

**The Hospital Educator and Academic Liaison Association  
Bylaws**



**2023 Edition**

**Revised and Adopted September 2023**

**Edited and Compiled**

**By**

**HEAL Board of Directors**

Kelly Ihejiawu, President

Michelle Harvey, Vice President

Mindy Elliott, Secretary

Rebeca Grysko, Treasurer

Debbie South, Media Coordinator

Kyle Landry, Member at Large

Kimberly Matthews, Member at Large

Beth Stuchell, Member at Large

## **Article I**

### **Name**

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

## **Article II**

### **Parliamentary Authority**

The Code of Regulations govern the proceedings of HEAL and are subject to the latest edition of Robert's Rules of Order.

## **Article III**

### **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 IV**

### **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 V**

### **Members**

The Members of the Corporation shall be as follows:

#### **Section 5.1 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 5.2 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/Retired Professional Members: Enjoy all privileges of membership, including voting.

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

## **Section 5.3 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 VI**

### **Board of Directors**

## **Section 6.1 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 their duties as Director of the Corporation, including their duties as a member of any committee of the Corporation, in good faith, in a manner their 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 6.2 Number of Directors.**

The number of Directors of the Corporation shall consist of nine (9) 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 6.3 Membership Status.**

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

#### **Section 6.4 Directors.**

Directors shall be the officers of the Corporation.

#### **Section 6.5 Term of Office.**

Directors serving in roles of President, Vice President, Treasurer, Secretary, Media Coordinator, and Members at Large 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 (President-Elect) must have served as a Director of the Corporation previously, unless the majority of the current Board of Directors decide otherwise.

**Section 6.6 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 6.7, or at a special Professional Members meeting called for such purpose, Nominations for Board of Director positions will be conducted in accordance with Section 8.3.1.

#### **Section 6.7 Election Schedule.**

The Directors will be elected as follows:

- Directors serving as President, Vice President, Treasurer, Secretary, Media Coordinator, Members-at Large: *Elected odd numbered years.*
- The Director position of President-Elect will be *elected even numbered years* and will transition to the position of President prior to the end of the current President's term.

#### **Section 6.8 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 6.9 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 6.10 Professional Members Meetings.**

**Section 6.10.1 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 6.10.2 **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 6.10.3 **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 Hospital Educator and Academic Liaison Association 5 Code of Regulations thehealassociation@gmail.com September 29, 2020 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 6.10.4 **Quorum and Voting.**

- (i) Professional Members participating in attendance and by proxy shall constitute a quorum at any meeting.
- (ii) (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 6.10.5 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 6.10.6 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 6.10.7 Electronic Meetings.** 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 6.11 Board of Director Meetings.**

**Section 6.11.1 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 6.11.2 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 6.11.3 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 6.11.4 **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 6.11.5 **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 6.11.6 **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 6.11.7 **Electronic Meetings.** 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 6.11.8 **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 VII**

### **Board of Directors**

#### **Section 7.1 Board of Directors; 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 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 Media Coordinator, President-Elect, and up to three (3) Member at-Large officers.

#### **Section 7.2 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 7.2.1 **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. Shall also act as Ex-officio for all committees.

Section 7.2.2 **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 or President-Elect not be able to fulfill his or her duties; and supplies a monthly report during the Board of Directors meeting, as well as acts as an alternate primary or secondary signer on corporate accounts associated with the organization.

Section 7.2.3 **Treasurer.** The Treasurer performs the following duties: acts as the primary signer on Corporation's bank account; 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 strategic



planning meeting, which will consists of the Board of Directors; presents proposed annual budget at the annual meeting; and maintains the membership database and online merchant accounts.

Section 7.2.4 **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; maintains the Corporation's official email account and supplies a monthly report during the Board of Directors meeting.

Section 7.2.5 **Media Coordinator.** The Media Coordinator performs the following duties: oversees, updates, and acts as a liaison with the webmaster to assist in maintaining 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; and supplies a monthly report during the Board of Directors meeting.

Section 7.2.6 **Members at Large.** A Member at Large will perform the following duties: Each Member-at-Large is responsible for supporting the Board's governance role by participating in discussions and voting that will further the organization in its mission and towards its vision as well as leading and/or participating in various Board committees. They will also participate in other duties as assigned for the betterment of the organization.

Section 7.2.7 **President-Elect.** The President-Elect is an elected position that will perform the following duties: Learn and transition to the position of President by assuming and discharging all the duties of the President. They shall succeed to the office of President after one year as President-Elect.

### **Section 7.3 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 7.4 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 7.5 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 VIII**

### **Committees**

#### **Section 8.1 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 8.2 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 8.3 Standing Committees.**

The organization will have standing committees to promote the goals and objectives of the organization. They may be:

Section 8.3.1 **Nominating (Board Election) Committee.** The current Board of Directors shall appoint a Professional Member of the HEAL Organization that will not be serving on the incoming Board of Directors to act as the Nominating/Election 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/Election Committee Chairperson.

##### **Nominations:**

- Professional Members have the opportunity to nominate eligible individuals for Director 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.

##### **Elections:**

- Prepare a slate for each elective office and publish such slate prior to the election date.
- Present a slate of nominees to the members.
- Provide information and clarification on the nomination and election process.
- Report the election results once they have been tabulated by the committee.

Section 8.3.2 **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 8.3.3 **Marketing and Media Committee.** This committee coordinates membership efforts, website design and maintenance, and social media presence.

Section 8.3.4 **Editorial Committee.** This committee coordinates publications and research efforts.

Section 8.3.5 **Professional Development Committee.** This committee coordinates EdChats, Webinars, and other opportunities for networking and professional development.

Section 8.3.6 **Awards Committee.** Board of Directors may establish awards that the Corporation will give to individuals in furtherance of the Corporation's mission and purpose. The Awards Committee will give to individuals in furtherance of the Corporation's mission and purpose. They will accept nominations from member and non-member individuals, where the eligible members of the Corporation will vote on to present awards to individuals that further the mission and purpose of the Corporation.

## **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 fiscal year ending on September 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 6.10.

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