



## **BYLAWS**

### **NATIONAL CONSORTIUM FOR HEALTH SCIENCE EDUCATION**

#### **ARTICLE I**

##### **Name**

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

#### **ARTICLE II**

##### **Mission**

To serve as the authority for Health Science Education, providing a framework of standards and collaboration, leading to high-quality healthcare professionals.

##### **Purpose**

NCHSE is the health science authority providing standards, resources, and professional development to create connections between educators, industry, and professional organizations, cultivating a superior healthcare workforce.

##### **Vision**

NCHSE is the national authority connecting health science education to industry.

##### **Values**

- **COLLABORATIVE:** We are collaborative. We strive to be the connection point among health science educators, industry, vendors, and leaders. We believe all of us are smarter than one of us.
- **COMMITTED:** We are committed. We demonstrate our commitment through years of service and efforts to improve health science education. We have a proven history of rolling up our sleeves to provide services, support, and resources health science educators need.
- **SERVICE-ORIENTED:** We are service-oriented. We focus on anticipating, recognizing, and meeting our members' needs. We make ourselves available to educators, our partners, and our constituents.

- EXPERT: We are experts. We are constantly learning and honing our skills so we can provide our members with the knowledge and expertise necessary to catalyze growth and progress, providing unparalleled guidance, insights, and solutions.
- RESPONSIVE: We are responsive. We are attuned to the needs of our members and other key stakeholders, and we work hard to provide accurate, appropriate, and relevant information in a timely manner.

## **Fiscal Year**

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

## **ARTICLE III**

### **Membership**

NCHSE is a membership organization comprised of those who support the mission, purpose, and goals of NCHSE. A Member is an individual or organization that has met the current Membership Requirements. Each Member receives one vote unless otherwise specified herein. The NCHSE membership year is July 1 to June 30.

## **ARTICLE IV**

### **Organizational Structure**

#### **A. Membership Categories**

Shall be comprised of Members organized into the following categories:

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

#### **B. Board of Directors**

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

#### **C. Executive Council**

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

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## **Authority and Responsibility**

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

## **Voting**

### **A. General Voting Administration**

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

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

### **B. General Membership Voting**

All Members vote on the following:

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

### **C. Membership Category Voting**

Members vote within their Membership Categories on the following:

- 136 i. Election of their Membership Category Representative to serve  
137 on the Board of Directors.  
138 a. Members of the health science state leaders category shall  
139 elect one representative to serve on the Executive Council.  
140 ii. Make formal requests or recommendations to be presented to  
141 the general Members or to the Board of Directors (as  
142 appropriate) for vote.

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144 **D. Board of Directors Voting**

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

- 146 i. Strategic direction, priorities, strategies, governance, policies  
147 and procedures, creation of standing committees, and  
148 significant expenditures of NCHSE.  
149 ii. Delegation of its authority to others.  
150 iii. Approval of agenda, minutes, committee recommendations,  
151 budget, and other items as determined by the Executive  
152 Council.  
153 iv. Decisions regarding the hiring, terminating, job responsibility  
154 direction, and salary of the Executive Director.  
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157 **E. Executive Council Voting**

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

- 159 i. Recommendations to the Board of Directors regarding strategic  
160 direction, priorities, strategies, governance, policies and  
161 procedures, budgets, other significant expenditures, meeting  
162 agendas, meeting minutes, committee recommendations, and  
163 other items as determined from time to time.  
164 ii. Recommendations regarding the hiring, terminating, job  
165 responsibility direction, and salary of the Executive Director.  
166 iii. Decisions regarding NCHSE's expenditure of approved  
167 budgets, regular operations, and implementation of strategic  
168 initiatives, including the expenditure of budgets for additional  
169 employees, agents, or contractors.  
170 iv. Policy issues regarding the day-to-day administration of  
171 NCHSE.  
172 v. General direction of the Executive Director's regular activities.  
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175 **Quorum**

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177 Only Members that belong to a particular group (ex. Board of Directors, Membership  
178 Categories, etc.) shall constitute Voting Members. Unless otherwise explicitly stipulated herein,  
179 at any appropriately scheduled meeting of Voting Members, the Voting Members in attendance  
180 shall constitute a Quorum for the transaction of business, and any such business thus  
181 transacted shall be valid providing it is affirmatively passed upon by a majority of those present.  
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183 For decisions changing the bylaws, a simple majority of the Board of Directors must participate  
184 in the vote.  
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186 **NCHSE Meetings**

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

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194 **Special Meetings**

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196 Special meetings may be called by either the Chair, the Executive Director, or a simple majority  
197 of the appropriate membership group needing to meet. Notice of any such request for a special  
198 meeting must immediately be given to each Member of the appropriate membership group and  
199 to the entire Board of Directors. Decisions made at special meetings are only binding when a  
200 simple majority of that appropriate membership group votes on the decision.

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202 A report of any such special meeting must be provided to the entire Board of Directors within 30  
203 days of the special meeting.

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

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209 **ARTICLE V**

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211 **Roles and Responsibilities**

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

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218 **Membership Category Representative:** The Membership Category Representative acts as a  
219 liaison between their Membership Category and the Board of Directors and the Executive  
220 Council. They work to recruit and encourage new membership from others outside of NCHSE.  
221 They serve on the Board of Directors and on the Executive Council. Representatives shall serve  
222 a term of two years with a maximum of three consecutive terms. A Members Membership  
223 Category will be determined through application and assignment by the Executive Council. If a  
224 Member desires to change their Membership Category assignment, they can appeal the  
225 decision to the Board of Directors.

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

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231 **Executive Council:** The Executive Council shall make recommendations to the Board of  
232 Directors regarding the priorities and strategic plans for NCHSE, and shall help to create,  
233 develop, and facilitate the implementation of the organization business at the direction of the  
234 Board of Directors. They are to directly assist and help the Executive Director manage the

235 property, business, and affairs of the organization between annual business meetings. They  
236 shall attend and participate in the annual Members Meeting, regular Executive Council  
237 meetings, and at meetings at other times as deemed necessary by the Chair or a majority of the  
238 Executive Council. Actions of the Executive Council shall be summarized in the Annual Report  
239 presented at the annual Board of Directors meeting.

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## Elected Officers

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243 Shall be comprised of a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and one  
244 elected representative from each of the Membership Categories (Membership Category  
245 Representatives). Except for the Chair-Elect, the Elected Officers are chosen from and are  
246 elected by the Members. The Chair-Elect candidate must have served at least one year on  
247 the Executive Council and is elected by the Members.

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249 **Chair:** The Chair shall be the principle elected officer of NCHSE; shall serve a two-year term;  
250 and, shall preside at all NCHSE meetings. The Chair shall make all required appointments for  
251 standing and special committees consistent with these Bylaws and with approval of the  
252 Executive Council. The Chair shall serve as Chair of the Board of Directors and the Executive  
253 Council. The Chair shall perform such other duties as are necessary or as prescribed by the  
254 Board of Directors.

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256 **Chair-Elect:** The immediate Chair-Elect shall serve on the Board of Directors and the Executive  
257 Council; and shall serve a one-year term before assuming the office of Chair. Eligibility for the  
258 Chair-Elect is to have previously served on the Executive Council for at least one year before  
259 running for the office of Chair-Elect. In the absence of the Chair, the Chair-Elect shall perform all  
260 duties of the Chair and in doing so shall have the powers of the Chair. The individual elected to  
261 Chair-Elect serves a collective total of four (4) years progressing from one (1 ) year as Chair-  
262 Elect, two (2) years as Chair, and one (1) year as Past-Chair.

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264 **Past-Chair:** The immediate Past-Chair shall serve on the Board of Directors and the Executive  
265 Council in the role of advisor for one (1) year following completion of the term as Chair. In the  
266 absence of the Chair and Chair-Elect, the Past-Chair shall perform all duties of the Chair and in  
267 doing so shall have the powers of the Chair.

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269 **Treasurer:** The Treasurer shall serve on the Board of Directors and the Executive Council for  
270 two (2) years. The Treasurer shall oversee, or personally perform, the accounting of all monies  
271 received and expended for the use of the organization, as authorized by the Board of Directors.  
272 The Treasurer shall make a report at the NCHSE annual meeting or when called upon by the  
273 Executive Council.

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275 **Secretary:** The Secretary shall serve on the Board of Directors and the Executive Council for  
276 two (2) years. The Secretary shall keep complete records of all official proceedings.

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278 **Membership Category Representatives:** Each Membership Category Representative shall  
279 serve on the Board of Directors and the Executive Council in the role of advisor for two (2)  
280 years. The Membership Category Representatives shall make best efforts to represent the  
281 viewpoints of their entire Membership Category. They are responsible for communicating the  
282 discussions and actions of the Board of Directors and the Executive Council to the Members  
283 within their respective Membership Category.

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## **Election and Term of Office**

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

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

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

Process for Election of Membership Category Representatives:

1. Only Members belonging to a particular Membership Category may vote to elect their Membership Category Representative.
2. The Past-Chair will prepare a slate of nominations for each Membership Category from Members of their respective Membership Category.
3. Candidates for Membership Category Representatives may be asked to submit a resume.
4. The Past-Chair will present the appropriate candidates to the Members of their Membership Category, allowing each candidate five (5) minutes to describe their qualifications and philosophy regarding NCHSE and their Membership Category.
5. The Members within each Membership Category will then elect their respective Membership Category Representatives by ballot. A simple majority of the Members present within each Membership Category will determine the results.

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

The Term for all elected offices is two (2) years and a maximum of three (3) consecutive terms.

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

## **Vacancy / Removal**

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

Removal: Any Executive Council member, Board of Director member, Membership Category Representative, or the Executive Director may be immediately removed from office for due

334 cause by majority vote of the Executive Council. Such action shall be undone or ratified by  
335 majority vote of the Board of Directors as soon as possible.

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## ARTICLE VI

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### Committees

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341 Ad hoc committees shall be appointed by the Chair as deemed necessary. Standing  
342 committees shall be created by the Board of Directors as deemed necessary.

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## ARTICLE VII

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### Executive Director

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348 The Executive Director is a hired employee of NCHSE and serves at the pleasure of the Board  
349 of Directors. The Executive Council, under the authority of the Board of Directors, shall appoint  
350 an Executive Director to oversee the management of the Association. . The Executive Director  
351 is to perform functions as outlined in the Executive Director Job Description as found in the  
352 Policy and Procedure Manual. The Executive Director is responsible for the overall “day-to-day”  
353 leadership and administration of the organization, and assists in the formation of strategic plans  
354 and development of policy. The Executive Director is responsible for the administration of the  
355 Board of Directors’ policies, and provides effective guidance to the Board of Directors and  
356 Executive Council. The Executive Director implements the organization’s strategic goals and  
357 objectives by overseeing program development and evaluation, manages the organization’s  
358 assets, and develops effective partnerships with stakeholders. The Executive Director serves in  
359 an ex-officio capacity to the Board of Directors and Executive Council, and does not vote on any  
360 matters except as specified herein.

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## Article VIII

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### Indemnification

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366 NCHSE shall indemnify and hold harmless to the full extent permitted by law any person who is  
367 or was a director, officer, employee, or agent of NCHSE, or who is or was serving at the request  
368 of NCHSE as a director, officer, employee, or agent of another corporation, partnership, joint  
369 venture, trust, or other enterprise. In addition, NCHSE may purchase and maintain insurance on  
370 behalf of any person who is or was a director, officer, employee, or agent of the organization  
371 and/or who is or was serving at the request of NCHSE as a director, officer, employee, or agent  
372 of another corporation, partnership, joint venture, trust, or other enterprise, against any liability  
373 asserted against him or her and incurred by him or her in any such capacity, or arising out of his  
374 or her status as such, regardless of whether NCHSE would have the power to indemnify him or  
375 her against such liability.

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## Article IX

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### Parliamentary Authority

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381 The rules contained in the current edition of “Robert’s Rules of Order” shall govern NCHSE in all  
382 cases in which they are applicable and consistent with the Bylaws.

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## Article X

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### Enabling Acts

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388 All provisions of the above Bylaws shall take effect upon approval by the membership.

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## Article XI

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### Amendments

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

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

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## Article XII

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### Dissolution

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408 NCHSE shall use its funds only to accomplish the mission and vision specified in these  
409 Bylaws and no part of NCHSE’s funds shall be distributed to the members of NCHSE. Upon  
410 dissolution of NCHSE, any funds remaining shall be distributed to one or more regularly  
411 organized and qualified charitable, educational, scientific, or philanthropic organizations to be  
412 selected by the Board of Directors.

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414 *Enacted September 1994*

415 *Amended April 1995*

416 *Amended April 1997*

417 *Revised June 1997*

418 *Revised January 2000*

419 *Revised January 2002*

420 *Revised January 2006*

421 *Amended April 2009*

422 *Revised August 2010*

423 *Approved August 27, 2011*

424 *Revised August 2012*

425 *Approved August 31, 2013*

426 *Revised August 2014*

427 *Approved February 2, 2017*

428 *Approved January 30, 2023*

429 *Amended January 28, 2021*  
430 *Amended January 26, 2023*  
431 *Amended January 25, 2024*