



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. Government and non-government agencies
- iii. Healthcare workforce organizations
- iv. Health Science Educators Association
- v. Professional associations
- vi. Publishers and resource providers
- vii. Secondary and postsecondary educational institutions
- viii. Honorary members

B. Board of Directors

Shall be composed of the Elected Officers (see Article V, Elected Officers) and each health science state leader. Both the Executive Director, along with the National Health Science Certificates and Assessment Provider, serve in an ex-officio non-voting capacity on the Board of Directors.

C. Executive Council

Shall be composed of the Elected Officers (see Article V, Elected Officers). For clarification, only a single health science state leader category representative, elected by the health science state leader members, shall serve on the Executive Council.

88 Both the Executive Director, along with the National Health Science Certificates and
89 Assessment Provider, serve in an ex-officio non-voting capacity on the Executive
90 Council,
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92 **Authority and Responsibility**

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94 All authority and all corporate powers shall be exercised by or under the authority of the Board
95 of Directors and the Members. The Board of Directors delegates to the Executive Council and
96 the Executive Director, within the limits of these Bylaws, the ability to act on behalf of the Board
97 of Directors to actively pursue its purposes and conduct and administrate the business, affairs,
98 and property of NCHSE, This may include, but is not limited to, discretion in the disbursements
99 of funds, and the hiring of agents, contractors, or employees. The Board of Directors retains all
100 power and authority to overrule, at any time, any decision or action of the Executive Council and
101 the Executive Director.
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103 **Voting**

104 **A. General Voting Administration**

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

- 109 i. All category representatives may cast only one (1) vote
110 representing the whole of that category, with the exception of
111 Health Science State Leaders.
- 112 ii. Health Science State Leaders are each allowed one (1) vote.
- 113 ii. A quorum, as described herein, must be present for any
114 binding vote or action.
- 115 iii. Voting outcomes shall be determined by a simple majority of
116 the quorum.
- 117 iv. In the event of a draw vote, the Chair shall cast the deciding vote.
- 118 v. Honorary members are ineligible to vote.
119

120 **B. General Membership Voting**

121
122 All Members vote on the following:

- 123 i. Approval of the Bylaws.
- 124 ii. Election of the following Elected Officers: Chair, Chair-Elect,
125 Secretary, and Treasurer.
- 126 iii. Approval of agenda, minutes, committee recommendations,
127 budget, and other items as determined by the Board of
128 Directors.
- 129 iv. Overrule a decision or action of the Board of Directors. To
130 overrule a decision or action of the Board of Directors, 66
131 percent of a quorum of the Members is required. To instigate
132 such a vote, 50 percent of all Members must petition the Chair
133 or Executive Director.
134
135

136 **C. Membership Category Voting**

137
138 Members vote within their Membership Categories on the following:

- 139 i. Election of their Membership Category Representative to serve
140 on the Board of Directors.
141 a. Members of the health science state leaders category shall
142 elect one representative to serve on the Executive Council.
143 ii. Make formal requests or recommendations to be presented to
144 the general Members or to the Board of Directors (as
145 appropriate) for vote.
146

147 **D. Board of Directors Voting**

148
149 Members serving on the Board of Directors vote on the following:

- 150 i. Strategic direction, priorities, strategies, governance, policies
151 and procedures, creation of standing committees, and
152 significant expenditures of NCHSE.
153 ii. Delegation of its authority to others.
154 iii. Approval of agenda, minutes, committee recommendations,
155 budget, and other items as determined by the Executive
156 Council.
157 iv. Decisions regarding the hiring, terminating, job responsibility
158 direction, and salary of the Executive Director.
159

160 **E. Executive Council Voting**

161
162 Members serving on the Executive Council vote on the following:

- 163 i. Recommendations to the Board of Directors regarding strategic
164 direction, priorities, strategies, governance, policies and
165 procedures, budgets, other significant expenditures, meeting
166 agendas, meeting minutes, committee recommendations, and
167 other items as determined from time to time.
168 ii. Recommendations regarding the hiring, terminating, job
169 responsibility direction, and salary of the Executive Director.
170 iii. Decisions regarding NCHSE's expenditure of approved
171 budgets, regular operations, and implementation of strategic
172 initiatives, including the expenditure of budgets for additional
173 employees, agents, or contractors.
174 iv. Policy issues regarding the day-to-day administration of
175 NCHSE.
176 v. General direction of the Executive Director's regular activities.
177

178 **Quorum**

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180 Only Members that belong to a particular group (ex. Board of Directors, Membership Category
181 Representatives, etc.) shall constitute Voting Members. Unless otherwise explicitly stipulated
182 herein, at any appropriately scheduled meeting of Voting Members, the Voting Members in
183 attendance shall constitute a Quorum for the transaction of business, and any such business
184 thus transacted shall be valid providing it is affirmatively passed upon by a majority of those
185 present.

186
187 For decisions changing the bylaws, a simple majority of the Board of Directors must participate
188 in the vote.

189 190 **NCHSE Meetings**

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

197 198 **Special Meetings**

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

205
206 A report of any such special meeting must be provided to the entire Board of Directors within 30
207 days of the special meeting.

208
209 Meetings between the Executive Director and members of the Executive Council, Board of
210 Directors, any other general Member, or between the Executive Director and any third-party for
211 normal day to day operations of the organization do NOT constitute a special meeting.

212 213 **ARTICLE V**

214 215 **Roles and Responsibilities**

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

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

230
231 **Board of Directors:** The Board of Directors has all fiduciary duties and authority for NCHSE
232 and shall direct the general business of the organization. They shall set the priorities and
233 strategic plans for NCHSE. They shall attend and participate in the annual Members Meeting.

234

235 **Executive Council:** The Executive Council shall make recommendations to the Board of
236 Directors regarding the priorities and strategic plans for NCHSE, and shall help to create,
237 develop, and facilitate the implementation of the organization business at the direction of the
238 Board of Directors. They are to directly assist and help the Executive Director manage the
239 property, business, and affairs of the organization between annual business meetings. They
240 shall attend and participate in the annual Members Meeting, regular Executive Council
241 meetings, and at meetings at other times as deemed necessary by the Chair or a majority of the
242 Executive Council. Actions of the Executive Council shall be summarized in the Annual Report
243 presented at the annual Board of Directors meeting.

244

245 **Elected Officers**

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247 Shall be comprised of a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and one
248 elected representative from each of the Membership Categories (Membership Category
249 Representatives), with the exception of Honorary members. Except for the Chair-Elect, the
250 Elected Officers are chosen from and are elected by the Members. The Chair-Elect
251 candidate must have served at least one year on the Executive Council and is elected by
252 the Members.

253

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

260

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

268

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

273

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

279

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

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283 **Membership Category Representatives:** Each Membership Category Representative
284 (excluding Honorary members) shall serve on the Board of Directors and the Executive Council
285 in the role of advisor for two (2) years. The Membership Category Representatives shall make
286 best efforts to represent the viewpoints of their entire Membership Category. They are
287 responsible for communicating the discussions and actions of the Board of Directors and the
288 Executive Council to the Members within their respective Membership Category.

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Election and Term of Office

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

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

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

305 Process for Election of Membership Category Representatives:

- 306 1. Only Members belonging to a particular Membership Category may vote to elect their
307 Membership Category Representative.
- 308 2. The Past-Chair will prepare a slate of nominations for each Membership
309 Category from Members of their respective Membership Category.
- 310 3. Candidates for Membership Category Representatives may be asked to
311 submit a resume.
- 312 4. The Past-Chair will present the appropriate candidates to the Members of their
313 Membership Category, allowing each candidate five (5) minutes to
314 describe their qualifications and philosophy regarding NCHSE and their
315 Membership Category.
- 316 5. The Members within each Membership Category will then elect their respective
317 Membership Category Representatives by ballot. A simple majority of the Members
318 present within each Membership Category will determine the results.
- 319 6. The Honorary Membership Category is excluded in Executive Council representation.

320

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

323

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

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

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Vacancy / Removal

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331 Vacancies of Secretary and Treasurer may be filled by any Member for the balance of the term
332 by Executive Council appointment. The Chair-Elect will assume the office of Chair should the

333 Chair be unable to serve. If the Chair is reelected, the Past-Chair will continue to reside on the
334 Board until such time as there is a new Past-Chair. A Membership Category Representative
335 vacancy may be filled by Executive Council appointment for the balance of the membership
336 term by another Member of the same Membership Category.

337
338 Removal: Any Executive Council member, Board of Director member, Membership Category
339 Representative, or the Executive Director may be immediately removed from office for due
340 cause by majority vote of the Executive Council. Such action shall be undone or ratified by
341 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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347 Ad hoc committees shall be appointed by the Chair as deemed necessary. Standing
348 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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354 The Executive Director is a hired employee of NCHSE and serves at the pleasure of the Board
355 of Directors. The Executive Council, under the authority of the Board of Directors, shall appoint
356 an Executive Director to oversee the management of the Association. . The Executive Director
357 is to perform functions as outlined in the Executive Director Job Description as found in the
358 Policy and Procedure Manual. The Executive Director is responsible for the overall “day-to-day”
359 leadership and administration of the organization, and assists in the formation of strategic plans
360 and development of policy. The Executive Director is responsible for the administration of the
361 Board of Directors’ policies, and provides effective guidance to the Board of Directors and
362 Executive Council. The Executive Director implements the organization’s strategic goals and
363 objectives by overseeing program development and evaluation, manages the organization’s
364 assets, and develops effective partnerships with stakeholders. The Executive Director serves in
365 an ex-officio capacity to the Board of Directors and Executive Council, and does not vote on any
366 matters except as specified herein.

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Article VIII

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Indemnification

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

380 or her status as such, regardless of whether NCHSE would have the power to indemnify him or
381 her against such liability.

382 **Article IX**

383 **Parliamentary Authority**

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

389 **Article X**

390 **Enabling Acts**

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

395 **Article XI**

396 **Amendments**

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

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

409 **Article XII**

410 **Dissolution**

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413
414 NCHSE shall use its funds only to accomplish the mission and vision specified in these
415 Bylaws and no part of NCHSE’s funds shall be distributed to the members of NCHSE. Upon
416 dissolution of NCHSE, any funds remaining shall be distributed to one or more regularly
417 organized and qualified charitable, educational, scientific, or philanthropic organizations to be
418 selected by the Board of Directors.

419
420 *Enacted September 1994*
421 *Amended April 1995*
422 *Amended April 1997*
423 *Revised June 1997*
424 *Revised January 2000*
425 *Revised January 2002*
426 *Revised January 2006*

427 *Amended April 2009*
428 *Revised August 2010*
429 *Approved August 27, 2011*
430 *Revised August 2012*
431 *Approved August 31, 2013*
432 *Revised August 2014*
433 *Approved February 2, 2017*
434 *Approved January 30, 2023*
435 *Amended January 28, 2021*
436 *Amended January 26, 2023*
437 *Amended January 25, 2024*
438 *Drafted Revisions September 6, 2024*
439 *Amended January 30, 2025*