# BYLAWS OF THE MMACHS HOSA BOOSTER CLUB, INC

## ARTICLE I - NAME

This organization shall be known as MMACHS HOSA BOOSTER CLUB, INC. (hereinafter referred to as "MHBC").

## ARTICLE II - OBJECTIVE

**Section 1.** HOSA (Health Occupation Student Association) is a national student organization endorsed by the U.S. Department of Education and the Health Science Education Division of ACTE (Association for Career and Technical Education). HOSA's two-fold mission is to promote career opportunities in the health care industry and to enhance the delivery of quality health care to all people. Each year, the Meridian Medical Arts Charter High School ("MMACHS") sends qualified students to participate in the national HOSA leadership conference. HOSA provides a unique program of leadership development, motivation, and recognition exclusively for secondary, postsecondary, adult, and collegiate students enrolled in HSE programs.

**Section 2.** In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, MHBC shall operate exclusively as a non-profit organization providing financial resources and other support for the HOSA program at MMACHS. No part of the net earnings shall inure to the benefit of any Director, Officer or other individual. No substantial part of the activities of the MHBC is carrying on propaganda, or otherwise attempting to influence legislation, and the MHBC shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

## ARTICLE III - MEMBERSHIP

**Section 1. Eligibility** - Any parent, step parent or legal guardian of a child attending, or having graduated from MMACHS, or any former student who graduated from MMACHS, and who is interested in participating in and supporting the MMACHS HOSA program is eligible to become a Member of the MHBC. Membership can be established at the school as well as at any regular Board meeting or annual meeting, as determined by the Board.

**Section 2. Membership Fee** - A reasonable Membership Contribution may be established by the Board as an obligation of membership to assure the operational continuity of MHBC and as a condition of voting Membership. Any member who does not pay the annual fee may remain a non-voting member of the MHBC.

**Section 2. Suspension or Termination** - Membership may be terminated by resignation or action by the Board. The Board, by a two-thirds vote of those present at any duly constituted meeting, shall have

the authority to suspend or terminate the membership of any Member when the conduct of such Member is considered detrimental to the best interests of MHBC.

## ARTICLE IV - MEETINGS OF THE MEMBERS

**Section 1. Annual Meeting** - The Annual Meeting of the Members of MHBC shall be held during the month of October each year (unless rescheduled upon proper notice by the Board) for the purpose of electing a Board and for the transaction of such business as may properly come before the meeting.

**Section 2. Notice of Meetings** - Notice of each meeting of the Members shall be mailed, e-mailed (or otherwise delivered) to each Member at least seven (7) days in advance. Such notice shall set forth the place, time and purpose of the meeting.

**Section 3. Special Meetings** - Special Meetings of the Members may be called by the President at his/her discretion. Upon written request of twenty (20) Members, the President shall call a Special Meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting.

**Section 4. Quorum** - The presence in person of greater than 40% of all voting Members in good standing shall be necessary to constitute a quorum.

**Section 5. Voting** - Members who have paid the required membership contribution shall be entitled to vote at any Annual Meeting or any Special Meeting.

**Section 6. Absentee Ballot** - For the expressed purpose of accommodating a Member in good standing who cannot be in attendance at the Annual Meeting, an absentee ballot may be requested and obtained from the Secretary. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the Annual Meeting and election of the Board. The Secretary shall present all absentee ballots to the President on the date of the Annual Meeting prior to the election process.

**Section 7. Rules of Order** - Robert's Rules of Order shall govern the proceedings of all meetings, except where same conflicts with these Bylaws.

## ARTICLE V - BOARD OF DIRECTORS

**Section 1. Board and Number** - The management of the assets and affairs of the MHBC shall be vested in the Board of Directors. The number of Directors shall be nine (9), comprised of five (5) voting members and four (4) *ex-officio* non-voting student members, seated as follows:

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| Seat #1: | Appointed by MMACHS Administration (school admin rep) |
| Seat #2: | Member elected from the membership |
| Seat#3: | Member elected from the membership |

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| Seat #4: | Member elected from the membership |
| Seat #5: | Member elected from the membership |
| Seat #6: | Freshman student HOSA representative (*ex-officio*) |
| Seat #7: | Sophomore student HOSA representative (*ex-officio*) |
| Seat #8: | Junior student HOSA representative (*ex-officio*) |
| Seat #9: | Senior student HOSA representative (*ex-officio*) |

**Section 2. Term of Office** - All Directors shall serve until the next Annual Meeting with no restrictions on the number of terms a Member can serve on the Board. Each *ex-officio* student representative shall be appointed annually each fall by the respective class (and approved by school administration) to represent that class on the MHBC Board and provide active communications about the school's HOSA activities and to report to their class the activities from the MHBC when necessary.

**Section 3. Nominations for Board of Directors** - Any voting Member in good standing can be nominated to serve on the Board. All nominations must be submitted and accepted in writing or e-mail to the Secretary prior to or at the Annual Meeting to make it on the ballot.

**Section 4. Annual Election** - The Board will be elected/re-elected annually at the Annual Meeting each October. All elections of Directors shall be by a majority vote of all voting Members present and in good standing or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the Annual Meeting. Each Member will have one vote for each Board position. Following the Annual Meeting, the Directors present (provided there is a quorum) shall meet for the purpose of electing Officers for the ensuing year.

**Section 5. Vacancies** - If any vacancy occurs in the Board for any reason it may be filled by a majority vote of the remaining Board at any Board meeting or at any Special Meeting called for that purpose.

**Section 6. Meetings, Notice, and Quorum** - Regular meetings of the Board shall be held following the Annual Meeting and on such days thereafter as shall be determined by the Board. Notice of such meeting shall be given by the Secretary to each Director either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or in an e-mail. A majority of the voting members of the Board shall constitute a quorum for the transaction of business.

**Section 7. Duties and Power** - The Board shall have the power to appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of MHBC as it may deem proper. A voting member of the Board may be removed from office by a vote of 2/3 of the remaining Board. An *ex-officio* student member of the Board may be removed by a vote of 2/3 of the Board and confirmed by school administration.

**Section 8 Annual Financial and Membership Report** - The Board shall prepare an annual report and budget, showing the income and expenses during the year immediately preceding such date, and the purposes, objects, or persons to or for which such expenditures have been made, and the names of the persons who have been admitted to membership in MHBC during such year, which report shall be filed with the records of MHBC at the Annual Meeting. A copy of such report shall be kept on file with the Secretary.

## ARTICLE VII - OFFICERS DUTIES AND POWERS

**Section 1. Officers** - The Officers of the Board shall consist of a President, Vice President, Secretary and Treasurer, all of whom shall hold offices for the ensuing year or until their successors are duly elected. Only voting Board members are eligible to serve as an Officer. The Board may appoint such other Officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. The Board shall elect officers immediately following the Annual meeting.

**Section 2. President** - The President shall:

(a) Conduct the affairs of MHBC and execute the policies established by the Board.

(b) Present a report of the condition of MHBC at the Annual Meeting. Review the financial reports provided by the Treasurer for accuracy and completeness

(c) Communicate to the Board such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of MHBC.

(d) Preside over the monthly meetings and in conjunction with the Secretary prepare and approve the monthly meeting agenda.

**Section 3. Vice President** - In case of the absence or disability of the President, and provided he/she is authorized by the President or Board so to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board or by the President.

**Section 4. Secretary** - The Secretary shall:

(a) Be responsible for recording the activities of MHBC and maintaining appropriate files, mailing lists and necessary records.

(b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the Office of Secretary or as may be assigned by the Board.

(c) Maintain a list of all Members, Directors and Committee Members, and give notice of all meetings of the Members, Board and Committees.

(d) Keep the minutes of the meetings of the Members, the Board and the Executive Committee.

**Section 5. Treasurer** - The Treasurer shall:

(a) Perform such duties as are herein specifically set forth, and such other duties as are customarily incident to the Office of Treasurer, or may be assigned by the Board.

(b) Receive all moneys and deposit same in a depository approved by the Board.

(c) Keep records for the receipt and disbursement of all moneys of MHBC. In conjunction with the President, approve all payments from allotted funds and draw checks thereof.

(d) Prepare an annual budget (under the direction of the President) for submission to the Board.

## ARTICLE X - FINANCIAL AND ACCOUNTING

**Section 1.** The Board shall decide all matters pertaining to the finances of MHBC. All moneys received shall be deposited to the credit for MHBC in a designated bank approved by the Board. All disbursements shall be made by check. All checks shall be signed by the President and one other officer or person(s) as the Board shall determine.

**Section 2.** The Board shall not permit the solicitation of funds in the name of MHBC unless all of the funds so raised are placed in MHBC bank account, and only upon prior approval of the Board.

**Section** 3. The Board shall not permit the disbursement of funds for purposes other than for expenses and activities directly benefiting MMACHS HOSA program.

**Section 4.** No Director, Officer or Member of MHBC shall receive (directly or indirectly) any compensation from MHBC for services as Director, Officer or Member.

**Section 5.** Upon dissolution of MHBC and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of MHBC to another federally incorporated entity maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 50 l (c)(3) of the Internal Revenue Code or any future corresponding provision.

## ARTICLE XI - AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part, by a majority vote of the voting members of the Board of Directors, provided notice of the proposed change is included in the notice of such meeting.

IN WITNESS WHEREOF, the undersigned have executed and adopted these Amended By-Laws on this 14th day of March, 2023.

Brook Heath President 2022-2023

Garry C Heath

Mary Swanke

Blake Gaudet