

# MICHIGAN HEALTH SCIENCE EDUCATORS

## Bylaws [DRAFT]

### ARTICLE I: PURPOSE

#### Section 1.1 Organization

Michigan Health Science Educators is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### Section 1.2 Purpose

Michigan Health Science Educators is a professional association of health science educators and others interested in the goals of the organization. The purpose of the organization is:

1. To provide an opportunity for exchange of ideas among professionals in the health science area.
2. To provide professional development for members.
3. To establish improved communication with professional and paraprofessional health organizations, student organizations including HOSA Future Health Professionals, with the general public, the Michigan Department of Education Office of Career and Technical Education.
4. To cooperate with and support professional organizations having objectives consistent with the objectives of the Michigan Health Science Educators.

#### Section 1.3 Goals

The goals of Michigan Health Science Educators are:

- A. To unite, in one statewide organization, those interested in Michigan health science education.
- B. To promote the interests and understanding of the purposes of health science education.
- C. To be aware of legislation for the betterment of health science education at the local, state, and national levels, and to inform the membership of pending legislation.
- D. To communicate to the public adequate understanding of health science education.
- E. To promote and encourage leadership development for health science education at local, state, and national levels.
- F. To foster cooperation between health science educators, business, industry, and government.
- G. To cooperate with and support professional organizations having goals consistent with the goals of Michigan Health Science Educators.
- H. To cooperate with the Michigan Department of Education and the Office of Career and Technical Education in improving health science education.

### ARTICLE II: MEMBERSHIP

#### Section 2.1 Membership Eligibility

Membership shall consist of persons interested in the goals of the organization.

#### Section 2.2 Membership Dues

Membership dues shall be determined by the Board of Directors.

### ARTICLE 3: BOARD OF DIRECTORS

#### Section 3.1 Responsibilities

The Board of Directors shall establish policies to ensure the organization fulfills its mission of service to health science educators and that all financial records are maintained in accordance with generally

**MICHIGAN HEALTH SCIENCE EDUCATORS**  
**Bylaws [DRAFT]**

accepted accounting principles. All members of the Board of Directors must be a member of the Michigan Health Science Educators.

**Section 3.2 Duties**

The Board of Directors will make fiduciary, legal, and coordinating decisions with stakeholders. The Board of Directors shall have final authority in all matters of the corporation. All board members shall be entitled to voting privileges.

**Section 3.3 Number**

The number of Directors will vary with a minimum of five (5) Directors and maximum of twenty-eight (28).

**Section 3.4 Composition**

The members of the Board of Directors will be the following:

- President
- President-Elect
- Secretary
- Treasurer
- Regional Representatives (2 per region)

**Section 3.5 Term and Election**

All terms of the Board of Directors shall begin at the conclusion of the annual conference.

The President shall take office after serving a two-year term as President Elect. The President Elect may become President before that time in the case of a vacancy in the office of President.

The President Elect shall be elected by a majority vote of Board of Directors at the Board of Directors Meeting prior to the annual conference and shall serve a two-year term as President Elect followed by a two-year term as President.

The Secretary shall be elected by a majority vote of the Board of Directors at the Board of Directors Meeting prior to the annual conference and shall serve a two-year term.

The treasurer shall be elected by a majority vote of the Board of Directors at the Board of Director's meeting prior to the annual conference and shall serve a two-year term.

Regional Representatives shall be approved by the Board of Directors and shall serve a term of two years.

**Section 3.6 Voting**

All members of the Board of Directors shall be entitled to one vote.

**Section 3.7 Removal**

Any member of the Board of Directors may be removed with or without cause at a meeting called for that purpose by a vote of two-thirds (2/3) of the majority of the Board of Directors.

**MICHIGAN HEALTH SCIENCE EDUCATORS**  
**Bylaws [DRAFT]**

**Section 3.8 Vacancies**

In the case of a vacancy in the office of President, the President Elect shall immediately assume that responsibility and shall serve the remainder of the term or until the next annual meeting.

In the case of a vacancy in any other position, the President may fill that vacancy by appointment.

**Section 3.9 Annual Meeting and Quorum**

The Board of Directors shall meet at least one time per year. The annual meeting shall be held at such time and place as the Executive Board may decide. All members present hold voting privileges at the annual meeting, and those present constitute a quorum. Where the law requires a majority vote of the Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

**Section 3.10 Special Meetings**

Special meetings of the Board of Directors may be called by the President or by the written request of three (3) members of the Board of Directors. Notice of such meetings along with the description of the time, place, and purpose of the meeting shall be delivered to each Board Member personally or by phone, mail, or email not less than seven (7) days prior to the special meeting.

**Section 3.11 Meeting by Telecommunication**

Any regular or special meeting of the Board may be electronic, as long as all Board Members can hear and be heard.

**Section 3.12 No Salary**

Board Members shall not receive salaries for their Board services but may be reimbursed for expenses related to Board services in accordance with the expense reimbursement policy.

**Section 3.13 Record of Proceeding**

Minutes shall be recorded for all Board meetings and shall be submitted at the next meeting of the Board for approval, but failure to submit or receive the minutes shall not invalidate any action taken or decision made during such a meeting.

**Section 3.14 Executive Board**

The Executive Board shall be composed of the Board of Directors Officers (President, President-Elect, Secretary, and Treasurer). The Executive Board shall have the power to make ongoing decisions between Board of Directors Meetings and shall have the power to make financial decisions.

**Section 3.15 Quorum & Action of the Executive Board**

A quorum at a meeting of the Executive Board shall consist of a majority of the members of the Executive Board. If a quorum is present, action is taken by a majority vote of the Executive Board Members present.

**MICHIGAN HEALTH SCIENCE EDUCATORS  
Bylaws [DRAFT]**

**ARTICLE IV: COMMITTEES**

**Section 4.1 Committees**

The President shall have the power to appoint, subject to approval by the Executive Board, committees as deemed necessary.

**ARTICLE V: CORPORATE INDEMNITY**

**Section 5.1 Indemnification**

This corporation will indemnify its officers and directors to the fullest extent allowed by Michigan law.

**ARTICLE VI: FISCAL YEAR**

**Section 6.1 Fiscal Year**

The fiscal year of the corporation shall be January 1 to December 31.

**ARTICLE VII DISSOLUTION**

**Section 7.1 Dissolution**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or a state or local government, for a public purpose.

**ARTICLE VIII: PARLIAMENTARY AUTHORITY**

**Section 8.1 Parliamentary Authority**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the laws of Michigan, and any special rules of order the Corporation may adopt.

**ARTICLE IX: AMENDMENTS**

**Section 9.1 Amendments**

These bylaws may be amended or repealed. Bylaws may be amended or repealed by a majority vote of those present at an annual meeting of the corporation.

Recommendations for amendments to the Bylaws shall be submitted to the Executive Board a minimum of 90 days prior to the annual meeting. The Executive Board must provide a proposed bylaw amendment to all members 30 days prior to the annual meeting where it will be voted upon.

**ADOPTION HISTORY**

***Proposed Revisions June 11, 2021***

***Proposed Update Draft: April 29, 2021***

***Adopted: October 26, 2018***

***Revised: October 2018***