



# National Organization for Human Services BYLAWS

## ARTICLE I- NAME AND NON PROFIT STATUS

**SECTION 1: NAME.** The name of this Association shall be the National Organization of Human Services (NOHS)

**SECTION 2: NONPROFIT STATUS.** This association is organized as a nonprofit organization 501(C)3, pursuant to the laws of the State of Oregon. This association shall operate exclusively for the benefit of its members and not for profit. No part of any net earnings shall accrue to the benefit of any member or members.

## ARTICLE II- PURPOSE

**SECTION 1: PURPOSE.** The purpose of the Association is:

### PROMOTE THE FIELD OF HUMAN SERVICES

To promote in all ways a positive image of the field of Human Services to (1) individuals within the field, (2) the general public, and (3) all those whose actions affect the field such as legislative and regulatory agencies.

### PROVIDE PROFESSIONAL DEVELOPMENT

To establish and supplement educational programs and the exchange of ideas and practices in order to advance the skills and ethical services delivery practices of the membership.

### PROMOTE THE DEVELOPMENT OF HUMAN SERVICES PROFESSIONALS

To facilitate and promote programs, partnerships and opportunities for emerging professionals in the field to ensure an understanding of the field of human services, promote ethical practices, academic excellence and commitment to human dignity and diversity.

### GROW A PROFESSIONAL NETWORK

To facilitate and promote a collaborative network of professionals working in the field of human services by providing opportunities to share research, ideas, and opportunities to collaborate.

## ARTICLE III-MEMBERSHIP

### **SECTION 1: CLASSIFICATIONS.**

Membership in this Association shall consist of the following classifications, each as defined by Section 2 of this article: Student, New Professional, Educators/Faculty, Practitioners, Retiree, Honorary (non-voting) and Associate (non-voting). Membership eligibility shall be defined by the Board of Directors and parameters defined by the policies and procedures of the Association.

## **SECTION 2: DESCRIPTIONS.**

Students: NOHS recognizes a student as someone from an accredited college/university/institution who is currently enrolled full time as a student as established by their colleges or universities, or as a part time student [less than 12 credits] without current full time employment. The student must be enrolled in a human services program or a program of a closely related field (sociology, social work, counseling, psychology, etc.) Individuals eligible for NOHS student membership share the mission and purpose of NOHS.

New Professional: New Professional members shall include individuals who have graduated from a human services program or a closely related field (sociology, social work, counseling, psychology, etc.) within the past twelve months and shares mission and purpose of NOHS; OR have entered the field of human services within the past twelve months. New professional status applies to individuals with or without full time employment.

Educators/Faculty: A faculty member is any individual who teaches part-time, or full-time, in a human services program or a closely related field (sociology, social work, counseling, psychology, etc.) and shares the mission and purpose of NOHS.

Practitioners: A practitioner is an individual with a degree in human services, or a closely related field (e.g., social work, sociology, counseling, psychology, etc.), who works in any aspect of the human services field and shares the mission and purpose of NOHS.

Retiree: An individual can obtain a retiree membership if he or she is fully retired as a human services practitioner, or human services educator, and has been an active member of NOHS within the past five years.

Associates: An individual who supports the mission and purpose of NOHS but does not meet any of the other membership categories can join as an associate member. This category does not have voting privileges or hold office.

Honorary: In accordance with the provisions of the Association's Bylaws, any individual who has made an outstanding contribution to the association, the field of human services practice or human services education may be eligible to receive an honorary membership. Eligibility for an honorary membership is outlined in the policies and procedures of the association. This category doesn't have voting privileges or hold office.

## **ARTICLE IV- GOVERNANCE**

**SECTION 1: BOARD OF DIRECTORS.** This Association shall be governed by a Board of Directors comprised of: the President, Vice President, Secretary, Treasurer, Immediate Past President, one member at large, one student member, one Regional President, Vice President of Professional Development and Education, Director of Membership. A staff member of the Management Company will also sit on the board but will be a non-voting member. Other NOHS members in good standing appointed by the president and approved by the Board of Directors may serve as non-voting members of the Board of Directors. All members of the Board of Directors must be a member of good standing.

All must have served for (1) year in a leadership position at the regional level or as a committee member at the national level. The requirement to have served in a leadership position or a committee for one year shall not apply to the Member at Large or the Student at large positions.

A. **RESPONSIBILITIES.** The governing body of NOHS shall be the Board of Directors, who shall have general charge, management and control of the affairs, funds and properties of NOHS as defined by the bylaws and policies of the Association. Subject to such action in matters of policy and procedure, which in their judgement shall best promote the interests and welfare of NOHS and its members. This includes without limitation, authority to promulgate, amend or rescind in whole or in part any of NOHS policy as the Board of Directors in the exercise of its judgement may deem necessary and appropriate.

B. **TERMS.** Executive committee positions, defined as President, Vice President, Treasurer, Secretary, Immediate Past President, Vice President of Professional Development, and Director of Membership are elected for a two year term. Members of the executive committee may serve two (2) consecutive terms in their elected office but no more than eight (8) consecutive years on the board of directors. The Board of Directors may extend a second term for the executive committee members by a vote of the Board of Directors, and in doing this they do not need to put the position out and call for nominations. If a President serves two consecutive terms, the Immediate Past President would also serve a second two-year term in that respective office. Other Board Positions will serve 2 year terms with the exception of the Regional President position which will be a 1 year term.

## **SECTION 2: PRESIDENT.**

The President shall be a member of NOHS in good standing. The President shall serve as the Chief Executive Officer, chairperson of the Board of Directors, and presiding officer at regular meetings and shall exercise general supervision over the interests and welfare of the Association.

**DUTIES:** The president shall appoint and discharge committees and perform all other duties ordinarily incident of the office of President of an Association and guided by the bylaws and policies of the Association. The President shall convene the Board of Directors whenever the affairs of the Association demand or when a majority of the members of the Board of Directors petition the President to call a meeting of the body. The President shall not serve as chairperson of any committee or serve directly on any committee and will not be a voting member of the Board.

## **SECTION 3: VICE PRESIDENT.**

The Vice President shall be a member of NOHS in good standing. The Vice President shall preside at all meetings of this Association in the absence or disability of the President. The Vice President is a voting member of the Board of Directors

**DUTIES:** The Vice President shall perform such duties as may be assigned by the President and the Board of Directors guided by the bylaws and policies of the Association. The Vice President shall automatically assume the position of the President of the Association for the next election year.

#### **SECTION 4: SECRETARY.**

The Secretary shall be a member of NOHS in good standing. The Secretary is a voting member of the Board of Directors.

DUTIES: The secretary shall attend a cause to have recorded the official minutes and attendance records of all proceedings of all annual, special and Board of Directors meetings of the Association. The secretary shall be responsible for the proper documentation of all procedures and communication management. The secretary will keep or cause to be kept a proper record of the membership and such records and correspondence as may be necessary to suitably record the activities of the Association. The Secretary shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

#### **SECTION 5: TREASURER.**

The Treasurer shall be a member of NOHS in good standing as well as preside at all meetings of this Association in the temporary absence or disability of the President, Vice President and Immediate Past President. The Treasurer is a voting member of the Board of Directors

DUTIES: The Treasurer shall keep or cause to be kept a current account of Association finances and shall produce or case to be produced, as requested, to the Board of Directors a true and complete report of such finances. True copies of these reports shall be made available for examination by members of the Board of Directors or any other members of this Association at regular Board meetings, the NOHS office or at other times deemed necessary by the President. The Treasurer shall keep, or cause to be kept, a complete record of all bills, orders, claims and demands against the Association and shall supervise all disbursements authorized by the Board of Directors. The Treasurer shall in a timely manner, prepare an annual budget for the coming year and either prepare or cause to be prepared a financial statement for the past year. The Treasurer shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

#### **SECTION 6: IMMEDIATE PAST PRESIDENT.**

The Immediate Past President is eligible to vote as a member of the Board of Directors. If the position of Immediate Past President becomes vacant during that term, it shall remain vacant for the duration of the unexpired term.

DUTIES: The Immediate Past President shall preside at all meetings of this Association in the absence or disability of the President and Vice President. The Immediate Past President shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

#### **SECTION 7: MEMBER AT LARGE.**

The Member At Large shall be a designated representative of NOHS members in good standing. This member will be appointed by the President of the Association. The Member at Large is a voting member of the Board of Directors.

DUTIES: Member at Large shall attend and take part in Board of Director meetings called by the president or an authorized substitute. The Member at Large shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

**SECTION 8: REGIONAL PRESIDENT.**

One regional president is eligible to be a voting member of the Board of Directors. The Regional President position will rotate after a (1) year term. The Regional President position serves as the liaison between the regions and the board and will represent the voice of the regions on the board. Rotation schedule will occur as outlined in the policies of the Association.

DUTIES: Regional President shall attend and take part in Board of Director meetings called by the President or authorized substitute. The Regional President shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

**SECTION 9: STUDENT MEMBER.**

The Student member is a designated representative of NOHS student members and in good standing. This member will be appointed by the President of the Association. The Student Member is a voting member of the Board of Directors

DUTIES: Student Member shall attend and take part in Board of Director meetings called by the president or an authorized substitute. The Student Member shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

**SECTION 10. Other Board Members:**

The Director of Membership and the Vice President of Professional Development and Education shall be a member in good standing and have individual voting rights on the Board of Directors.

DUTIES: The designated members shall attend and take part in Board of Director meetings called by the President or authorized substitute. The designated members shall perform such duties as may be assigned by the President or Board of Directors and guided by the bylaws and policies of the Association.

**SECTION 11: MANAGEMENT COMPANY.**

The Board of Directors may employ a Management Company who will assist with the management of the Association. The Management Company shall perform such duties as may be delegated by contract or the Board of Directors. A representative of the Management Company shall be an ex-officio member of the Board of Directors without a vote.

**SECTION 12. OFFICER AND BOARD MEMBER ABSENCES.**

Two (2) consecutive or a total of three (3) absences from a Board of Directors meeting in a fiscal year by an officer or other board member at large may cause for termination of the officer or board member in question. Discipline proceedings of the elected officer or board member shall be conducted following the policies and procedures of the Association.

**SECTION 13. SUCCESSION.**

In the event that the President is unable to complete the term, the Vice President (VP) will assume the position of the President. In the event that this occurs, the Treasurer will assume the position of VP, and hold both positions (Treasurer and Vice President). It will be the President's responsibility to appoint a new Treasurer within 90 days, this appointment must be approved by the Board of Directors

to become official. In the event the appointed person is not approved by the Board of Directors the President will be required to make an alternative appointment, and the Board will then vote again to approve the person.

## **ARTICLE V-MEETINGS**

### **SECTION 1: ANNUAL MEETING.**

An annual meeting of all members shall be held once per year at a time and place determined by the Board of Directors with a required advanced notice of 60 days. A quorum for this meeting is determined by the number of members in attendance.

### **SECTION 2: SPECIAL GENERAL MEMBERSHIP MEETINGS.**

Special general membership meetings may be called by the Board of Directors with a required advance notice to membership of thirty (30) days. A special meeting may be called by request of ten (10) or more NOHS members, acting jointly by presenting a request in writing to the Board of Directors of which a notice shall be required to the general membership. At least two regions must be represented in a request for a special meeting.

### **SECTION 3: QUORUMS.**

A quorum for the transaction of business at an Association meeting shall consist of not less than 10 percent of the eligible voting members based on the current association membership records. A quorum necessary for a meeting of the Board of Directors shall consist of a simple majority of the Board of Directors.

### **SECTION 4. BOARD OF DIRECTORS MEETINGS.**

Regular meetings of the Board of Directors shall be on the call of the President, or an authorized substitute, with a minimum of seven (7) days' notice required. The Board of Directors shall meet a minimum of quarterly unless otherwise designated by the Board of Directors. Voting by absentee ballot or proxy shall not be allowed.

### **SECTION 5. SPECIAL BOARD OF DIRECTORS MEETINGS.**

Special meetings of the Board of Directors may be called by the President, by a majority of the Board of Directors, or by not less than one-tenth (1/10) of the NOHS members. Notice of a special Board of Directors meeting shall be delivered either personally, by mail, email, or fax to each Board member not less than fourteen (14) days before the date of such meeting. Such notification shall state the purpose of the meeting, and no other business shall be conducted at such meeting. In cases of a special meeting of the Board of Directors, attendance by any board members shall constitute a waiver of notice of such meeting except when a board member only attends a meeting for the purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

### **SECTION 6. ALLOWABLE MEETINGS.**

The allowable meeting formats are as follows:

- (a). In Person: The Board of Directors can meet in person at a physical location,
- (b). Tele-Video Conference: The Board of Directors can meet via teleconference, whether by telephone or video conference or
- (c). Unanimous Written Consent: Unanimous written consent is required for actions without a meeting.

## **ARTICLE VI- ELECTION OF OFFICERS AND DIRECTORS**

### **SECTION 1: NOMINATIONS.**

The President shall appoint a nominating committee of at least three (3) members, not more than one (1) of whom shall be a member of the existing Board of Directors. The nominating committee shall be chaired by a past president of the Association who is currently a NOHS member in good standing. The chair shall be ineligible to be nominated for an elective position. The balance of the committee shall be NOHS members of the Association and shall be ineligible for an elective position. The identity of the appointed chairperson of the nominating committee shall be made known to the membership by June 1st.

Members are encouraged to submit to the committee the names of individuals interested in serving the Association in an elective position. The nominating committee shall nominate from the eligible membership of the Association candidates to fill the elective officer and chair positions. The nominating committee shall name at least one candidate for each elective position to be filled. The nominees shall be presented to the membership by August 1st. Individuals nominated must consent to having their names placed in nomination and to serve the Association in said capacity if elected. The report of the nominating committee is subject to the right of any voting member to make nominating provided that a written petition shall have first been filed with the Management Company within thirty (30) days of notification of the slate. Such petition shall have been signed by not less than ten (10) voting members. In the event a candidate withdraws their name from consideration, the nomination committee shall place another individual in nomination replacing the withdrawn name.

### **SECTION 2: OFFICER ELIGIBILITY.**

To be eligible for a position on the Board of Directors, a nominee must be a member of good standing and have served for (1) year in a leadership position at the regional level or as a committee member at the national level.

### **SECTION 3. ELECTIONS.**

The election of Officers and board positions shall be conducted as follows: In cases where two or more members have been nominated for the same position, election shall be by mail or electronic ballot. In instances where two or more members have been nominated for the same office, election shall be by plurality vote. In the event of a tie, a second vote will occur. Chapter members as identified on the current Association membership records are eligible to vote in the event. In the case where a single slate exists no election will be required. Elections will take place in the month of August, with results of the election announced to the membership no later than November 1st.

## **ARTICLE VII-COMMITTEES**

### **SECTION 1: EXECUTIVE COMMITTEE.**

The role of the Executive Committee of NOHS is to conduct the necessary business of the Organization between meetings of the Board of Directors. The Officers of the Association (President, Vice President, Immediate Past President, Secretary and Treasurer, Vice President of Professional Development and Director of Membership). A representative of the Management Company serve as an ex-officio member without a vote. See Voting Section for voting guidelines and quorum details

DUTIES: The executive committee may be required, under certain circumstances (as clarified in Robert's Rule of Order), to manage the activities and affairs of the National Organization. The

President shall report in writing to the Board of Directors, within thirty days (30), any action taken by the Executive Committee. Meetings may be held and decisions made both in person and by technological means. The work of the Executive Committee is guided by the bylaws and policies of the Association.

## **SECTION 2: STANDING COMMITTEES.**

The President, subject to the approval of the Board of Directors, shall appoint the following standing committees: Conference Committee, Membership Committee, Professional Development & Credential Committee, Ethics Committee, Awards Committee, Nomination Committee, Regional Leadership Committee and TUA Honor Society.

## **SECTION 3: SPECIAL COMMITTEES.**

The President, with the approval of the Board of Directors may appoint such other committees as the President deems advisable. Any special committee appointed shall report directly to the President and shall terminate with the presidency or yearly based on the work of the committee.

## **SECTION 3: DUTIES.**

Committees shall have such duties as their titles indicate and as may be assigned to them by the President. All actions of committees shall be subject to the approval of the Board of Directors.

## **SECTION 4: STRUCTURE.**

Standing and special committees shall consist of no less than three (3) members and shall have a chair and vice chair. Committee chairs and vice chairs may recommend individuals for membership on their committees for the President's consideration. The President may appoint replacements for or increase the size of any committee with the approval of the Board of Directors. The President and/or Vice President shall be an ex-officio member of all committees except the nominating and the awards committees. Committees must meet on a quarterly basis.

## **SECTION 5: QUORUM.**

A majority of the members of each standing and special committee shall constitute a quorum for the conduct of business.

## **SECTION 6: APPOINTMENT AND TERM.**

All committee chairs shall be appointed by the President with the approval of the Board of Directors. The chairs of each standing committee shall serve for a period of two (2) calendar years with voting rights. The chair shall report to the Board of Directors as needed or, at the request of the Board of Directors. All committee requests for finance or policy approval must be submitted to the Board of Directors for final approval. All appointments are subject to the approval of the Board of Directors.

## **SECTION 7: ALTERNATIVE MEETINGS.**

Committee meetings may take place by telephone, fax, mail, electronic mail, or in person.

## **SECTION 8: SUBCOMMITTEES.**

Standing committee chairs may appoint subcommittees or work groups to assist the committee in its responsibilities without approval of the President; however, the Chair of any subcommittee or work group must be a member of the standing committee.



**SECTION 9: QUALIFICATIONS.**

All committee chairs and vice-chairs shall be members of any membership classification.

**ARTICLE VIII – ADMINISTRATION**

**SECTION 1: DUES.**

Dues shall be assessed on an individual year basis. The Board of Directors may drop any member who is sixty (60) days delinquent in payment of dues.

**SECTION 2: DUES AMOUNT.**

The amount, formula and method of payment of dues shall be determined by the Board of Directors.

**SECTION 3: FISCAL YEAR.**

The fiscal year of this Association shall be the calendar year.

**SECTION 4: FINANCES.**

The Board of Directors shall administer the finances of the Association and shall have sole authority to appropriate money and may cause a compilation, review, or audit of the Association’s finances, accounts, and management at least once each fiscal year by the Board of Directors or their designee.

**SECTION 5: AUTHORITY.**

The Board of Directors shall have the authority to adopt and enforce such policies, procedures, rules, and regulations as deemed appropriate and beneficial to the general membership and the Association.

**SECTION 6: TELEPHONE, FAX OR MAIL.**

When deemed appropriate and necessary by the President, official business of the Association may be conducted by telephone, fax, mail or electronic mail in accordance with Oregon law.

**SECTION 7: DIRECTOR LIABILITY.**

No director or uncompensated officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a director or uncompensated officer; provided that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any action or omission which occurs prior to the effective date of such amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provisions of these bylaws or any agreement of the Association of any law that eliminates or limits the liability of directors, Officers, and others acting on behalf of the Association.

**ARTICLE IX-REGIONAL CHAPTERS**

**SECTION 1: CHAPTERS.**

Chapters of the Association are formed subject to the approval of the Board of Directors.

## **SECTION 2: REQUIREMENTS.**

Regional Chapters must have a minimum of twenty-five (25) members in good standing with NOHS and an elected board that includes the following positions: President, Vice President, Secretary and Treasurer. Regional Chapters reside in one of the 6 identified regions approved by the Board of Directors.

## **SECTION 3: STRUCTURE.**

Each chapter must have elected the offices of President, Vice President, Secretary, and Treasurer. All Officers are to be members of NOHS in good standing. The regional chapter is required to present one designate of a member in good standing who resides in the respective region to serve on Regional Leadership Committee. This designate shall be the current Region President. The Officers of the region shall operate per the guidelines set forth by the bylaws, policies and procedures of the Association.

## **SECTION 4: SECTION FINANCES.**

All membership dues are collected by the Association. Membership dues are divided using a 80/20 ratio with 80% of the membership amount going to the Association and 20% being allocated to the regions. All financial operations for the regional chapters will be managed by the Association per the policies and procedures set by the Association. Each chapter shall submit a written financial report to the Board of Directors stating the current status of the Chapter at that time by October 1<sup>st</sup>. Each chapter is bound by the bylaws and policies of this Association and must comply with this Association's policy on regional operations.

## **SECTION 5: OPERATIONS.**

All meetings and other activities shall be scheduled at the discretion and control of the local chapter. The chapter is affiliated with the National Association of Human Services (NOHS) and shall be governed by the Bylaws, Resolutions, Policies and other applicable rules and regulations of that association. The bylaws and all actions taken by the chapter(s) shall be subservient to the bylaws, resolutions, policies and other applicable rules and regulations of NOHS. The Board of Directors of NOHS shall establish such policies and procedures for Regional operation necessary to ensure responsible fiscal operations and activities in alignment with the mission and strategic plan of the Association. All elected Officers of the Regional Chapter board shall be members of NOHS in good standing.

## **SECTION 6: NAMING.**

Regional chapters will use the name assigned to them by the Association.

## **SECTION 7: FILING OF BUDGET, AUDIT, or ANNUAL REVIEW OF CHAPTER STANDING AND BYLAWS.**

Annually each Regional Chapter shall file with NOHS: current bylaws, proposed budget, signed management services agreement.

## **SECTION 8: ANNUAL REPORTS.**

Each Regional Chapter shall transmit to the NOHS president the names of its Officers following their election or appointment. Each Regional Chapter shall transmit an annual written report to the NOHS president by October 1<sup>st</sup> who shall distribute the report to the Board of Directors at the annual meeting. The content of the annual report will follow the guidelines set forth by the policies and procedures of the Association.

## **SECTION 9: REGIONAL CHAPTER STATUS.**

In order to maintain good standing with the Association, Regional Chapters need to meet the following criteria:

- A minimum of 25 members
- A board that includes a President, Vice President, Treasurer and Secretary
- All members of the board are a member in good standing of NOHS
- A statement of purpose or mission in accordance with that of NOHS
- It is identified in all documents, written and digital materials that the Regional Chapter is a part of the NOHS.
- To maintain good standing, a regional chapter must maintain viability as a Regional Chapter, evidenced by demonstrating financial solvency; holding competitive elections for Officers on a regular basis; evidence of structured governance procedures, annual compliance with reporting to the national Board of Directors.
- Regional Chapter compliance will be reviewed on a bi-annual basis or as needed by the Board of Directors.

## **SECTION 10: INVOLUNTARY REVOCATION OF A REGIONAL CHAPTER.**

The Board of Directors shall have the power to revoke a Regional Chapter's charter when it is deemed in the best interest of NOHS to do so. Before the final action may be taken with respect to the revocation of the chapter of a Regional chapter, a notice of intent to revoke may first be passed by a majority of the Board of Directors present and voting and the Regional Chapter in question advised in writing of the reasons behind the proposed action. The Regional Chapter shall have until the next annual meeting of the Association (but in no case less than 9 months) to affect the remedial measures. Two thirds of votes cast by the Board of Directors who are present at a meeting where there is a quorum shall be necessary to revoke a charter of a Regional Chapter.

## **SECTION 11: STATUS LEVELS OF A REGIONAL CHAPTER:**

If a Regional Chapter is unable to meet the minimum requirements of good standing, the Board of Directors can recommend the following status options:

- A. ***Suspended Status:*** If a Regional Chapter is unable to meet the basic levels of a chapter organization as outlined in the bylaws, a suspended status may be applied to the charter. To remove a suspended status, a new charter application needs to be completed and submitted to the Board of Directors for approval per the guidelines outlined in the policies and procedures of the organization.
- B. ***Provisional Status:*** If a Regional Chapter is meeting some but not all of the criteria of good standing as outlined by the bylaws, a provisional status may apply to the charter. The Board of Directors has the right to revoke a provisional charter by a two-thirds vote of the Board of Directors who are present at a meeting where there is a quorum. A Regional

Chapter has one until the next national meeting of the Association (but in no case less than 9 months) identify and apply remedial measures.

## **SECTION 12: FORMATION OF NEW CHAPTERS:**

Regional Chapters of the Association are formed subject to the approval of the National Board of Directors and can only exist in an area where there isn't currently as approved regional chapter. Two-thirds (2/3) of the votes cast by members of the National Board of Directors who are present at the meeting where there is a quorum shall be necessary to grant a charter to a new chapter. Application for new chapters must meet the initial requirements established in these bylaws and follow the guidelines outlined in the policies and produces of the Association.

New chapters need to meet the following criteria for consideration

- A minimum of 25 members
- A board that includes a President, Vice President, Treasurer and Secretary
- All members of the board are a member in good standing of NOHS
- A statement of purpose or missing in accordance with that of NOHS
- It is identified in all documents, written and digital materials that the Regional Chapter is a part of the NOHS.
- To maintain good standing, a regional chapter must maintain viability as a Regional Chapter, evidenced by demonstrating financial solvency; holding competitive elections for Officers on a regular basis; evidence of structured governance procedures, annual compliance with reporting to the national Board of Directors.
- Regional Chapter compliance will be reviewed on a bi-annual basis or as needed by the Board of Directors.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

### **SECTION 1: ROBERT'S RULES.**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the bylaws of the Association.

## **ARTICLE XI – BYLAW AMENDMENTS AND DISSOLUTION**

### **SECTION 1: BYLAW AMENDMENTS.**

These bylaws may be amended at any Board of Directors meeting, regular or special, by affirmative vote of two-thirds of the voting members of the Board of Directors present and voting provided that a quorum is present, and provided further that written notice of the substance of any proposed amendments first shall have been sent to the Board of Directors and each member at least forty-five (45) days in advance of the Board Meeting.

Members will have thirty (30) days for response to the Board. All written responses from the members shall be submitted to the Board of Directors at least seven (7) days prior to the amendment(s) being voted upon by the Board of Directors. Voting by absentee ballot or proxy shall not be allowed.

Minor grammatical changes that do not alter content or intent of the Bylaws do not require a vote of the membership.

**SECTION 2: DISSOLUTION.** Upon dissolution of the Association, the Board of Directors, after approving and releasing funds for the payment of all obligations, shall distribute any remaining assets to one or more nonprofit, tax-exempt organizations of its choice.

**Bylaw Revision History**

Committee Revision - 2019

Board Review & Approval – December 14, 2019

Members Vote & Approval – January 24, 2020