

**BY-LAWS**

**THE NATIONAL SOCIETY OF ALLIED HEALTH**

**(A Non-Profit, Non-Stock Corporation)**

**PREAMBLE**

These By-Laws of the National Society of Allied Health are designed to provide a medium for cooperation and communication among educational institutions, professional organizations, and individuals devoted to education and related programs in the allied health professions. Participation in the National Society of Allied Health shall in no way:

- (a) Inhibit or diminish any member organization's exercise of powers, authorities or other prerogatives, which such member organization was capable of exercising autonomously prior to becoming a member of this society.
- (b) Alter autonomous status of any participant member or require or effect any change in the governance, powers, prerogatives, or internal procedures of any organization.

**ARTICLE I**

**NAME**

The name of the Organization shall be The National Society of Allied Health (NSAH).

**ARTICLE II**

**PURPOSE**

The National Society of Allied Health is committed to improving the health status of African Americans and other economically disadvantaged populations through research, education, employment, and community service.

Adopted 1978

Revised March 24, 1994

Revised March 20, 2010

- (a) To serve as an advocate for historically Black college and university (HBCU) Allied Health programs at the local, state, and federal levels.
- (b) Increase enrollment, retention, and graduation rates among students of color in allied health programs.
- (c) To embark on joint enterprises, such as program development, faculty exchange, and student development.
- (d) To foster a sense of mutual trust and cooperation among the participating organizations, institutions, and individuals.
- (e) To facilitate the joint development of problem solving approaches to allied health workforce development concerns.
- (f) To produce publications addressing key issues and concerns impacting people of color.

### **ARTICLE III**

#### **OFFICES**

The principal office of the Corporation shall be located in the City of Norfolk, State of Virginia, at the following address:

The National Society of Allied Health  
2401 Corprew Avenue  
700 Park Avenue  
Norfolk, Virginia 23504

The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

### **ARTICLE IV**

#### **MEMBERS**

(1) The persons signing the Articles of Incorporation as Incorporator, shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of an admission into membership, shall be prescribed by resolutions duly recommended by the Board of Directors of the National Society of Allied Health and Adopted by the membership at any given meeting. All such resolutions or rules and regulations relating to members shall be recommended by the Board of Directors and adopted by the membership.

(2) Such resolutions or rules and regulations recommended by the Board of Directors and adopted by the membership, shall prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues, or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities, and other incidents of membership. Where appropriate, Amended Articles relating to membership should be implemented and recorded.

- (a) Institutional Members: Historically and or pre-dominantly Black Institutions for minorities shall be eligible for Institutional Membership. Each Institutional member shall have full voting rights, including the right to elect directors, and to vote on Articles of Amendment. Each Institutional Member shall be represented by an “Institutional Representative”, and shall be entitled to 3 votes at the Board level.
- (b) Associate Organizational Members: Agencies, associations, societies and programs, which have relationships to, and/or interest in the development of allied health programs for minorities shall be eligible for Associate Organizational Membership. Each Associate Organizational Member shall have full voting rights, including the right to elect directors, and to vote on Articles of Amendment. Each Associate Organizational Member shall be represented by an “Associate Representative”, and shall be entitled to 1 vote.
- (c) Individual Members: Individuals, who have an abiding interest in enhancing allied health programs for minorities, shall be eligible for Individual Membership. Each Individual Member shall have full voting rights, including the right to elect directors and to vote on Articles of Amendment. Each Individual Member shall be entitled to 1 vote.
- (d) Student Members: Students attending Institutional Member Universities and Colleges shall be eligible for membership. No Student Member shall be entitled to elect directors or to vote on Articles of Amendment. Each Student Member shall be entitled to 0 votes.
- (e) Sustaining Members: Corporate and financial entities having an interest in sustaining and enhancing allied health programs for minorities shall be eligible for Sustaining Membership. No Sustaining Member shall be entitled to elect directors or to vote on Articles of Amendment. Each Sustaining Member shall be entitled to 0 votes.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

- (1) General Powers: The activities and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall formulate policy that governs the action of the Board and the membership of the National Society of Allied Health.
  - (a) Delegation of Authority: The Executive Committee and the Board of Directors may delegate, at their discretion, specific powers and authorities to the Executive Director.
  - (b) Executive Director: The Executive Director is appointed by the Board of Directors and is directly responsible to the Board. The Executive Director

is the Chief Administrative Officer of the Society. In this capacity, the Executive Director functions as:

- (a) Director of the Office Staff and Operations,
- (b) Chief Liaison and Public Information Officer,
- (c) Collector and Distributor of Funds when directed by the board,
- (d) Contracting Officer,
- (e) Ex officio non-voting member of the Board, the Executive Committee, and other committees of the Society when deemed necessary.

- (c) The Executive Director shall be bonded and the accounts of the Society shall be subject to annual certification review or audit. When duly authorized by the Board, the Executive Director shall sign and execute all contracts in the name of the Corporation.

(2) **Composition:** The first Board of Directors shall consist of those persons elected by the Incorporators or named to the initial Board of Directors in the Articles of Incorporation of the Corporation, and they shall hold office until the Annual Meeting of members: Thereafter, their successor shall qualify and be duly elected and installed at the annual meetings.

- (a) The Board of Directors shall consist of a representative from each Institutional Member, and Members at Large. The maximum Board of Directors' membership, including Members at Large and Institutional Members, shall not exceed 25 members. The Institutional Members shall be designated by their respective academic institutions
- (b) The Board of Directors shall recommend, to the body, at the Annual Meeting of the body, the number of Member at Large positions available.

(3) **Term of Office:** The Board of Directors shall be elected for a term of two years. Each member elected shall serve until an election and installation is held at the Annual Meeting. The election of a new Board of Directors member shall be made by majority vote of the membership at the Annual Meeting.

(4) **Resignation from the Board:** Any Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and acknowledgement by the Board of Directors.

(5) **Removal of Board Members:** Any or all of the members of the Board of Directors may be removed with or without cause by a majority vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.

(6) **Vacancies:** Vacancies may be filled by a vote of a majority of the Board of Directors. A Director elected to serve out the term of a Board member due to resignation, death, or removal, shall serve for the unexpired term of the predecessor.

(7) Meetings: A meeting of the Board of Directors shall be held immediately proceeding and following the annual meeting of the National Society of Allied Health. Other meetings shall be held as determined by a majority of the Board of Directors.

(8) Notice of Meetings: An advance notice of at least three weeks shall be required to call a regular meeting of the Board of Directors. Notice for special emergency meetings shall be given no less than one week prior to the meetings. The agenda for all meetings shall be published with the announcement of the meeting.

(9) The Chairman of the Board (President of NSAH) shall preside at all meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside. In the absence of the President-Elect, the Secretary shall serve. In the absence of the Secretary, follow Robert's Rules of Order.

(10) Quorum: Except to the extent herein or in the Articles of Incorporation of the Corporation provided, a majority plus one of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meetings. Whenever a vacancy on the Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors, excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law, and these Bylaws, the act of the Board shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effects as if the same had been passed by unanimous vote at a duly called meeting of the Board.

## **ARTICLE VI**

### **OFFICERS**

(1) The Board of Directors shall be chaired by the President. Any two, or more, offices may be held by the same person, except the office of the President and Secretary.

(2) The President and President-Elect shall be an individual from an Institutional member organization. Both officers shall have been a member of the Board for a minimum of one term, and attended the Annual Conference for two years.

(3) The executive officers of the National Society of Allied Health shall be the President, President-Elect, Secretary, Treasurer, and immediate past President. These officers shall be elected by the membership of the Corporation at its annual meeting. The officers of the Corporation shall automatically become members of the Board of Directors during the term of their appointment. The officers of the Corporation also makeup the Executive Committee (see Article IX—Executive Committee).

- (a) President: The President shall be the Chief Executive officer of the Corporation, and shall preside at all Corporate and Executive Committee meetings, and at the Board of Directors meetings. The President also serves ex-officio on all standing committees. The President shall have the responsibility for the general management of the affairs of the corporation, and shall carry out the resolutions of the Board of Directors.
  - (b) President-Elect: The President-Elect shall preside at Corporate and Executive Committee meetings in the absence of the President. During the absence or disability of the President of the Corporation, the President-Elect shall have all the powers and functions of the President. He shall otherwise perform such duties as may be prescribed by the Board of Directors from time to time. The President-Elect chairs the Annual Meeting Planning Committee. In the event the position of President Elect is vacant, the Board of Directors shall appoint a Chair of the Committee.
  - (c) Secretary: The Secretary of the Corporation shall be responsible for recording and keeping the minutes for the Corporation, the Executive Committee, and the Board of Directors. The Secretary shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, shall attest to all documents duly authorized by the Board of Directors, and shall have charge of all books, memorabilia, seal, and records of the Corporation, except those maintained by counsel, if any, and those otherwise provided for herein.
  - (d) Treasurer: The Treasurer shall be responsible for the supervision of all Corporate funds, and oversees the keeping of all financial records of the Corporation. The Treasurer shall be bonded and when counter-signed by the President, sign checks, drafts, notes, and orders for payment of money. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when counter-signed by the President.
  - (e) Immediate Past President: The Immediate Past President is responsible for providing continuity and smooth transition for the incoming Chief Executive officer (President) of the Corporation. The Immediate Past President serves on the Executive Committee and is automatically a member of the Board of Directors for the duration of their term.
- (4) Officers shall be elected for a term of two years. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until her/his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.
- (5) Procedure for Election of Officers:
- (a) Solicit names for officers from the membership;
  - (b) Credentials shall be verified by the Nomination and Elections Committee;

- (c) The slate shall be determined by the Nomination and Elections Committee.
- (e) Nominations shall be accepted from the floor.
- (d) The slate shall be presented to the Board of Directors and the membership at the Annual Meeting;
- (f) Officers shall be elected by a majority vote of the voting members present at the Annual Meeting.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the elected officers of the Corporation, including the Immediate Past President, and the President of NSAH. It shall be the duty of the Executive Committee to transact the emergency business of the Corporation between meetings of the Board of Directors and the Corporation. All action taken shall be ratified at the first subsequent meeting of the Board or the Corporation, whichever group is responsible. The Executive Committee shall be convened at the request of the President.

## **ARTICLE VIII**

### **ADVISORY BOARD**

There may be an Advisory Board to the Board of Directors. The function of this Advisory Board shall be to advise and counsel the Board of Directors on matters pertaining to broad allied health education issues. The group shall be comprised of eminently qualified persons representing all segments of society. The number and selection of persons to serve on the Advisory Board shall be determined from time to time by the Board of Directors. Appointment to the Advisory Board shall be made by the Executive Committee and approved by the Board of Directors.

## **ARTICLE IX**

### **STANDING COMMITTEES**

(1) There shall be the following Standing Committees of the National Society of Allied Health:

- (a) Constitution and Bylaws
- (b) Student Affairs
- (c) Legislation Liaison
- (d) Research and Grants Development

- (e) Annual Meeting Program Development and Coordination
- (f) Membership
- (e) Nomination and Elections

(2) Other Standing Committees shall be established by the Board of Directors as the need is determined by the Board and/or upon the recommendation of Corporate membership.

(3) The composition of the Standing Committee shall consist of five Corporate members to serve a term of two years.

(4) The Chair of each Standing Committee shall be appointed by the President of the National Society of Allied Health. The Standing Committees will be responsible for carrying out such charge (s) as assigned to them by the President, the Executive Committee and the Board of Directors. Recommendations for election to the Standing Committees shall be made to the Executive Committee. Appointments to the Standing Committees (other than the Chair) are subject to approval by the Executive Committee in consultation with each Chair of the Standing Committees. The Standing Committee shall elect the Secretary.

- (5) The President shall have the authority to appoint Ad Hoc Committees.

## **ARTICLE X**

### **MEETINGS**

(1) Annual Meetings. The National Society of Allied Health shall meet at least once each year. The annual meeting of members of the Corporation shall be held at such time fixed by the Board of Directors.

(2) Special Meetings: Any Annual or Special Meeting of Members may be held at such place as the Board of Directors of the Corporation may from time to time fix. In the event the Board shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with Law, then, in such event, such meeting shall be held at the principal office of the Corporation.

- (3) Meeting of the Membership shall be held annually.

(4) Notice of Meetings: Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meetings shall be given, either personally, or by first class mail, not less than 10 days, or more than 50 days, before the date of the meeting, to each member at his address recorded on the records of the

Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting, without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members, relating to the election of directors, shall set forth any amendments to the Bylaws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(5) At every meeting of members, there shall be presented a list of record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list, or record, to be members, and may vote at such meeting as provided in the Articles and/or Bylaws.

(6) Board of Directors Annual Report: At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Society and entered in the minutes of the proceedings of such Annual Meeting of Members.

(7) Order of Business. All official meetings shall generally proceed as follows:

- (a) Attendance
- (b) Approval of Minutes
- (c) Reports
  - Officers of Board of Directors
  - Executive Director
  - Standing Committees
  - Ad Hoc Committees
  - Other
- (d) Old Business
- (e) New Business

(8) Proxy Vote: Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any member, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

(9) The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. The inspector shall sign an oath of impartiality in executing the duties of teller. The inspector shall perform the following duties:

- (a) Determine the attendance of voting members,
- (b) Confirm the existence of a quorum,
- (c) Determine the validity and effect of proxies,
- (d) Receive votes, ballots or consents,
- (e) Hear and determine all challenges and questions arising in connection with the right to vote,
- (f) Count and tabulate all votes, ballots or consents,
- (g) Determine the result,
- (h) Perform such acts as are proper to conduct the election or vote of all members,
- (i) And make a written report of all matters determined as necessary and relevant in performing the duties.

(10) Quorum: Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder to the number of votes expressed in the Articles of Incorporation. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be a majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken, signed by all the members entitled to vote.

(11) Certificates, cards or other documents indicating status of membership in the National Society of Allied Health shall be issued by the Corporation. Such documents shall be non-transferable and shall bear the signature or facsimile signature of the President and may bear the seal of the Corporation or a facsimile thereof.

(12) In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Articles of the Corporation or statute, such capital contributions and any certificates or other evidence of the contribution shall conform to the law of the State of Virginia and IRS Codes and Regulations.

(13) In addition to its Annual Meeting, the Board of Directors shall hold a minimum of two additional meetings each year, the time, date and place of which shall be determined by the Chairman of the Board of Directors. Notice shall be given to all Directors of such interim meetings, and the time, date and place of each such meeting.

**ARTICLE XI**

**ANNUAL DUES/FEES**

The Annual dues and fees shall be established by a majority of the Board of Directors present and voting at any meeting of the Board of Directors. The dues structure of the National Society of Allied Health is as follows:

(a)	INSTITUTIONAL MEMBERS:	2500
(b)	ASSOCIATE ORGANIZATIONAL MEMBER:	1500
(c)	INDIVIDUAL MEMBERS:	100
(d)	SUSTAINING MEMBERS:	500
(e)	STUDENT MEMBERS:	10

**ARTICLE XII**

**PARLIAMENTARY AUTHORITY**

All business of the National Society of Allied Health shall be conducted according to Roberts's Rules of Order. The President shall assign a Parliamentarian at each meeting of the Board of Directors and the Annual Meeting.

**ARTICLE XIII**

**AMENDMENTS**

These Bylaws may be amended on the approval of two thirds of the members present and voting at any meeting; provided that the Amendment is recommended by the Constitution and Bylaws Committee; and provided that any proposed Amendment is circulated to the members at least two weeks prior to the meeting and proper notice is given concerning the time, date and place of such meeting, as provided in the bylaws.

(1) The Corporation shall keep, at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members, unless the Board of Directors expressly authorizes an officer or other person or member to remove the books and records for a specific or limited or authorized purpose, and to maintain them within or without the state for such purpose. In the latter event, the Corporation shall keep a written list of the location of all and separate Corporate records and books, the name and address of the possessor of each, and a signed receipt of the possessor.

(2) The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

(3) The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law. In the event, no specific fiscal year is

designated by the Board of Directors, then the fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each calendar year.

The undersigned certify that the foregoing Bylaws have been adopted as the first Bylaws of the Corporation in accordance with the requirements of the laws of the State of Virginia.

The undersigned certify that these revised By Laws have been approved through the process described within this document.

\_\_\_\_\_  
CHAIRMAN OF THE BOARD

\_\_\_\_\_  
DIRECTOR – Chair of Constitution  
and By-Laws Committee

\_\_\_\_\_  
DATED:

\_\_\_\_\_  
DIRECTOR

\_\_\_\_\_  
DIRECTOR