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BYLAWS

NATIONAL CONSORTIUM FOR HEALTH SCIENCE EDUCATION

ARTICLE I

Name

10 The name of this nonprofit organization is the National Consortium for Health Science
11 Education, which hereafter shall also be known as NCHSE.
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ARTICLE II

Mission

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17 The mission of NCHSE is to provide leadership and professional development for health
18 science education through collaboration among education, healthcare industry, policy makers
19 and professional organizations.
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Purpose

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23 The purpose shall be to contribute to the effective and efficient delivery of healthcare and
24 preparation of a qualified workforce through fostering collaboration among educational
25 agencies, professional associations, credentialing agencies, the healthcare community, policy-
26 making bodies and labor.
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Vision

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30 NCHSE collaboratively defines and advances the framework of health science education.
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Fiscal Year

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34 The fiscal year of the Consortium shall be July 1 to June 30.
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ARTICLE III

Membership

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40 NCHSE is a membership organization comprised of those who support the mission, purpose
41 and goals of NCHSE. A Member is an individual or organization that has met the current

42 Membership Requirements. Each Member receives one vote unless otherwise specified herein.
43 The NCHSE membership year is July 1 to June 30.

44 **ARTICLE IV**

45 **Organizational Structure**

46 **A. Membership Categories**

47 Shall be comprised of Members organized into the following categories:

- 48 i. Health science state leaders
- 49 ii. Federal government agencies
- 50 iii. Health industry organizations
- 51 iv. Health Science Educators Association
- 52 v. Professional associations
- 53 vi. Publishers and educational resources organizations
- 54 vii. Secondary and postsecondary educational institutions

55 **B. Board of Directors**

56 Shall be comprised of the Elected Officers (see Article V, Elected Officers) and each
57 health science state leader. The Executive Director serves in an ex-officio capacity on
58 the Board of Directors.

59 **C. Executive Council**

60 Shall be comprised of the Elected Officers (see Article V, Elected Officers). For
61 clarification, only a single health science state leader representative, elected by the
62 Members of the health science state leader category, shall serve on the Executive
63 Council. The Executive Director serves in an ex-officio capacity on the Executive
64 Council.

65 **Authority and Responsibility**

66 All authority and all corporate powers shall be exercised by or under the authority of the Board
67 of Directors and the Members. The Board of Directors delegates to the Executive Council and
68 the Executive Director, within the limits of these Bylaws, the ability to act on behalf of the Board
69 of Directors to actively pursue its purposes and conduct and administrate the business, affairs,
70 and property of NCHSE including discretion in the disbursements of funds, and the hiring of
71 agents, contractors, or employees. The Board of Directors retains all power and authority to
72 overrule, at any time, any decision or action of the Executive Council and the Executive
73 Director.

74 **Voting**

75 **A. General Voting Administration**

89 All matters requiring a vote shall be administered according to the following
90 procedures, except as otherwise explicitly specified herein:

- 91 i. Members are allowed one (1) vote.
- 92 ii. A quorum, as described herein, must be present for any
93 binding vote or action.
- 94 iii. Voting outcomes shall be determined by a simple majority of
95 the quorum.
- 96 iv. In the event of a draw vote, the Executive Director shall cast
97 the deciding vote.
- 98 v. Members serving in leadership positions may vote in any
99 general or Membership Category matters. Said members cast
100 only one vote in such matters.

101 **B. General Membership Voting**

102 All Members vote on the following:

- 103 i. Approval of the Bylaws.
- 104 ii. Election of the following Elected Officers: Chair, Chair-Elect,
105 Secretary, and Treasurer.
- 106 iii. Approval of agenda, minutes, committee recommendations,
107 budget, and other items as determined by the Board of
108 Directors.
- 109 iv. Overrule a decision or action of the Board of Directors. To
110 overrule a decision or action of the Board of Directors, 66
111 percent of a quorum of the Members is required. To instigate
112 such a vote, 50 percent of all Members must petition the Chair
113 or Executive Director.

114 **C. Membership Category Voting**

115 Members vote within their Membership Categories on the following:

- 116 i. Election of their Membership Category Representative to serve
117 on the Board of Directors.
 - 118 a. Members of the health science state leaders category shall
119 elect one representative to serve on the Executive Council.
- 120 ii. Make formal requests or recommendations to be presented to
121 the general Members or to the Board of Directors (as
122 appropriate) for vote.

123 **D. Board of Directors Voting**

124 Members serving on the Board of Directors vote on the following:

- 125 i. Strategic direction, priorities, strategies, governance, policies
126 and procedures, creation of standing committees, and
127 significant expenditures of NCHSE.
- 128 ii. Delegation of its authority to others.
- 129 iii. Approval of agenda, minutes, committee recommendations,
130 budget, and other items as determined by the Executive
131 Council.

- 138 iv. Decisions regarding the hiring, terminating, job responsibility
139 direction, and salary of the Executive Director.
140

141 **E. Executive Council Voting**

142 Members serving on the Executive Council vote on the following:

- 143 i. Recommendations to the Board of Directors regarding strategic
144 direction, priorities, strategies, governance, policies and
145 procedures, budgets, other significant expenditures, meeting
146 agendas, meeting minutes, committee recommendations, and
147 other items as determined from time to time.
148 ii. Recommendations regarding the hiring, terminating, job
149 responsibility direction, and salary of the Executive Director.
150 iii. Decisions regarding NCHSE's expenditure of approved
151 budgets, regular operations, and implementation of strategic
152 initiatives, including the expenditure of budgets for additional
153 employees, agents, or contractors.
154 iv. Policy issues regarding the day-to-day administration of
155 NCHSE.
156 v. General direction of the Executive Director's regular activities.
157

158 **Quorum**

159 Only Members that belong to a particular group (ex. Board of Directors, Membership
160 Categories, etc.) shall constitute Voting Members. Unless otherwise explicitly stipulated herein,
161 at any appropriately scheduled meeting of Voting Members, the Voting Members in attendance
162 shall constitute a Quorum for the transaction of business, and any such business thus
163 transacted shall be valid providing it is affirmatively passed upon by a majority of those present.
164

165 For decisions changing the bylaws, a simple majority of the Board of Directors must participate
166 in the vote.
167

168 **NCHSE Meetings**

169 Regular meetings of the Members, Membership Categories, and Board of Directors shall be
170 held at least annually. Regular meetings shall be called by the Chair or the Executive Director at
171 the request of the Executive Council. Notice of the date, time and location of general Member,
172 Membership Category, and Board of Director meetings shall be provided to each appropriate
173 member at least sixty (60) days in advance.
174

175 **Special Meetings**

176 Special meetings may be called by either the Chair, the Executive Director, or a simple majority
177 of the appropriate membership group needing to meet. Notice of any such request for a special
178 meeting must immediately be given to each Member of the appropriate membership group and
179 to the entire Board of Directors. Decisions made at special meetings are only binding when a
180 simple majority of that appropriate membership group votes on the decision.
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186 A report of any such special meeting must be provided to the entire Board of Directors within 30
187 days of the special meeting.

188
189 Meetings between the Executive Director and members of the Executive Council, Board of
190 Directors, any other general Member, or between the Executive Director and any third-party for
191 normal day to day operations of the organization do NOT constitute a special meeting.

192 193 **ARTICLE V**

194 195 **Roles and Responsibilities**

196
197 **Member:** Each Member shall work to advance the mission and goals of NCHSE. The Member
198 shall represent their entity's interests within NCHSE in general, and within their particular
199 Membership Categories. Members shall attend and participate in the annual Members Meeting
200 and participate on committees as needed.

201
202 **Membership Category Representative:** The Membership Category Representative acts as a
203 liaison between their Membership Category and the Board of Directors and the Executive
204 Council. They work to recruit and encourage new membership from others outside of NCHSE.
205 They serve on the Board of Directors and potentially on the Executive Council. Representatives
206 shall serve a term of two years with a maximum of three consecutive terms. A Members
207 Membership Category will be determined through application and assignment by the Executive
208 Council. If a Member desires to change their Membership Category assignment, they can
209 appeal the decision to the Board of Directors.

210
211 **Board of Directors:** The Board of Directors has all fiduciary duties and authority for NCHSE
212 and shall direct the general business of the organization. They shall set the priorities and
213 strategic plans for NCHSE. They shall attend and participate in the annual Members Meeting.

214
215 **Executive Council:** The Executive Council shall make recommendations to the Board of
216 Directors regarding the priorities and strategic plans for NCHSE, and shall help to create,
217 develop, and facilitate the implementation of the organization business at the direction of the
218 Board of Directors. They are to directly assist and help the Executive Director manage the
219 property, business and affairs of the organization between annual business meetings. They
220 shall attend and participate in the annual Members Meeting, regular Executive Council
221 meetings, and at meetings at other times as deemed necessary by the Chair or a majority of the
222 Executive Council. Actions of the Executive Council shall be summarized in the Annual Report
223 presented at the annual Board of Directors meeting.

224 225 **Elected Officers**

226
227 Shall be comprised of a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and one
228 elected representative from each of the Membership Categories (Membership Category
229 Representatives). With exception of the Chair-Elect, the Elected Officers are chosen from
230 and are elected by the Members. The Chair-Elect candidate must have served at least one
231 year on the Executive Council and is elected by the Members.

232
233 **Chair:** The Chair shall be the principle elected officer of NCHSE; shall serve a two-year term;
234 and, shall preside at all NCHSE meetings. The Chair shall make all required appointments for

235 standing and special committees consistent with these Bylaws and with approval of the
236 Executive Council. The Chair shall serve as Chair of the Board of Directors and the Executive
237 Council. The Chair shall perform such other duties as are necessary or as prescribed by the
238 Board of Directors.
239

240 **Chair-Elect:** The immediate Chair-Elect shall serve on the Board of Directors and the Executive
241 Council; and shall serve a two-year term before assuming the office of Chair. Eligibility for the
242 Chair-Elect is to have previously served on the Executive Council for at least one year before
243 running for the office of Chair-Elect. In the absence of the Chair, the Chair-Elect shall perform all
244 duties of the Chair and in doing so shall have the powers of the Chair. The individual elected to
245 Chair-Elect serves a collective total of six (6) years progressing from two (2) years as Chair-
246 Elect, two (2) years as Chair, and two (2) years as Past-Chair.
247

248 **Past-Chair:** The immediate Past-Chair shall serve on the Board of Directors and the Executive
249 Council in the role of advisor for two years following completion of the term as Chair. In the
250 absence of the Chair and Chair-Elect, the Past-Chair shall perform all duties of the Chair and in
251 doing so shall have the powers of the Chair.
252

253 **Treasurer:** The Treasurer shall serve on the Board of Directors and the Executive Council for
254 two years. The Treasurer shall oversee, or personally perform, the accounting of all monies
255 received and expended for the use of the organization, as authorized by the Board of Directors.
256 The Treasurer shall make a report at the NCHSE annual meeting or when called upon by the
257 Executive Council.
258

259 **Secretary:** The Secretary shall serve on the Board of Directors and the Executive Council for
260 two years. The Secretary shall keep complete records of all official proceedings.
261

262 **Membership Category Representatives:** Each Membership Category Representative shall
263 serve on the Board of Directors and the Executive Council in the role of advisor for two years.
264 The Membership Category Representatives shall make best efforts to represent the viewpoints
265 of their entire Membership Category. They are responsible for communicating the discussions
266 and actions of the Board of Directors and the Executive Council to the Members within their
267 respective Membership Category.
268

269 Election and Term of Office

270
271 Unless otherwise indicated herein, all officers and representatives shall be elected by majority
272 vote at the annual meeting.
273

274 Process for Election of Chair-Elect, Secretary, and Treasurer:

- 275 1. The Past-Chair will prepare a slate of nominations from all Members.
- 276 2. Candidates for Chair-Elect, Secretary or Treasurer may be asked to submit a resume.
277 The Chair-Elect candidate must have served at least one year on the
278 Executive Council and be a voting member.
- 279 3. The Past-Chair will present the candidates to the Members, allowing each
280 candidate five (5) minutes to describe their qualifications and philosophy
281 regarding NCHSE.
- 282 4. The Members will then elect officers by ballot. A simple majority of the Members present
283 will determine the results.

- 284 Process for Election of Membership Category Representatives:
285 1. Only Members belonging to a particular Membership Category may vote to elect their
286 Membership Category Representative.
287 2. The Past-Chair will prepare a slate of nominations for each Membership
288 Category from Members of their respective Membership Category.
289 3. Candidates for Membership Category Representatives may be asked to
290 submit a resume.
291 4. The Past-Chair will present the appropriate candidates to the Members of their
292 Membership Category, allowing each candidate five (5) minutes to
293 describe their qualifications and philosophy regarding NCHSE and their
294 Membership Category.
295 5. The Members within each Membership Category will then elect their respective
296 Membership Category Representatives by ballot. A simple majority of the Members
297 present within each Membership Category will determine the results.
298

299 Elected officers and representatives shall take office immediately following the annual meeting,
300 unless otherwise agreed upon by the Executive Council.
301

302 The Term for all elected offices is two years and a maximum of three consecutive terms.
303

304 One Health Science State Leader from each Member state will serve on the Board of Directors
305 throughout the length of their service as a health science state leader.
306

307 **Vacancy / Removal**

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309 Vacancies of Secretary and Treasurer may be filled by any Member for the balance of the term
310 by Executive Council appointment. The Chair-Elect will assume the office of Chair should the
311 Chair be unable to serve. If the Chair is reelected, the Past-Chair will continue to reside on the
312 Board until such time as there is a new Past-Chair. A Membership Category Representative
313 vacancy may be filled by Executive Council appointment for the balance of the membership
314 term by another Member of the same Membership Category.
315

316 Removal: Any Executive Council member, Board of Director member, Membership Category
317 Representative, or the Executive Director may be immediately removed from office for due
318 cause by majority vote of the Executive Council. Such action shall be undone or ratified by
319 majority vote of the Board of Directors as soon as possible.
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321 **ARTICLE VI**

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323 **Committees**

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325 Ad hoc committees shall be appointed by the Chair as deemed necessary. Standing
326 committees shall be created by the Board of Directors as deemed necessary.
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328 **ARTICLE VII**

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330 **Executive Director**

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332 The Executive Director is a hired or volunteer employee of NCHSE and serves at the pleasure
333 of the Board of Directors. The Executive Director is hired by, terminated by, and reports to the
334 Executive Council under the authority of the Board of Directors. The Executive Director is to
335 perform job functions as outlined by the Executive Council, as modified from time to time,
336 including to recruit and serve as liaison with outside organizations that align to the NCHSE
337 Membership Categories in support of NCHSE’s mission and goals. The Executive Director is
338 responsible for the overall day to day leadership and administration of the organization and
339 assists in the formation of strategic plans and development of policy. The Executive Director is
340 responsible for the administration of the Board of Directors’ policies and provides effective
341 guidance to the Board of Directors and Executive Council. The Executive Director implements
342 the organization’s strategic goals and objectives by overseeing program development and
343 evaluation; manages the organization’s assets and develops effective partnerships with
344 stakeholders. The Executive Director serves in an ex-officio capacity to the Board of Directors,
345 and Executive Council, and does not vote on any matters except as specified herein.
346

347 **Article VIII**

348 **Indemnification**

349 NCHSE shall indemnify and hold harmless to the full extent permitted by law any person who is
350 or was a director, officer, employee or agent of NCHSE or who is or was serving at the request
351 of NCHSE as a director, officer, employee or agent of another corporation, partnership, joint
352 venture, trust or other enterprise. In addition, NCHSE may purchase and maintain insurance on
353 behalf of any person who is or was a director, officer, employee or agent of the organization
354 and/ or who is or was serving at the request of NCHSE as a director, officer, employee or agent
355 of another corporation, partnership, joint venture, trust or other enterprise, against any liability
356 asserted against him or her and incurred by him or her in any such capacity, or arising out of his
357 or her status as such, regardless of whether NCHSE would have the power to indemnify him or
358 her against such liability.
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360
361

362 **Article IX**

363 **Parliamentary Authority**

364 The rules contained in the current edition of “Robert’s Rules of Order” shall govern NCHSE in all
365 cases in which they are applicable and consistent with the Bylaws.
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369 **Article X**

370 **Enabling Acts**

371 All provisions of the above Bylaws shall take effect upon approval by the membership.
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375 **Article XI**

376 **Amendments**

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379 These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Members
380 present at any annual or special meeting of NCHSE.

381
382 Amendments may be initiated by the Executive Council or the Board of Directors on their
383 own initiative, or upon petition of the majority of the Members or any individual Membership
384 Category. Any such amendment shall be presented in writing to the Executive Council for
385 further consideration with the petitioning Members at least sixty (60) days prior to any
386 Member vote. The Executive Council shall then present said recommendation(s) to the
387 membership for a vote.

388

389 **Article XII**

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391 **Dissolution**

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393 NCHSE shall use its funds only to accomplish the mission and vision specified in these
394 Bylaws and no part of NCHSE's funds shall be distributed to the members of NCHSE. Upon
395 dissolution of NCHSE, any funds remaining shall be distributed to one or more regularly
396 organized and qualified charitable, educational, scientific or philanthropic organizations to be
397 selected by the Board of Directors.

398

399 *Enacted September 1994*

400 *Amended April 1995*

401 *Amended April 1997*

402 *Revised June 1997*

403 *Revised January 2000*

404 *Revised January 2002*

405 *Revised January 2006*

406 *Amended April 2009*

407 *Revised August 2010*

408 *Approved August 27, 2011*

409 *Revised August 2012*

410 *Approved August 31, 2013*

411 *Revised August 2014*

412 *Approved February 2, 2017*

413 *Approved January 30, 2023*

414 *Amended January 28, 2021*

415 *Amended January 26, 2023*

416