

BOD POSITION	QUALIFICATIONS	DUTIES	EXPECTATIONS
<p style="text-align: center;">EXECUTIVE BOARD CHAIR</p> <p>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</p>	<ul style="list-style-type: none"> • Served 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 • Active current professional members in good standing • Attended at least one (1) State Leadership Conference, and one (1) Fall Leadership Conference • Willingness to serve on one or more of the Standing Committees of the Board • Commitment to the desired philosophy and results of the Board's charge and respond with responsibility and initiative 	<ul style="list-style-type: none"> • 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. • The Chair shall serve with all legal responsibilities assigned to a not-for-profit corporation • Serve as special counsel for the Board as the occasion may require and represent the association as deemed necessary • Oversee and have the responsibility for assurance of completion of activities as appropriated by any contracts or grants 	<ul style="list-style-type: none"> • Keep the HOSA, Inc. Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board. • Make decisions that require immediate action in the absence of the Board. • Use prudent judgment in determining what business it shall handle on behalf of the HOSA, Inc. Board of Directors. • Accept responsibility for preparing recommended task lists for Cal-HOSA, Inc., committees and finalizing the agenda for Board meetings. • Facilitate standing and ad-hoc committees to plan and accomplish goals • Decisions that require immediate action in the absence of the Board • Facilitate the hiring process of COO or Executive Director • Facilitate the approval of COO or Executive Director Contract • Facilitate the evaluation process of COO or Executive Director

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<p style="text-align: center;">EXECUTIVE BOARD VICE CHAIR</p> <p>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</p>	<ul style="list-style-type: none"> • Served 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 • Active current professional members in good standing • Attended at least one (1) State Leadership Conference, and one (1) Fall Leadership Conference • Willingness to serve on one or more of the Standing Committees of the Board • Commitment to the desired philosophy and results of the Board's charge and respond with responsibility and initiative 	<ul style="list-style-type: none"> • 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 • Become familiar with Parliamentary Procedures and provide guidance at all meetings attended 	<ul style="list-style-type: none"> • Keep the HOSA, Inc. Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board. • Make decisions that require immediate action in the absence of the Board. • Use prudent judgment in determining what business it shall handle on behalf of the HOSA, Inc. Board of Directors. • Accept responsibility for preparing recommended task lists for Cal-HOSA, Inc., committees and finalizing the agenda for Board meetings. • Facilitate standing and ad-hoc committees to plan and accomplish goals • Decisions that require immediate action in the absence of the Board • Facilitate the hiring process of COO or Executive Director • Facilitate the approval of COO or Executive Director Contract • Facilitate the evaluation process of COO or Executive Director

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<p style="text-align: center;">EXECUTIVE BOARD SECRETARY</p> <p>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</p>	<ul style="list-style-type: none"> • Served 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 • Active current professional members in good standing • Attended at least one (1) State Leadership Conference, and one (1) Fall Leadership Conference • Willingness to serve on one or more of the Standing Committees of the Board • Commitment to the desired philosophy and results of the Board's charge and respond with responsibility and initiative 	<ul style="list-style-type: none"> • The Secretary shall keep or cause to be kept copy of minutes of all meetings, proceedings, and actions of the Board, and of members meetings at the Corporation's principal office or at such other places as the Board may direct. • The minutes of meetings shall include: <ul style="list-style-type: none"> • 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 people present at Board and committee meetings • The number of members present or represented at members' meetings • Each agenda item identifies who spoke and a summary of each statement and/or question/answer • Voting item(s) outcomes • 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. 	<ul style="list-style-type: none"> • Keep the HOSA, Inc. Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board. • Make decisions that require immediate action in the absence of the Board. • Use prudent judgment in determining what business it shall handle on behalf of the HOSA, Inc. Board of Directors. • Accept responsibility for preparing recommended task lists for Cal-HOSA, Inc., committees and finalizing the agenda for Board meetings. • Facilitate standing and ad-hoc committees to plan and accomplish goals • Decisions that require immediate action in the absence of the Board • Facilitate the hiring process of COO or Executive Director • Facilitate the approval of COO or Executive Director Contract • Facilitate the evaluation process of COO or Executive Director

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<p style="text-align: center;">EXECUTIVE BOARD TREASURER</p> <p>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</p>	<ul style="list-style-type: none"> • Served 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 • Active current professional members in good standing • Attended at least one (1) State Leadership Conference, and one (1) Fall Leadership Conference • Willingness to serve on one or more of the Standing Committees of the Board • Commitment to the desired philosophy and results of the Board's charge and respond with responsibility and initiative 	<ul style="list-style-type: none"> • The Treasurer shall be the chief financial officer of the Corporation and shall keep/oversee and maintain or cause to be kept and maintain 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 shall provide a statement of accounts at each Board meeting. • 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. 	<ul style="list-style-type: none"> • Keep the HOSA, Inc. Board of Directors fully informed as to any actions taken by the Executive Committee on behalf of the Board. • Make decisions that require immediate action in the absence of the Board. • Use prudent judgment in determining what business it shall handle on behalf of the HOSA, Inc. Board of Directors. • Accept responsibility for preparing recommended task lists for Cal-HOSA, Inc., committees and finalizing the agenda for Board meetings. • Facilitate standing and ad-hoc committees to plan and accomplish goals • Decisions that require immediate action in the absence of the Board • Facilitate the hiring process of COO or Executive Director • Facilitate the approval of COO or Executive Director Contract • Facilitate the evaluation process of COO or Executive Director

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<p align="center">REGIONAL DIRECTORS / REPRESENTATIVES 1, 2, 3, 4, 5</p>	<ul style="list-style-type: none"> • five (5) elected local advisors serving as representatives of the geographical regions served by the Corporation as a voting member • CTE Credential holder currently teaching the CTE course(s) for a HSMT or PS academy/pathway • 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 • must have attended at least one (1) state leadership conference (SLC) 		

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<p align="center">HSMT OR PS CTE PATHWAY REPRESENTATIVE</p>	<ul style="list-style-type: none"> • 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 • CTE Credential holder currently teaching the CTE course(s) for a HSMT academy/pathway • minimum of 5 years in a leadership capacity of building or sustaining HSMT pathways • must be an active professional member in good standing • must have administrative approval • must have attended at least one (1) state leadership conference (SLC) 		

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HEALTH CARE INDUSTRY REPRESENTATIVES	<ul style="list-style-type: none"> • two (2) elected Health Care Industry Representatives, one residing in Northern California and one residing in Southern California as a voting member <ul style="list-style-type: none"> ◦ Northern California representing Regions 1, 2, and 3 ◦ Southern California representing Regions 4 and 5 • currently employed in the health care community • be a current professional Cal-HOSA member in good standing 		

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MIDDLE SCHOOL REPRESENTATIVE	<ul style="list-style-type: none"> • one (1) elected local advisor representing middle school Health Science and Medical Technology careers education • 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 • must have attended at least one (1) state leadership conference (SLC) 		

BOD POSITION	QUALIFICATIONS	DUTIES	EXPECTATIONS
POST SECONDARY REPRESENTATIVE	<ul style="list-style-type: none"> • one (1) elected faculty member representing post-secondary Health Science and Medical Technology or PS careers education • currently employed with a post-secondary institution in a HSMT field or PS • must be an active professional member in good standing 		

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ALUMNI REPRESENTATIVE	<ul style="list-style-type: none">• One (1) elected member that must have been a member of Cal-HOSA• Registered as and currently a HOSA alumni member• Must be employed in the health-related field of care		

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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)

6.3.7 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

7.6.1 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.

7.6.8.5 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 Chief Operating Officer shall have such other powers and duties as the Board may require.