

BYLAWS

FLORIDA HOSA ALUMNI & PROFESSIONAL ASSOCIATION, INC.

ARTICLE I

Name

This organization shall be known as the Florida HOSA Alumni & Professional Association, Inc. (the Association). The registered agent and registered office will be determined by a resolution of the Board of Directors.

ARTICLE II

Purposes

The purpose of the Florida HOSA Alumni & Professional Association shall be:

- A. To support and promote Florida HOSA activities at chapter, regional, and state levels.
- B. To connect HOSA alumni and health professionals with current Florida HOSA members and advisors thereby creating educational opportunities.
- C. To offer opportunities for networking with peers while promoting personal development of Association members.
- D. To connect health care industry with Florida HOSA to create greater knowledge of the organization and to support education in health science.
- E. To provide scholarships for Florida HOSA members.

ARTICLE III

Organization

Section 1. The Florida HOSA Alumni & Professional Association is an affiliate of the Florida HOSA Organization.

Section 2. The Florida HOSA State Office will maintain the membership status of Association members.

Section 3. Reports and Audits

- A. Books and records of the Florida HOSA Alumni & Professional Association may be inspected by any member or his/her agent at any reasonable time.
- B. There shall be an annual audit of the Florida HOSA Alumni & Professional Association.
- C. The fiscal year and reporting year are from July 1 to June 30.

Section 4. The Florida HOSA Alumni & Professional Association shall be governed by the Board of Directors.

ARTICLE IV

Membership

- Section 1.** Association membership shall be open to HOSA Alumni, Health Care Professionals, and anyone interested in supporting Florida HOSA and Health Science Education. HOSA middle school, secondary, and postsecondary members are ineligible for association membership. Membership in the Association shall not be based on age, race, gender, color, national origin or religious beliefs. Membership in the Association includes many rights, benefits, and privileges; however, no level of membership entitles any member to act for and/or on behalf of any chapter, region, state, or the National HOSA Office regarding any policy or position unless granted by and through these bylaws and/or is otherwise granted specifically, in writing, by the Association.
- Section 2. Types of Membership**
- A. Annual Membership - A 12 month period beginning July 1 and ending June 30. Annual membership dues of the Florida HOSA Alumni & Professional Association shall be recommended by the Association Board of Directors and fixed by a majority vote of the delegates present at the annual meeting for the next fiscal year.
 - B. Corporate Membership - A 12 month period beginning July 1 and ending June 30. Corporate dues and benefits of the Florida HOSA Alumni & Professional Association shall be recommended by the Association Board of Directors and fixed by a majority vote of the delegates present at the annual meeting.

ARTICLE V

Board of Directors

- Section 1. General Powers**
- All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors either directly or through a written delegation of authority.
- Section 2.** The Board of Directors shall be comprised of 5 elected members from the Association membership at an annual meeting. Each Director shall hold office until the expiration of his or her term as specified in Article V, Section 3 below, or until his or her earlier resignation, removal from office, or death.
- Section 3.** Directors elected by the membership at an annual meeting shall serve terms of two years unless elected to the office of Vice-Chair in the second year of their term, in which case an additional year will be added to their term.
- Section 4.** A vacancy in the Board of Directors may be filled until the next annual meeting of the membership by a majority vote of the Directors then in office.
- Section 5.** Except as otherwise provided by law, any Director may be removed by a 2/3 majority vote of the membership.
- Section 6.** One annual meeting of the Board of Directors shall be held during the Florida HOSA State Conference.
- Section 7.** Special meetings of the Board of Directors may be called by the Chairperson of the Board or by 3 voting members of the Board, provided notice of the meeting has been sent to each Director at least thirty (30) days prior to the meeting.
- Section 8.** Three voting members of the Board of Directors shall constitute a quorum.

- Section 9.** The following shall be ex-officio members without vote:
- A. The Executive Director of Florida HOSA, Inc.
 - B. The State Supervisor for Health Science Education
 - C. State President of Florida HOSA
 - D. Florida HOSA Board of Directors Chairperson
- Section 10.** The Board of Directors may participate in meetings by means of teleconferencing.
- Section 11.** The Board of Directors shall:
- A. Perform duties as specified in these Bylaws and Policies as may be adopted by the Board.
 - B. Ratify committee appointments made by the Chairperson. The Chairperson shall be an ex-officio member of all committees ratified by the Board.
 - C. Amend the Bylaws and take other actions necessary to implement the purposes of the Association.
 - D. Recommend the amount of the annual due for each type of membership to be fixed by a majority vote of the delegates present at the annual meeting.
 - E. The Board of Directors will determine the amount of any scholarships to be dispersed.
- Section 12.** The duties of the various members of the board shall be such as are directed in these Bylaws in the parliamentary authority adopted by the corporation, as well as those duties assigned by the Board of Directors.

ARTICLE VI

Officers

- Section 1.** The officers of the corporation shall be a Chairperson, a Vice-Chair, and a Secretary. These officers shall be elected by the Board of Directors from their own membership. Officers shall hold office for one year and until their successors are elected.
- Section 2.** The Association Chairperson or Vice-Chair cannot be the Florida HOSA Board of Director Chairperson or Chairperson-Elect.
- Section 3. Duties of Officers**
- A. Chairperson
 1. The Chairperson will be an individual who has served as the Vice-Chair the previous year.
 2. The Chairperson will be the principal officer of the Association.
 3. The Chairperson shall preside at all meetings of the Board of Directors and the Association.
 4. The Chairperson may establish committees or task forces, standing or special, as may be deemed appropriate to meet the purposes of the Association.
 5. The Chairperson will be an ex-officio member of all committees.
 - B. Vice-Chair
 1. The Vice-Chair shall assume the position of Chairperson at the expiration of the Chairperson's term
 2. The Vice-Chair, at the direction of the Chairperson, will act in the Chairperson's behalf, and perform such duties as are usual and customary of a vice-president.
 3. Other duties of the Vice-Chair may be designated by the Board of Directors or the Chairperson.

- C. Secretary
 1. Attend all Board meetings and record all votes and the proceedings of the meetings as to provide a permanent record of the business.
 2. Give notice of all meetings and special meetings of the Board
 3. Process the general correspondence of the Association.
 4. Keep committee reports on file.
 5. Maintain the official membership roll.
 6. Notify officers, committee members, and members of their election or appointment.
 7. Have the bylaws, a list of committees with their members, a record of membership, and an agenda available at each meeting.
 8. Perform such other duties as the Chairperson may direct.

Section 4. Removal From Office/Board

- A. The Board may remove an officer by majority vote.
- B. The Board may remove one of its Directors by majority vote.

ARTICLE VII

Meetings/Conferences

Section 1. There shall be an annual meeting of the membership of the Florida HOSA Alumni & Professional Association that will be held concurrently with the Florida HOSA State Leadership Conference. Additional membership meetings may be called by the Chairperson or by 3 voting members of the Board of Directors.

Section 2. Assistance in planning and implementation shall be provided by the Board of Directors and members.

Section 3. Delegates

- A. The majority of the Association members attending the annual Business Session shall constitute a quorum.
- B. Plurality shall determine voting decisions.

Section 4. The minutes of the previous annual meeting will be published and presented to the delegates when they arrive and thus will not need to be read at the annual meeting.

Section 5. A summarized audit report will be presented at the annual meeting.

ARTICLE VIII

Fiscal Policies

Section 1. The fiscal year of the Florida HOSA Alumni & Professional Association, Inc. shall be July 1 through June 30.

Section 2. The Board of Directors shall designate a bonded fiscal agent to be responsible for all accounting records for the Association and for the proper handling and disbursement of Association funds.

Section 3. Books and records of the Association may be reviewed at any reasonable time.

Section 4. The Florida HOSA Alumni & Professional Association, Inc. Board of Directors will direct an audit at the end of the fiscal year by an agent representing the Association. The Board may direct additional audits as needed.

Section 5. Members will vote on any monetary assessment.

ARTICLE IX

Parliamentary Authority

- Section 1.** The rules contained in Robert's Rules of Order, most recent edition, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the association may adopt.

ARTICLE X

Amendment of Bylaws

- Section 1.** These Bylaws may be approved for amendment by a 3/5 vote on the Board of Directors, provided that the proposed amendment(s) has been submitted in writing to each Board member at least thirty days prior to consideration by the Board.
- Section 2.** Bylaw changes approved for amendment by the Board of Directors must be submitted to a vote by members at the annual meeting provided that the proposed amendment(s) has been submitted in writing at least thirty days prior to the meeting.
- Section 3.** Bylaws amendments will be voted on by Articles and be approved by a plurality of the delegates.

ARTICLE XI.

Dissolution

- Section 1.** Upon final dissolution or liquidation of this organization and after final discharge or satisfaction of all outstanding obligations and liabilities, its remaining assets shall be disbursed by the Florida HOSA Alumni & Professional Association, Inc. Board of Directors in accordance with one or more of the purposes of this organization or to be transferred to a government instrumentality or a qualified exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue code.
- Section 2.** Upon final dissolution, all members prior to the year of dissolution shall receive an equal share of any monies remaining after all obligations of the organization have been met.