



**HEAL Code of Regulations  
Adopted September 29, 2020**

**Article I  
NAME**

The name of this corporation shall be The Hospital Educator and Academic Liaison Association (the "Corporation").

**Article II  
LOCATION**

The principal office of the Corporation, at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Ohio, as shall be fixed from time to time by duly adopted resolutions of the board of directors of the Corporation (the "Board of Directors"; individual directors are referred to as "Directors"). The Corporation also may have additional offices at such other locations within or without the State of Ohio as the Board of Directors may determine from time to time.

**Article III  
PURPOSE**

The primary purpose of the Corporation is to provide support and development of professionals serving the education needs of children, adolescents, and young adults with chronic medical and mental health needs.

**Article IV  
MEMBERS**

The Members of the Corporation shall be as follows:

Section 4.1 Categories.

The Corporation shall consist of the following categories:

Professional Member: Educators and other professionals who provide services to children, adolescents, and young adults with chronic medical and mental health needs.

Student Member: Full-time students with an interest in the education of children adolescents, and young adults with chronic medical and mental health needs.

Parent/Caregiver Member: Parents/caregivers with an interest in the education of children, adolescents, and young adults with chronic medical and mental health needs.

Retired Professional Member: Retired educators and other professionals who provide services to children, adolescents, and young adults with chronic medical and mental health needs.

#### Section 4.2 Membership Privileges.

Membership Privileges for the categories listed above include:

Professional Members: Enjoy all privileges of membership, including voting and being eligible for a Director position.

Student Members, Parent/Caregiver Members, Retired Professional Members: Enjoy all privileges of membership, except voting and are not eligible for a Director position.

#### Section 4.3 Dues.

All Professional Members shall pay annual dues as established by the Board of Directors. Dues for Student Members, Parent/Caregiver Members, and Retired Professional Members will be no more than 75% of the Professional Member amount and will be established by the Board of Directors. The membership of any dues-paying members automatically terminates upon such member's failure to renew his or her membership.

### **Article V BOARD OF DIRECTORS**

#### Section 5.1 Powers and Duties.

The entire direction and management of the affairs of the Corporation shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Corporation. A Director shall perform his or her duties as Director of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

## Section 5.2 Number of Directors.

The number of Directors of the Corporation shall consist of eight (8) persons or such other number of persons as shall, from time to time, be determined by the Professional Members. The number of Directors may be increased or decreased by the affirmative vote of two-thirds of the total number of the Professional Members participating in person or by proxy ballot at the annual or special meeting, provided, however, that notice of any increase or decrease in the number of Directors shall be included in the notice of such meeting. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

## Section 5.3 Membership Status.

Director positions must be filled with current dues-paying Professional Members of the Corporation.

## Section 5.4 Directors.

Directors shall be the officers of the Corporation.

## Section 5.5 Term of Office.

From and after January 1, 2021, those Directors serving in roles of President, Vice President, Treasurer, Secretary, and Communication/Media Coordinator shall hold office for a term of two (2) years commencing on the day of the annual meeting at which the Director is elected and ending on the day of the second annual meeting thereafter. All other Directors shall hold office for a term of one (1) year commencing on the day of the annual meeting at which the Director is elected and ending on the day of the annual meeting thereafter. The Director elected to serve in the role of President must have served as a Director of the Corporation previously, unless the majority of the current Board of Directors decide otherwise.

## Section 5.6 Election of Directors.

The Directors shall be elected at the annual meeting of the Professional Members called for such purpose on the schedule noted below in Section 5.7, or at a special Professional Members meeting called for such purpose, Nominations for Board of Director positions will be conducted in accordance with Section 7.3.1.

### Section 5.7 Election Schedule.

The Directors will be elected as follows:

- Directors serving as President and Secretary: Elected even-numbered years.
- Directors serving as Vice President, Treasurer and Communication/Media Coordinator: Elected odd-numbered years.
- All other Directors: Elected annually.

### Section 5.8 Removal.

Any Director may be removed, with or without cause, by the affirmative three-fourths vote of the Directors serving on the Board of Directors at any regular meeting of the Board of Directors or any special meeting called for that purpose.

### Section 5.9 Vacancies.

In the event any vacancy occurs in the Board of Directors through death, resignation, removal, incapacity, or any other cause, the remaining Directors, at any regular meeting of the Board of Directors, or at any special meeting called for such purpose, may fill such

vacancy by election of a successor to hold office during the unexpired term of the Director whose place shall be vacant. Election shall be by a majority of the Directors constituting a quorum and entitled to vote at such meeting.

### Section 5.10 Professional Members Meetings.

Section 5.10.1 Annual Meeting. The annual meeting of the Professional Members for the election of Directors, when applicable, and for the transaction of any other business which may properly come before the meeting shall be held annually at such time and place, within or without the State of Ohio, as may be designated from time to time by the Board of Directors.

Section 5.10.2 Regular Meetings. Regular meetings of the Professional Members may be established by the Professional Members. Such meetings may be held without notice at the principal office of the Corporation or at such other place or places, within or without the State of Ohio, as the Professional Members may from time to time designate.

#### Section 5.10.3 Notice of Meetings.

(i) Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Professional Members stating the time and place thereof

shall be mailed, postage prepaid, hand-delivered, emailed or telefaxed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Professional Member at his or her address according to the current records of the Corporation, unless notice is waived.

(ii) Special Meetings. Written notice of each special meeting of the Professional Members stating the time, place and purpose thereof shall be mailed, postage prepaid, hand-delivered or emailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Professional Member at his or her address according to the current records of the Corporation, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

(iii) Waiver. Any Professional Member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless such appearance is solely and expressly for the purpose of asserting the illegality of the meeting.

#### Section 5.10.4 Quorum and Voting.

(i) Professional Members participating in attendance and by proxy shall constitute a quorum at any meeting.

(ii) At all meetings of the Professional Members, each Professional Member shall be entitled to cast one vote on any question coming before the Professional Members at the meeting. A majority vote of the Professional Members present at any meeting or by proxy shall be sufficient to transact any business except for action to change the Articles of Incorporation or Code of Regulations, which action shall require a vote of the Professional Members in accordance with Section 9.2.

Section 5.10.5 Adjourned Meetings. When a meeting of the Professional Members is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.10.6 Written Action. Any action which may be authorized or taken at a meeting of the Professional Members may be authorized or taken without a meeting when authorized in a written action signed by a majority of the Professional Members.

Section 5.10.7 Telecommunications. A Professional Member may participate in a meeting of the Professional Members by any means of communication through which the

Professional Member, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A conference among Professional Members by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Professional Members if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

#### Section 5.11 Board of Director Meetings.

Section 5.11.1 Annual Meeting. The annual meeting of the Board of Directors for the transaction of any business which may properly come before the meeting shall be held annually at such time and place, within or without the State of Ohio, as may be designated from time to time by the Board of Directors.

Section 5.11.2 Regular Meetings. Regular meetings of the Board of Directors may be established by the Board of Directors. Such meetings may be held without notice at the principal office of the Corporation or at such other place or places, within or without the State of Ohio, as the Board of Directors may from time to time designate.

#### Section 5.11.3 Notice of Meetings.

(i) Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Board of Directors stating the time and place thereof shall be mailed, postage prepaid, hand-delivered or emailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation, unless notice is waived.

(ii) Special Meetings. Written notice of each special meeting of the Board of Directors stating the time, place and purpose thereof shall be mailed, postage prepaid, hand-delivered or emailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

(iii) Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the

records of the meeting. Appearance at a meeting is deemed a waiver unless such appearance is solely and expressly for the purpose of asserting the illegality of the meeting.

#### Section 5.11.4 Quorum and Voting.

(i) The presence of a majority of the Board of Directors in attendance shall constitute a quorum at any meeting.

(ii) At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board at the meeting. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, except for action to change the Articles of Incorporation or Code of Regulations, which action shall require a vote of the Professional Members in accordance with Section 9.2.

(iii) A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 5.11.5 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.11.6 Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors.

Section 5.11.7 Telecommunications. A director may participate in a meeting of the Board of Directors by any means of communication through which the Director, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A conference among Directors by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 5.11.8 Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall make periodic recommendations to the Board of Directors regarding issues presented to it by the Board of Directors and make such other reports as requested by the Board of Directors from time to time. The Board of Directors shall have the power at any time to establish terms of office for members of the Advisory Board, to fill vacancies and to change the membership of an

Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

## **Article VI OFFICERS**

### Section 6.1 Officers; Tenure

The Directors of the Corporation shall be the officers of the Corporation. For a period of time commencing on the Effective Date and terminating on May 1, 2019, the executive officers of the Corporation shall consist of two (2) Co-Presidents, two (2) Co Treasurers, a Vice President, a Secretary, a Communications Media Coordinator and an at-large officer. From and after May 1, 2019, the composition of the executive officers of the Corporation shall include a President, a Vice President, a Treasurer, a Secretary, a Communications/Media Coordinator, and up to three (3) at-large officers.

### Section 6.2 Powers and Duties.

Officers of the Corporation shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as may be conferred from time to time by the Board of Directors. For the sake of clarity, the general duties of the Corporation are as follows:

Section 6.2.1 President. The President performs the following duties: serves as the chief executive officer of the Corporation with final decision, authority, and responsibility; appoints chairs of those standing committees that report to the President; presides over all Board of Director meetings; represents the interests of the Corporation; keeps the Board of Directors informed of all matters regarding the business of the Corporation; acts as secondary signer on the Corporation's bank account; coordinates long range planning for the Corporation, and supplies a monthly report during the Board of Directors meeting.

Section 6.2.2 Vice President. The Vice President performs the following duties: performs other duties as assigned by the President; serves in the capacity of President should the current President not be able to fulfill his or her duties; and supplies a monthly report during the Board of Directors meeting.

Section 6.2.3 Treasurer. The Treasurer performs the following duties: collects and deposits membership dues in the Corporation's bank account; pays bills of the Corporation, while those in excess of \$100 are paid following approval from the Board of Directors; reviews and analyzes the Corporation's financial status; prepares recommendations for the Board of Directors relative to fiscal policy, procedures, and future plans of the Corporation; submits all books and financial records for review by a professional or duly appointed committee prior to



the annual meeting; prepares and submits an annual report of the financial standing of the Corporation to the Board of Directors and the members at the annual meeting; presents a proposed annual budget for the upcoming fiscal year at the summer Board of Directors meeting; presents proposed annual budget at the annual meeting; and maintains the membership database and online merchant account.

Section 6.2.4 Secretary. The Secretary performs the following duties: records the proceedings of the Board of Directors and the Corporation; records the proceedings of the annual meeting; maintains a record of all acts made by the Board of Directors; and supplies a monthly report during the Board of Directors meeting.

Section 6.2.5 Communication/Media Coordinator. The Communication Media Coordinator performs the following duties: oversees, updates, and maintains the Corporation's website; supervises the delivery of official Corporation announcements, including, but not limited to, website, newsletter, publications, and updates on social media to the members; coordinates publicity for the Corporation and shares responsibility for publicizing the annual conference with the conference chairperson; maintains the Corporation's official email account; and supplies a monthly report during the Board of Directors meeting.

### Section 6.3 Signature Authority.

All deeds, mortgages, leases, bonds, and notes shall be signed by two (2) authorized officers with the consent of the Board of Directors. The Board of Directors shall from time to time establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

### Section 6.4 Removal.

Any officer of the Corporation may be removed, with or without cause, by the affirmative three-fourths vote of the Directors present at any special meeting called for that purpose or at any regular meeting of the Board of Directors.

### Section 6.5 Vacancies.

In the event any vacancy occurs in any office of the Corporation through death, resignation, incapacity, or any other cause, the Directors, at any regular meeting of the Board of Directors, or at any special meeting called for such purpose, may fill such vacancy by election of a successor to hold office during the unexpired term of the officer whose office shall be vacant.

## **Article VII COMMITTEES**

### **Section 7.1 Establishment.**

The Board of Directors may establish, by resolution adopted by a majority of the Board of Directors, one or more committees or advisory boards.

### **Section 7.2 Size, Duration, and Responsibilities.**

The size, duration, and responsibilities of such committees or advisory boards shall be established by a majority vote of the Board of Directors. The Board of Directors shall have power at any time to change the membership of any committee or advisory board, to fill vacancies, and to discharge any such committee or advisory board. All committees and advisory boards shall at all times be subject to the control and direction of the Board of Directors and shall report all actions taken between Board meetings at the Board meeting immediately following such action.

### **Section 7.3 Committees.**

The initial committees may be:

Section 7.3.1 Nominating Committee. The current Board of Directors shall appoint a Professional Member of the Corporation that will not be serving on the incoming Board of Directors to act as the Nominating Committee Chairperson at least two (2) months prior to the annual meeting. The members of the Corporation will be notified electronically as to the identity of the Nominating Committee Chairperson. Professional Members have the opportunity to nominate eligible individuals for candidates for the upcoming vote. All eligible individuals that are vying for the Board of Directors positions are requested to be present at the annual meeting. Professional Members that are unable to attend the annual conference, where the vote for the Board of Directors shall occur, may vote via proxy. Said Professional Members must provide the Nominating Committee Chairperson their proxy at minimum seven (7) days prior to the start of the annual meeting.

Section 7.3.2 Conference Planning Committee. This committee guides activities and programming to create an innovative and educational forum for member engagement and professional development at an annual conference.

Section 7.3.3 Marketing and Media Committee. This committee coordinates membership efforts, website design and maintenance, and social media presence.

Section 7.3.4 Editorial Committee. This committee coordinates publications and research efforts.

Section 7.3.5 Professional Development Committee. This committee coordinates EdChats, Webinars, and other opportunities for networking and professional development.

#### Section 7.4 Other Committees.

The Board of Directors may in its discretion appoint such committees which shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors. At least one Director may serve as ex-officio members of all committees. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide.

### **Article VIII AWARDS**

#### Section 8.1 Establishment.

From time to time the Board of Directors may establish awards that the Corporation will give to individuals in furtherance of the Corporation's mission and purpose.

### **Article IX MISCELLANEOUS**

#### Section 9.1 Fiscal Year.

Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be the calendar year ending on June 30.

#### Section 9.2 Amendments.

The Corporation's Articles of Incorporation and these Regulations may be amended, repealed or restated from time to time at any regular or special meeting of the Professional Members by the affirmative vote of two-thirds of the participating Professional Members; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting. Participating Professional Members shall mean those Professional Members who attend a meeting as described in Section 5.10.

### Section 9.3 Indemnification.

The Corporation shall indemnify each person to the full extent permitted by any applicable law made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as

(1) a director, officer, employee, or member of a committee, or volunteer of the Corporation or,

(2) a director, trustee, officer, partner, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of the Corporation, is or was serving the other corporation at the request of this Corporation or whose duties as a director, officer or employee of this Corporation involve or involved such service to the other corporation.

Against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, trustee, officer, employee, volunteer or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section. Notwithstanding any of the foregoing, the Corporation shall not indemnify any person with respect to any matter in which such person shall be finally determined or adjudged in such action, suit or proceeding to have been liable for criminal or willful misconduct in the performance of such duties, actions or omissions, or to have taken an action or failed to act with a deliberate intent to cause injury to the Corporation, or with reckless disregard for the best interests of the Corporation.

### Section 9.4 Insurance.

The Corporation may, but shall not be obligated to, purchase and maintain insurance on behalf of any person who is or was director, officer, employee, volunteer, or a member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

Section 9.5 Authority to Borrow, Encumber Assets.

No director, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 9.6 Deposit of Funds.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Section 9.7 Dissolution. If deemed advisable by the Board of Directors, the Corporation may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

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