

PENN HOSA,
Inc.
BYLAWS

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PENN HOSA, INCORPORATED

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Pennsylvania HOSA, Inc. hereinafter referred to as PENN HOSA, Inc., is an incorporated nonprofit association formed for the purpose of creating, directing and supervising the activities of the unincorporated state student organization called PENN HOSA. The term “PENN HOSA, Inc.” refers to an organization that should not be confused with the student organization of PENN HOSA. A primary function of this body is to elect a Board of Directors. The mission is to develop leadership and technical skill competencies through a motivation, awareness and recognition that is integral to the health science education programs that are approved by the Pennsylvania Department of Education, Bureau of Career and Technical Education. These bylaws are the governing rules by which PENN HOSA, Inc., shall operate.

ARTICLE I

REGISTERED OFFICE

Section 1. Corporate office

- a. The registered office of the corporation shall be at 211 Kelso Circle, in the city of Collegeville, Montgomery County, State of Pennsylvania.
- b. The corporation may also have offices at such other places within the State of Pennsylvania as the Board of Directors may, from time to time, determine or as business of the corporation may require.

ARTICLE II

PURPOSE

The purpose for which the corporation is organized is for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE III

MEMBERSHIP

The membership of PENN HOSA, Inc., shall consist of all health science education teachers in chartered PENN HOSA chapters offering health science education and for all those supporting health science education for secondary, adult, postsecondary and collegiate students.

ARTICLE IV

MEETINGS

Section 1. Time and place

- a. A meeting of members for any purpose may be held at such time and place within the State of Pennsylvania as the Board of Directors may fix, from time to time, and shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meeting

- a. The annual meeting of members shall be designated by the Board of Directors to coincide with the annual PENN HOSA State Leadership Conference. At such meeting, the members shall elect a Board of Directors and transact such business that may properly be brought before the meeting. A report of the elected and appointed board members will be given to the delegates at the House of Delegates meeting at the PENN HOSA State Leadership Conference.

Section 3. Notice of annual meeting

- a. Written notice of the annual meeting stating the time, place and date thereof shall be given to each member entitled to vote at such meeting not less than ten (10) days, unless a longer period is required by law, nor more than sixty (60) days prior to the meeting.

Section 4. Special meetings

- a. Special meetings of the members may be called for any purpose or purposes unless otherwise prescribed by statute or by the certificate of incorporation by the chairman of the board or secretary at the request in writing by a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of special meetings

- a. Written notice of a special meeting stating the place, date and time thereof and the purpose or purposes for which the meeting is called shall be given to each member.

Section 6. Presiding officer and quorum

- a. Meetings of members shall be presided over by the chairman of the board. A quorum for the transaction of business at all annual and special meetings of the members shall be one-half (1/2) of the voting members present.

Section 7. Voting

- a. At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy.
- b. All elections shall be determined by a plurality vote.

Section 8. Balloting by mail

- a. Balloting by mail of the membership may be carried out at the discretion of the chairman.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers

- a. The business of the corporation shall be managed by its Board of Directors which may exercise all powers of the corporation and perform all lawful acts which are not by law, the certificate of incorporation or these bylaws directed or required to be exercised or performed by the members.

Section 2. Voting membership

- a. The Board of Directors shall consist of the following members. The chairman of the board, chairman-elect and secretary shall be elected from this Board and they shall simultaneously represent one of the following:
 - 1. The PENN HOSA Executive Director/State Advisor is appointed by the Board of Directors of PENN HOSA, Inc. The PENN HOSA state advisor is over all the director of competitive events.
 - 2. Seven (7) PENN HOSA regional local advisors, one (1) from each of the designated areas: northwest, southwest, north central, south central, northeast, southeast and Philadelphia.

3. A minimum of one (1) representative of the health care industry, regardless of regions.
4. One professional retired HOSA advisor. Term one year.
NOTE: Retired HOSA Advisor would be considered “Contributing Member.” See Article V – Section 3
5. A minimum of three (3) and a maximum of seven (7) Pennsylvania Career & Technical School Administrators regardless of regions. As much as possible there should be at least one administrator for each region.
6. A health occupations representative of PACTA (Pennsylvania Association of Career and Technical Administrators).
7. The immediate past PENN HOSA Chairman of the Board of Directors.
8. Postsecondary/Collegiate Advisor Representative
9. Alumni Representative

Section 3. Classes of Directors

- a. The elected directors shall be classified with respect to the time for which they should hold office.
- b. Contributing Member – Individual that is active with the PENN HOSA, Inc. Board of Directors and remains active and a contributor beyond professional employment.

Section 4. Nonvoting members

- a. The following persons shall be nonvoting members of the Board of Directors:
 1. Adult treasurer
 2. Adult co-treasurer
 3. Administrative Assistant
 4. State officer coordinator
 5. Director and Co-director of competitive events
 6. Parliamentarian
 7. Postsecondary/Collegiate board representative
 8. PENN HOSA State President
 9. PENN HOSA State Facilitator (Department of Education appointment)
 10. Health Science Program Specialist

Section 5. Board vacancies

- a. If any vacancy occurs on the Board of Directors, the position may be filled by a member from that category and/or representative from the particular class position that is vacant. Each director so chosen shall hold office until the next

annual meeting of the members and until his/her successor is duly elected and shall qualify.

- b. If the position is not filled by anyone in the designated region, then a HOSA Advisor may apply regardless of his/her particular region.

Section 6. Removal or resignation

- a. Except as otherwise provided by law or the certificate of incorporation, any director may be removed by a majority of the Board members entitled to vote.
- b. Any director may resign at any time by giving written notice to the PENN HOSA, Inc. Board of Directors, the chairman of the board or the secretary of the corporation.

Section 7. Place of meeting

- a. The PENN HOSA Inc. Board of Directors may hold meetings both regular and special within the State of Pennsylvania.

Section 8. Annual Meeting

- a. The annual meeting of the Corporate Board of Directors shall be held at the annual PENN HOSA State Leadership Conference. The Corporate Board is made up of one advisor from an approved program.

Section 9. Regular meetings

- a. Regular meetings of the Board of Directors may be held with notice of such time and place as may be determined, from time to time, by the PENN HOSA, Inc. Board of Directors.

Section 10. Quorum and adjournment

- a. At all meetings of the Board of Directors, a majority of the directors present shall constitute a quorum for the transaction of business; and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided by law or the certificate of incorporation.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee

- a. The Board of Directors by resolution adopted by a majority of the entire Board may appoint an Executive Committee consisting of the following members:
 1. Chairman
 2. Chairman-elect
 3. Secretary
 4. State advisor
 5. Immediate past-chairman
 6. Adult treasurer

Section 2. Powers

- a. The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Directors as may, from time to time, be granted to it by the Board of Directors to the extent permitted by law.

Section 3. Other committees

- a. The Board of Directors by resolutions adopted by a majority of the entire board may appoint such other committee(s) as it shall deem advisable.

ARTICLE VII

OFFICERS

Section 1. Designations

- a. The officers of the corporation shall be chosen by the Board of Directors. The Board of Directors will choose a chairman of the board, a chairman-elect, a secretary, treasurer, executive director and other officers deemed necessary. All officers of the corporation shall perform the duties that shall, from time to time, be determined by the Board of Directors.

Section 2. Term of and removal from office

- a. The officers shall be chosen at the first regular meeting after the annual meeting of members and every year thereafter. Each officer of the corporation shall hold office until his/her successor is chosen. Any officer elected or appointed by the Board of Directors may be removed with cause at any time by vote of the Board of Directors.

Section 3. Chairman of the board

- a. The chairman of the board shall be an officer of the corporation and subject to the direction of the Board of Directors and shall perform such executive, supervisory and management functions and duties as may be assigned by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors

Section 4. Chairman-elect

The Chairman-elect shall assume the position of the chairman at the expiration of the term of the chairman of the board. He/she shall have such functions and Duties as may be assigned by the Board.

Section 5. Secretary

- a. The secretary shall attend all meetings of the Board of Directors and the corporate meeting of the members and record all votes and the proceedings of the meetings. He/she shall give notice of all meetings of members and special meetings of the Board of Directors and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors, the chairman of the board or the chairman-elect under whose supervision he/she shall act. He/she shall have custody of the seal of the corporation and he/she or an assistant secretary shall have the authority to attested by his/her signature.

Section 6. Adult treasurer

- a. The treasurer shall have the custody of the corporation's funds and other valuable effects including securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the corporation and shall oversee the deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as, from time to time, may be designated by the Board of Directors.

ARTICLE VIII

GENERAL PROVISIONS

Pennsylvania HOSA, Incorporated (PENN HOSA, Inc.) is the adult organization for the student organization, PENN HOSA. All activities planned for the student organization must have the approval of the PENN HOSA state advisor and/or the Executive Committee of PENN HOSA, Inc. The State Advisor and/or the Executive Committee will work in planning and implementing the activities for PENN HOSA. The PENN HOSA, Inc. Executive Committee shall plan the year's Program of Work; however, it will be approved by the PENN HOSA, Inc. Board of Directors.

Section 1. Fiscal year

- a. The fiscal year for PENN HOSA and PENN HOSA, Inc., will annually begin on the first day of July and end the thirtieth day of June. At the Board meeting immediately following the annual meeting of the corporation and/or the May meeting, the treasurer will present the prepared budget to the Board for their approval or revision. Under no circumstances can money be spent without approval of the PENN HOSA, Inc., Board of Directors.

Section 2. Fiscal control

- a. The treasury of PENN HOSA and PENN HOSA, Inc., is to remain under the control of PENN HOSA, Inc., and may not be administered by any other outside agency.

Section 3. Seal

- a. The corporation's seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words, "Corporate Seal" and "Pennsylvania."

Section 4. Parliamentary authority

- a. The rules contained in the 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.

ARTICLE IX

DISSOLUTION

Upon final dissolution or liquidation of this association within the Commonwealth of Pennsylvania and all local chapters and/or dissolution or liquidation of the national association and its territorial designated areas and after final discharge of all outstanding obligations and liabilities, its remaining assets shall be disbursed by the Board of Directors of PENN HOSA, Inc., in accordance with one or more of the purposes of this association or be transferred to a qualified exempt government instrumentality within the Commonwealth of Pennsylvania within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE X

AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the directors provided that the notice of such amendment shall be included with the notice of meeting and such notice must be given at least ten (10) days prior to such meeting.

HKS: Official as editorially corrected at Executive Committee meeting, July 29, 1986.
(Reviewed by Ex. Com., September 1986)

HKS: Official as editorially corrected at Executive Committee meeting, July 27, 1988.
(Reviewed by Ex. Com., September 1988)
R (Reviewed) 1991 – 2001

Amended: 2002 (to coincide with student organization bylaws):

Article III – Membership

Article V – Section 2 – Voting members

Article V – Section 4 – Non-voting members

Article VI – Section 1- d

Reviewed: 2003

Reviewed: 2004 (Approved: Amendment-Dissolution – Article VIII – Section 3)

Addition: 2004 – Non-voting member – Program specialist of health occupations

Revised: 2005 – Dissolution

Addition: Non-voting member – Membership coordinator

Revised: 2006 – Contributing Member - Article V Section 3b

Dissolution of title Executive Director

Revised 2009 – Article V – Section 2 Voting Membership # 4

Article V – Section 2 Voting Membership # 5

Reviewed 2010

Revised 2011 - Article I –Section 1 – Corporate office address

Article V – Section 2 – Membership

3. Regardless of regions

4. Contributing Member – Retired HOSA Advisor – Term –one year

5. PACTA – Pennsylvania Association of Career and Technical Administrators

Amended 2014 - Article V - Section 2a5 – Membership – approved to have PENN HOSA, Inc. bylaws reflect a change to add the words “*A minimum of*” before the word three and words “*and a maximum of seven (7)*” before the word Pennsylvania so that the bylaw will now read “A minimum of three (3) and a maximum of seven (7) Pennsylvania Career & Technical School Administrators regardless of regions. As much as possible, there should be at least one administrator for each region.”

Reviewed and Amended 2016 – General introduction

Article III Membership – deleted “technology”

Article V Section 2 – Membership

A 3 – a minimum of

A 8 - Postsecondary/Collegiate advisor representative

Article V Section 4

A 2 - Adult co-treasurer

A 3 - Administrative Assistant

A 7 - Postsecondary/Collegiate board representative

A 9 - Program Specialist

Revised 2018 - Article I –Section 1 – Corporate office address

Article VII – Section 6 – shall oversee the deposit

Revised 2019 – Opening Paragraph – add formal incorporated name – Pennsylvania HOSA, Inc.
Article V Section 2 – Add Alumni Representative
Article V Section 4 – 8. Add PENN HOSA State President