, Sacramento, CA 95814. The California Association of Cal-HOSA, Inc. Any change of location of the principal office shall be noted by the Secretary in these bylaws and this shall be amended to state the new location.

1.2.2 Other Offices – All records shall be stored electronically with the Board of Directors serving as the custodian of records.

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. In furtherance of the educational purposes of the corporation, the Board of Directors shall adhere to the policies established by the National Board of Directors of HOSA and Cal-HOSA, Inc., the nonprofit corporation organized and existing under the laws of the State of California, hereinafter referred to as Cal-HOSA, Inc.

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 – The support of this organization is an integral part of the total instructional program of Career Technical Education 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

ARTICLE III – AUTHORITY AND ADMINISTRATION

3.1 Authority and Administration - Cal-HOSA, Inc. operates with the approval, direction and discretion of the California Department of Education (CDE). The charter for the state association is issued by the International Office of HOSA to the California Department of Education and is held by the Director of Career Technical Education or his/her designee. The International HOSA Board of Directors approves all state Charters and so notifies the State Department of Education. The State Department of Education has the responsibility of designating an individual to manage and serve as corporate member(s) of the state organization.

3.2 Board of Directors Responsibilities - Board of Directors is responsible for all finances of the state association, securing the services of a Chief Operating Officer to administer and manage the organization, and for establishing procedures and controls to ensure financial accountability according to National Office standards, and sets the general policy and direction of the association within the

parameters of the HOSA International Charter, California Education Code and California laws pertaining to non-profit organizations.

3.3 Financial Supports - The Board of Directors may seek additional support in the way of financial and in-kind resources from business and industry to support the educational purposes of the Corporation.

3.4 Duties - The Board of Directors carries out its duties at the approval and discretion of the California Department of Education and the International HOSA office.

ARTICLE IV - MEMBERSHIP

4.1 Designated Regions

4.1.1 Regions designated by Cal-HOSA, Inc. shall be as follows:

- **Region 1** serving Alpine, Amador, Butte, Calaveras, Colusa, Del Norte, El Dorado, Glenn, Humboldt, Lassen, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo, Yuba counties
- **Region 2** serving Alameda, Contra Costa, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Mateo, Santa Clara, Santa Cruz, Sonoma counties
- **Region 3** serving Inyo, Kings, Madera, Mariposa, Merced, Mono, Fresno, Kern, Stanislaus, Tulare, Tuolumne counties
- **Region 4** serving Los Angeles, Orange, San Luis Obispo, Santa Barbara, Ventura counties
- **Region 5** serving Imperial, Riverside, San Bernardino, San Diego counties

4.2 Local Chapter Affiliation and Membership

4.2.1 Local Chapter Affiliation – Any organization which meets all requirements for an affiliated chapter of this Corporation as set forth herein and adopted by the board shall be eligible for membership. Affiliated chapters shall:

4.2.1.1 Be an intra-curricular component of a Health Science and Medical Technology (HSMT) and/or Public Services (PS) Pathway curriculum in Career Technical Education (CTE). HSMT pathways include Biotechnology, Patient Care, Health Care Administrative Services, Health Care Operational Support Services, Public and Community Health and Mental and Behavioral Health. PS pathways include Emergency Response.

4.2.1.2 Middle School Chapters

- 4.2.1.2.1** Because CTE credentials are not required currently to teach a middle school CTE course, Cal-HOSA requires that a middle school program be a direct feeder program to their high school that has a HSMT or PS pathway **AND**
- 4.2.1.2.2** Provide CTE HSMT or PS activities for those students

4.2.1.3 Secondary School Chapters

- 4.2.1.3.1** Currently running at the school site:
- 4.2.1.3.2** Career Technical Education (CTE) Health Science pathway, **OR**

- 4.2.1.3.3 Health Science and Medical Technology (HSMT) or Public Service (PS) CTE two-course sequence and/or academy and reported to CDE on the Cal Pads data system annually.
- 4.2.1.3.4 A single CTE course does not qualify a student eligible for Cal-HOSA membership.
- 4.2.1.3.5 Lead Advisor **MUST** have HSMT and/or PS CTE Credential **AND** be the Teacher of the CTE course(s) in the HSMT and/or PS pathways or sequence of courses
- 4.2.1.3.6 Co-Advisors are not required at this time to have an HSMT and/or PS credentials.

4.2.1.4 Collegiate/Post-Secondary Chapters

- 4.2.1.4.1 Because CTE credentials are not required at the collegiate/post-secondary level, Cal-HOSA requires a Health Science current faculty member be the designated Advisor.
- 4.2.1.4.2 At least five (5) currently enrolled students majoring in Health Science.

4.2.1.5 Private Secondary School Chapters

- 4.2.1.5.1 Because CTE credentials and designated pathways are not required at the private secondary school level, Cal-HOSA requires the following:
- 4.2.1.5.2 Advisors demonstrate through education and experience their qualifications in HSMT and/or PS fields.
- 4.2.1.5.3 CTE content in a sequence of courses aligned with the California Department of Education CTE Model Curriculum Standards for HSMT and/or PS.
- 4.2.1.5.4 Courses provide students with the instruction necessary to develop the skill and knowledge levels required for employment and post-secondary education or training.
- 4.2.1.5.5 Leadership skills are embedded within the course(s).

4.2.1.6 At least five (5) currently enrolled students in the middle school program

4.2.1.7 School administration and district support of the chapter

4.2.1.8 be dedicated to the purposes of this Corporation

4.2.1.9 have submitted local chapter bylaws to this Corporation.

4.2.2 Types of Membership – Membership in Cal-HOSA, Inc. and affiliated chapters shall be open to all Health Science/Careers Education students regardless of race, sex, creed, or national origin.

4.2.2.1 The affiliation period is from August 1 through January 31 of each year. All new and returning chapters will complete a Cal-HOSA affiliation survey and a HOSA registration during this time.

4.2.2.2 Chapters must be affiliated before they register to compete in regional, state, or international contests. Chapters who affiliate after the contest deadlines will not be eligible to compete.

4.2.2.3 A member year runs from August 1 through July 31 of the next year

4.2.2.4 Cal-HOSA membership shall be recognized only through participation in a chartered affiliated local chapter and compliance with all other requirements.

4.2.3 Membership in this organization shall be of six types: (1) Student Members, (2) Statutory Members, Sustaining Members: (3) Alumni Members, (4) Professional Members, (5) Partner Members, (6) Honorary Life Members

4.2.3.1 Student: Student members shall consist of people who are current members of Elementary (6th grade or higher), Middle School, High School or College Postsecondary who have paid current student fees for affiliation, leadership conferences and competitive events according to the policies for Student affiliation adopted by the Board.

4.2.3.1.1 Student members of Cal-HOSA shall have the opportunity to participate in activities to gain educational experience in leadership and skill training. Activities include delegation, officer elections, constitution establishment, skill and leadership contests, and workshop training.

4.2.3.1.2 Students shall have no legal status to Cal-HOSA, Inc.

4.2.3.1.3 Student members shall be required to adhere to the policies of Corporation as adopted by the Board of Directors and the California Department of Education.

4.2.3.2 Statutory Members: This corporation shall have one class of voting members designated as statutory members composed of one (1) delegate from each chapter of this Corporation chartered as identified in these bylaws.

4.2.3.2.1 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 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 by members under the California Nonprofit Public Benefit Corporation Law.

4.2.3.3 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.

4.2.3.3.1 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:

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

4.2.3.5 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

4.2.3.6 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, on its discretion, set different dues, fees, and assessments for each class.

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

4.2.4 Affiliated Members in Good Standing – Members who have been affiliated in accordance with these bylaws shall be considered members in good standing.

4.2.5 Termination of an Affiliated Chapter – An Affiliated Chapter shall terminate on occurrence of any of the following events:

4.2.5.1.1 Expiration of the Period of Affiliation – Chapter affiliation is established on an annual basis and ends July 31 of each year.

4.2.5.1.2 Failure to Pay Dues – The Affiliated Chapter fails to pay dues, fees, or assessments as set by the Board after they are due and payable.

4.2.5.1.3 Affiliated Chapter Ineligibility – Any event that renders a chapter ineligible for membership, or failure to satisfy chapter affiliation qualifications.

4.2.6 Suspension of Membership or Affiliation - A person or chapter whose membership is suspended will be banned from all membership activities of the Corporation until the suspension is lifted.

ARTICLE V – Cal-HOSA INC. MEETINGS

5.1 Annual Cal-HOSA INC. Member Meeting

5.1.1 An annual meeting of Inc. members shall be held at the State Leadership Conference or a time, place, and date set by the Board. In the event of a federal, state, or local declared emergency the board may make any changes to the annual meeting location or time as needed.

5.1.2 The purpose of the annual meeting is to elect the directors of the corporation, and other proper business may be transacted, subject to the provisions of these bylaws.

5.1.3 Annual Meeting Notification – An email and website posting, of the date, time, place, and nature of business to be transacted, including names of any nominated individuals for the board of directors, of any meeting must be electronically distributed to each member of the Corporation no less than thirty (30) days prior to the meeting by a person designated by the board.

5.1.4 An Inc. member is one Advisor (statutory member) representing a chapter.

5.1.5 As per the Article of Incorporation, each Inc. member is required to participate either in person or by a signed proxy.

- 5.1.6 Proxy** - Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by an electronic proxy, electronically signed by the person.
- 5.1.6.1** 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.
- 5.1.6.2** A registered Chapter Advisor is eligible to carry the proxy.
- 5.1.6.3** An eligible, registered Chapter Advisor can hold no more than three (3) proxy votes.
- 5.1.6.4** Chair cannot hold a proxy vote.
- 5.1.6.5** In the event of an emergency, the Chair can authorize a person to be a proxy for another eligible member on the day of the meeting.
- 5.1.6.6** A registered Chaperone of the chapter that is not a registered member can represent the proxy vote for that chapter, for that question.
- 5.1.7 Quorum** – Ten (10) percent of the membership shall constitute a quorum either in person or by proxy, 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 Cal-HOSA INC. Member Special Meetings

- 5.2.1 Special Meetings of Cal-HOSA Inc. Members** – The Board or Board Chair, if any, or any two officers of the Corporation, or five (5) percent or more of the statutory members.
- 5.2.2 Calling Special Cal-HOSA Inc. Meetings of Members** – A special meeting called by any eligible persons (other than the Board) shall be made by written or electronic request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair, and Secretary of the Corporation.
- 5.2.3 Special Meeting Notification** – Email and website posting notice of the date, time, and place and general nature of business to be transacted and shall state that no other business may be transacted. The notice must be mailed or electronically distributed to each member of the Corporation no less than twenty-four (24) hours prior to the meeting by the person designated by the Board.
- 5.2.4 Quorum** – Ten (10) percent of the membership that is present at the meeting, 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.
- 5.2.5 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.
- 5.2.6** Proxy votes will not be allowed for a special meeting.

5.3 Cal-HOSA Inc., Meeting(s) Voting

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

5.2.2 Manner of Voting

5.3.2.1 Business related items voting may be by voice, proxy or by ballot (including electronic ballot)

5.3.2.2 Election of Directors/Representatives must be by ballot

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

5.2.3 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.

5.3.3.1 A majority vote is anything over half (1/2) of the votes cast

5.3.3.2 Abstention will not be considered as a vote

ARTICLE VI – THE BOARD OF DIRECTORS/REPRESENTATIVE'S

(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, Composition and Qualifications of the Board of Directors/Representatives of the Corporation

6.2.1 Number of Board of Directors/Representative's

6.2.1.1 The Board of Directors/Representative's shall have up to fifteen (15) members. Eleven (11) elected members (voting), one (1) State Advisor member (voting), and two (2) Advisory members (non-voting)

6.3 Composition and Qualifications of the Board of Directors/Representative's– To the extent reasonably feasible, the composition of the members of the Board shall include:

6.3.1 Regional Representatives

6.3.1.1 five (5) elected local advisors serving as representatives of the geographical regions served by the Corporation as a voting member

6.3.1.2 CTE Credential holder currently teaching the CTE course(s) for a HSMT or PS academy/pathway

6.3.1.3 must have served as a local Cal-HOSA advisor for at least 2 years

6.3.1.4 must be an active professional member in good standing

6.3.1.5 must have administrative approval

6.3.1.6 must have attended at least one (1) state leadership conference (SLC)

6.3.2 HSMT CTE Pathway Representative

6.3.2.1 one (1) elected local advisor representing a Health Science and Medical Technology or Public Services career pathway program offered by the California Public Education system as a voting member

6.3.2.2 CTE Credential holder currently teaching the CTE course(s) for a HSMT academy/pathway

6.3.2.3 minimum of 5 years in a leadership capacity of building or sustaining HSMT pathways

6.3.2.4 must be an active professional member in good standing

6.3.2.5 must have administrative approval

6.3.2.6 must have attended at least one (1) state leadership conference (SLC)

6.3.3 Health Care Industry Representatives

6.3.3.1 two (2) elected Health Care Industry Representatives, one residing in Northern California and one residing in Southern California as a voting member

6.3.3.1.1 Northern California representing Regions 1, 2, and 3

6.3.3.1.2 Southern California representing Regions 4 and 5

6.3.3.2 currently employed in the health care community

6.3.3.3 be a current professional Cal-HOSA member in good standing

6.3.4 Middle School Representative

6.3.4.1 one (1) elected local advisor representing middle school Health Science and Medical Technology careers education

6.3.4.2 must have served as a local Cal-HOSA advisor for at least 2 years

6.3.4.3 must be an active professional member in good standing

6.3.4.4 must have administrative approval

6.3.4.5 must have attended at least one (1) state leadership conference (SLC)

6.3.5 Post Secondary Representative

6.3.5.1 one (1) elected faculty member representing post-secondary Health Science and Medical Technology or PS careers education

6.3.5.2 currently employed with a post-secondary institution in a HSMT field or PS

6.3.5.3 must be an active professional member in good standing

6.3.6 Alumni Representative

6.3.6.1 One (1) elected member that must have been a member of Cal-HOSA

6.3.6.2 registered as and currently a HOSA alumni member

6.3.6.3 must be currently employed in the health-related field care

6.3.7 California State Advisor

6.3.7.1 Must be a current professional staff member appointed by the California Department of Education

6.3.8 Not Elected Advisory Members

6.3.8.1 Student Representative is one (1) State Officer President that must be serving in the position of state officer president

6.3.8.2 Past Chair is one (1) individual immediately preceding the current Chair of the Board.

6.4 Election, Designation, and Term of Office

6.4.1 Elections – Directors/Representative’s for the Board of the Corporation shall be elected at the annual meeting in numbers sufficient to fill the vacancies created by Directors/Representative’s whose terms are expiring.

6.4.2 Term of Office – The term of elected voting Directors/Representative’s shall be two (2) years in staggered terms.

6.4.2.1 Regions 2 and 5, the southern California health care industry, alumni representative, middle school representative, and post-secondary representatives are elected in the years ending with an even number.

6.4.2.2 Regions 1, 3, and 4 along with the health science/career pathway and northern California health care representatives are elected in the years ending with an odd number.

6.4.3 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.

6.5 Vacancies and Removals of Directors/Representative’s

6.5.1 Vacancies – A vacancy or vacancies on the Board shall exist on the occurrence of the following:

6.5.1.1 the death or resignation of any director/representative

6.5.1.2 the declaration by resolution of the Board of a vacancy in the office of a director/representative who has been declared 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 duty under Article 3 of Chapter 2 of the California Non-profit Public Benefit Corporation Law

6.5.1.3 the failure of a director/representative to attend two (2) consecutive regular Board meetings including annual meetings in any fiscal year unless excused by the chair.

6.5.1.3.1 An excused absence is considered medical reasons, family emergencies, work obligations, religious observances, legal or civic duty, pre-approved travel or conflicts, extreme circumstances (natural disasters, transportation failures, other emergencies beyond board member control).

6.5.2 Removal of Directors/Representative’s by Members

Any director may be removed with cause for violating the Board of Directors Code of Conduct, 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.

6.5.3 Filling Vacancies by the Board

6.5.3.1 In the event that no one applies for an open board position, the remaining Board members will vote in the open positions with a majority vote of more than half (1/2) the following:

6.5.3.2 A vetted member recommended by the Executive Board.

6.5.3.3 An outgoing Board member that qualifies for the position and has met term limits, is eligible to fill that position for one (1) term only.

6.5.3.4 A vacancy in the position of State Cal-HOSA Advisor shall be filled by appointment by the California State Superintendent of Public Instruction or his/her designee.

6.5.4 No Vacancy on Reduction of Number of Directors/Representative's

No reduction of the authorized number Directors/Representative's shall have the effect of removing any director before that directors/representative's term of office expires.

6.6 Voting Rights

Each elected voting director/representative shall be entitled to one vote on all matters before the Board. There shall be no voting by proxy.

6.7 Board Meetings

6.7.1 Regular Meetings

The Board shall meet quarterly, 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.

6.7.2 Special Meetings

The Board Chair, Secretary, or any three (3) or more Directors/Representative's may call a special meeting of the Board for any purpose or purposes.

6.7.3 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.

6.7.4 Quorum

A majority that is more than half (1/2) of the authorized number of Directors/Representative's shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of Directors/Representative's 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.

6.7.5 Place

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

6.7.6 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/Representatives 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.

6.7.7 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/Representative's shall individually or collectively consent in writing to such action. Such written consent shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a vote of the Directors/Representative's. 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/Representative's so to act.

6.8 Compensation and Reimbursement

6.8.1 Directors/Representative's and members of committees shall not receive compensation for their services as Directors/Representative's 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.

6.8.1.1 Executive Board can waive Board members' ability for compensation.

ARTICLE VII – EXECUTIVE BOARD

7.1 Purpose - The Executive Board shall handle HOSA, Inc. business between Board meetings regarding the operation of HOSA-Future Health Professionals and/or direction given by the State Advisor

7.2 Executive Officers

7.2.1 The executive officers of the Corporation shall consist of a Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer.

7.2.2 The Board may establish such additional officers as it shall deem advisable

7.2.3 Additional elected officers shall have such power and duties as the Board may authorize

7.3 Executive Officers Qualifications

7.3.1 serve as a local advisor and/or currently employed in some capacity in the Health Care or Public Service field for at least two (2) years

7.3.2 active current professional members in good standing

7.3.4 attended at least one (1) State Leadership Conference, and one (1) Fall Leadership Conference

7.3.6 willingness to serve on one or more of the Standing Committees of the Board

7.3.8 commitment to the desired philosophy and results of the Board's charge and respond with responsibility and initiative

7.4 Executive Board Responsibilities

7.4.1 Keep the HOSA, Inc. Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board.

7.4.2 Make decisions that require immediate action in the absence of the Board.

- 7.4.3** Use prudent judgment in determining what business it shall handle on behalf of the HOSA, Inc. Board of Directors.
- 7.4.4** Accept responsibility for preparing recommended task lists for Cal-HOSA, Inc., committees and finalizing the agenda for Board meetings.
- 7.4.5** Facilitate standing and ad-hoc committees to plan and accomplish goals

7.5 Executive Board Authority

- 7.5.1** Decisions that require immediate action in the absence of the Board
- 7.5.2** Facilitate the hiring process of COO or Executive Director
- 7.5.3** Facilitate the approval of COO or Executive Director Contract
- 7.5.4** Facilitate the evaluation process of COO or Executive Director

7.6.1 Election and Terms

7.6.1 Nominations – The Board may accept suggestions for nominations for officers from any director/representative.

7.6.2 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.

7.6.3 Terms

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

7.6.3.2 Vice Chair of the Board, Secretary, Treasurer, shall hold office for a term of one (1) year or until their successors are elected.

7.6.4 Service

7.6.4.1 each Officer of the Corporation must always be a member of the Board at all times during such an officer's term of office.

7.6.4.2 the same person may hold the offices of Secretary and Treasurer concurrently

7.6.4.3 the Chair may not serve concurrently in either the office of Secretary and/or Treasurer.

7.6.4 Removal

Any officer may be removed, 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 director/representatives in office provided such proposal was duly notified in advance to the Director/representatives.

7.6.5 Resignation

7.6.5.1 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~~ any type of notice to the Board members.

7.6.5.2 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.

7.6.6 Vacancies

A vacancy in any office may be filled for the unexpired term at any meeting of the Board.

7.6.7 Compensation

Except as stated herein, officers shall not receive compensation for their services as officers.

7.6.8 Duties of Executive Officers

7.6.8.1 Chair of the Board

7.6.8.1.1 The Chair of the Board shall, if present, preside at all meetings of the Board and the Executive Committee.

7.6.8.1.2 The Chair shall appoint, subject to approval of the Board, the committee chairs, and committee members of all committees.

7.6.8.1.3 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.

7.6.8.1.4 The Chair shall serve with all legal responsibilities assigned to a not-for-profit corporation

7.6.8.1.5 Serve as special counsel for the Board as the occasion may require and represent the association as deemed necessary

7.6.8.1.6 Oversee and have the responsibility for assurance of completion of activities as appropriated by any contracts or grants

7.6.8.2 Vice Chair of the Board

7.6.8.2.1 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.

7.6.8.2.2 The Vice Chair shall also serve as the chair of the Scholarship Committee and/or Nominating Committee

7.6.8.2.3 Become familiar with Parliamentary Procedures and provide guidance at all meetings attended

7.6.8.3 Secretary

7.6.8.3.1 The Secretary shall keep or cause to be kept copy of minutes of

all meetings, proceedings, and actions of the Board, and of member's meetings at the Corporation's principal office or at such other place as the Board may direct.

7.6.8.3.1.1 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: each agenda item identify who spoke and a summary of each statement and/or question/answer; voting item(s) outcomes

7.6.8.3.2 The Secretary shall-coordinate with Headquarters email notices and/or website postings of all meetings of members, of the Board, and of committees of the Board that these Bylaws require to be given.

7.6.8.4 Treasurer

7.6.8.4.1 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.

7.6.8.4.2 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.

7.6.8.4.3 The Treasurer, or the Treasurers' agent, shall render an account of the financial condition of the Corporation and coordinate an annual audit.

7.6.8.4.4 The Treasurer shall provide a statement of accounts at each Board meeting.

7.6.8.4.5 The Treasurer and shall perform all other duties required by the Chair, the Board and committees pertaining to the office of Treasurer.

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

7.6.8.5 Chief Operating Officer

7.6.8.5.1 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.

7.6.8.5.2 The Chief Operating Officer 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.

7.6.8.5.3 The 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: Budget and Finance 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 the 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.
- (i) Hire or remove the Chief Operating Officer.

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

8.2 Budget & Finance Committee

8.2.1 The Budget & Finance Committee shall be led by the Treasurer

8.2.2 The purpose of the Budget & Finance Committee is to ensure effective fiscal management and accountability. It is responsible for overseeing the financial affairs of

the organization and ensuring compliance with financial regulations. The committee helps establish and monitor budgets, reviews financial statements, oversees cash flow, monitors debt, and ensures the organization's financial sustainability.

8.3 Nominating Committee

8.3.1 The Nominating Committee shall be led by the Vice-Chair

8.3.2 The purpose of the Nominating Committee is to identify, recruit, vet and nominate people to serve as members of the board of directors. In addition, manage the onboarding process, board succession and assess board performance.

8.4 Scholarship Committee

8.4.1 The Scholarship Committee shall be led by the Vice-Chair

8.4.2 The purpose of the Scholarship Committee is to set clear objectives and eligibility criteria, review, evaluate and score applications, and award scholarships. In addition, promote fairness and ensure compliance with regulations and policies, build networks and partnerships and evaluate program effectiveness.

8.5 Bylaws and Policy Oversight Committee

8.5.1 The Bylaws and Policy Oversight Committee shall be led by the Secretary

8.5.2 The purpose of the Bylaws and Policy Oversight Committee shall be to annually review, update and recommend changes to the bylaws and policies and procedures that govern this corporation.

8.5.3 Bylaw amendments will follow Article 5 & 10 of these bylaws

8.5.4 Policy recommended changes must have a majority vote by Board of Director members before enacted.

ARTICLE IX – GENERAL PROVISIONS

9.1 Indemnification

9.1.1 To the fullest extent permitted by the law, this Corporation shall indemnify its Directors and officers, including people 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 includes 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.

9.1.2 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.

9.1.3 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 August 1 – July 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

9.5.1 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.

9.5.2 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.

9.5.3 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 an agent in his or her capacity as Agent for Service of Process at the address for the principal offices of the Corporation.

9.5.4 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.

9.5.5 Any agent may resign by filing a signed and acknowledged written statement of the resignation as agent with the Secretary of State.

ARTICLE X – AMENDMENTS

10.1 The membership may amend these bylaws by 2/3 of votes cast and notice of any amendments be given 120 hours in advance of any changes.

ARTICLE XI – DISSOLUTION

11.1 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 the 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 originally adopted by the Board on September 28, 1998, and amended 2000, 2001, July 21, 2003, November 2, 2013, October 14, 2014, March 16, 2018, and 2019.

Executed on _____ at 2025 Annual Cal-HOSA Inc. Meeting in Sacramento, California

Secretary's Signature _____