

BY-LAWS

OF THE

ORGANIZATION OF

HEALTHCARE EDUCATORS, INC.

Revised: March, 1994; June 1995; December 1997; November 1999, November 2003
Effective: January, 2004; May, 2007

**ORGANIZATION OF HEALTHCARE EDUCATORS, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

BYLAWS

ARTICLE I TITLE AND FUNCTION

Section 1.1 Name

The name of this organization shall be the Organization of Healthcare Educators, Inc., herein referred to as OHE, an affiliate of the National Nursing Staff Development Organization, hereinafter referred to as NNSDO.

ARTICLE II PHILOSOPHY AND PURPOSE

Section 2.1 Philosophy

Education is a systematic process involving the responsibility and commitment of all members of the OHE for optimizing healthcare delivery in a cost effective manner. The sharing of resources by professional educators contributes to the improvement of healthcare education in the greater Los Angeles area. Excellence in healthcare is enhanced by the ability of educators and education managers to carry out three primary functions:

- a. To plan and implement learning experiences which are goal-directed and have measurable outcomes;
- b. To manage their services in ways which promote professional accountability;
- c. To act as an NNSDO Affiliate for and in support of all educators in healthcare and academic settings within the greater Los Angeles area.

Section 2.2 Purpose

The purpose of OHE is to:

- a. Promote understanding of current healthcare issues;
- b. Provide experience for members which supports excellence in teaching, interpersonal and managerial skills;
- c. Facilitate interaction among healthcare educators;
- d. Provide leadership in all areas of healthcare education through
 1. Continuing education
 2. Training and career development of healthcare personnel
 3. Patient and community education
 4. Employee wellness and health promotion, and
 5. Management and organizational development.
- e. Support and implement the objectives and the membership of NNSDO at the affiliate level.

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ARTICLE III MANAGEMENT

The management of OHE shall be entrusted to the Board of Directors which shall have and exercise all powers necessary to control activities of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Board of Directors

There shall be a Board of Directors consisting of the elected officers and appointed directors of OHE as defined in Article VI of these By-laws. The appointed directors shall number no more than five (5) and may include members-at-large, chairpersons of standing committees and chapter liaisons with voting privileges. The President may appoint up to five (5) directors with the approval of the Board of Directors. Appointed directors serve at the discretion of the Board of Directors. The terms and conditions of appointment shall not exceed those of officers.

Section 4.2 Regular Meetings of the Board of Directors

The Board of Directors shall meet as often as deemed necessary and no less than five times per calendar year. One week prior to the meeting each Board member shall receive minutes from the previous Board meetings, an agenda and other pertinent information. Attendance at Board of Directors', regular and special meetings and programs shall be mandatory. A report and/or notice of non-attendance shall be given to the president prior to the meeting or program.

Section 4.3 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by the president upon written request of any Board member. All Board Members shall receive notice of such special meetings at least four days prior to the meeting.

Section 4.4 Vacancies

The procedure for dismissal of a Board officer whether elected or filled from a vacancy will be as follows:

- a. If a Board member is negligent in the performance of duties or has missed two consecutive Board meetings without complying with Article IV, Section 2, any Board member may make a motion for dismissal.
- b. The dismissal rules are as follows:
 1. A majority vote of the board is needed to approve the dismissal.
 2. A certified letter shall be sent to the Board member by the president within 48 hours after the Board decision requesting the Board member's resignation.
 3. If there is no response by the next scheduled Board meeting, a certified letter of dismissal shall be sent to the Board member by the president within 48 hours after the Board meeting.
 4. All materials held by the dismissed Board member shall be returned to the Board within 15 days from receipt of the dismissal letter.

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5. Vacancies shall be filled as described in Article VI, Section 3.

Section 4.5 Board Actions

Should matters arise on which immediate decisions must be made and there is not sufficient time to call a special meeting of the Board, the President shall attempt to contact each member of the Board, state the problem and receive an opinion upon which to base a decision. Records of these calls shall be retained as an addendum to the minutes of the Board. The President shall report on Board actions at the next business meeting or by special mailing if deemed necessary by the Board.

ARTICLE V DUTIES OF THE BOARD

The OHE Board of Directors shall:

- a. Manage the business of OHE and control its property;
- b. Recommend to the membership policies governing affairs of OHE;
- c. Provide for proper care of all records, materials, and equipment of OHE;
- d. Select a depository for funds;
- e. Authorize special committees deemed necessary or advantageous;
- f. Appoint all special and standing committees not otherwise provided for in these By-laws;
- g. Fill any vacancy on the Board of Directors except a vacancy occurring in the office of president-elect;
- h. Recommend to the membership the amount of dues that should be paid by members;
- I. Hold meetings as herein designated;
- j. Provide for reimbursing necessary expenses incurred by officers, committees and individuals in for OHE;
- m. Provide a mechanism for meeting goals and objectives of the business plan on a yearly basis;
- n. Publish an annual report citing goals and achievements;
- o. Authorize enforcement of these By-laws and solve all administrative problems.

ARTICLE VI OFFICERS

Section 6.1 Officers

The elected officers of OHE shall be President, President-Elect, Vice-President - Membership, Vice-President - Programs, Secretary, Treasurer, and Immediate Past President (Ex-Officio).

Section 6.2 Election

Officers shall be elected annually in October in the manner described in these By-laws.

Section 6.3 Vacancies

Vacancies in the office of president-elect shall be filled by special election. All other officer vacancies shall be filled by Board appointment until the next election at which time a person shall be elected to complete the un-expired term.

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Section 6.4 Term of Office

The new Board shall take office at the Installation in January and shall hold office for one year.

ARTICLE VII DUTIES OF OFFICERS

Section 7.1 Officers

Officers shall perform duties specified in these By-laws, enumerated in job descriptions and designated by OHE's Board of Directors.

Section 7.2 President

The President shall be chairperson of OHE's Board of Directors and shall conduct meetings by a formal order of business. The President shall be an ex-officio member of all committees with the exception of the Committee on Nominations. The President shall deliver a report annually and perform all other duties of the office. The President shall be a member of NNSDO. The Immediate Past-President shall participate as an ex-officio Board of Directors member, with voting privileges.

Section 7.3 President-Elect

The President-Elect shall assume duties of the president in any absence, shall be historian of OHE and shall be chair of the Committee on Nominations.

Section 7.4 Vice-President-Membership

The Vice-President - Membership shall prepare and mail membership applications for new and renewal memberships in the organization annually, and as requested; distribute membership cards for OHE. The Vice-President - Membership shall maintain a current roster of membership which shall include the name, title, place of employment, home and work address and phone numbers of each member. This list shall be published annually as a directory and distributed to all members. The Vice-President-Membership shall update the membership roster regularly for the Board of Directors. The Vice-President - Membership shall recommend strategies to the Board of Directors for increasing the membership.

Section 7.5 Vice-President-Programs

The Vice-President - Programs shall expedite and manage all programs, including the identification of program topics, speakers, locations, and formats; develop needs analysis; prepare program flyers, mailing and distribution; conduct program registration; and provide continuing education certificates, honorariums and any other requirements as needed for the provision of programs. The Vice-President -Programs shall maintain all continuing education records, including Board of Registered Nursing provider number documentation and recording requirements.

Section 7.6 Secretary

The Secretary shall take minutes of all proceedings of the Board of Directors and regular meetings of OHE. The Secretary shall archive a current roster of membership which shall include the name, title, place of employment, home and work address and phone numbers of each member. The Secretary shall make available a copy of business meeting minutes to any member of the Organization as requested.

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Section 7.7 Treasurer

The Treasurer shall receive and deposit all funds of OHE in a bank designated by the OHE's Board of Directors. At the direction of the Board, the Treasurer shall invest specifically designated funds of OHE. The Treasurer shall give a financial report at regular meetings of the Board of Directors and the membership. A written report shall be presented at the annual meeting in January. The Treasurer shall coordinate the budget process. The Treasurer or designee shall sign all checks and drafts drawn upon the bank account of OHE. The Treasurer shall provide information to an authorized accountant for the purpose of filing state and federal tax returns.

Section 7.8 Immediate Past President

The Immediate Past President shall act as parliamentarian and shall be chair of the By-laws Committee.

ARTICLE VIII MEMBERSHIP

Section 8.1 Composition

OHE shall be composed of individuals who are:

- a. Engaged in education, training, and development of healthcare personnel or patients and community, and who are regularly employed by or associated with an organization whose purpose is the delivery of healthcare;
- b. Engaged in education, training and development of healthcare personnel and consumers, and who are regularly employed by or associated with organizations funded by legislative mandate, health-related educational trusts, and persons carrying on such functions in hospital associations, other industries, healthcare professional associations, or consultants to the healthcare industry;
- c. Faculty members and students in educational institutions whose primary emphasis is in education, training, and development of healthcare personnel.

Section 8.2 Responsibilities

Members shall pay dues, may serve on committees, shall have access to all business, Board, and all OHE activities' minutes, be eligible to hold office in OHE, attend meetings and workshops open to the membership, and vote for officers, By-laws and Amendment revisions/additions and any other matters herein provided, except as described in Section 8.5. Membership is non-transferable.

Section 8.3 Non-Discrimination

Membership in OHE shall not be denied on the basis of sex, race, age, religious creed, color, marital status, national origin, geographical boundaries, professional licensure or other professional organization affiliations.

Section 8.4 Membership Year

The OHE membership year is from January to December.

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Section 8.5 Types of Membership

1. Regular Membership

a. An individual who has met the qualifications described in Section 8.1 and has paid dues.

2. Student Membership

a. Student: An individual enrolled in an academic program related to any of the healthcare disciplines who are interested in healthcare education.

b. Questions regarding eligibility for membership shall be resolved by the Board. Student members are not entitled to hold an elective office but may serve on standing or special committees and may vote.

Section 8.6 Organization Membership

Organizations may designate up to three (3) employees as regular members with current membership status. Additional employees may be designated as members for a reduced fee to be determined by the Board.

Section 8.7 Establishment of Membership

Membership in the OHE shall become effective upon receipt of a formal application and payment of membership dues.

Section 8.8 Termination

a. Termination. The Executive Board reserves the right to ask any member to resign for cause, failure to pay dues or non-compliance with OHE and /or NNSDO Bylaws, rules or regulations.

b. Loss of eligibility. Anyone no longer meeting the criteria for membership in OHE shall lose their membership at the end of the term for which dues have been paid.

ARTICLE IX DUES

Section 9.1 Dues

Dues for membership shall cover the year from the first of January through the thirty-first of December. The full amount of dues shall be payable to OHE at the time of application and by January first thereafter. Changes in the dues structure or rates shall be determined by the Board

Section 9.2 Nonpayment of Dues

Nonpayment of dues within 90 days after the due date shall result in forfeiture of all membership rights.

ARTICLE X MEETINGS

Section 10.1 Annual Meeting

OHE shall hold an annual business meeting at the annual Installation meeting or at a date, time and place as determined by the Board.

Section 10.2 Other Meetings

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Other programs or meetings shall be scheduled as deemed necessary or appropriate by the Board.

ARTICLE XI QUORUM

Section 11.1 Meeting Quorum

Two officers, one of whom shall be the President or President-Elect of OHE, plus a simple majority of the total number of members present shall constitute a quorum at any regular or special meeting of OHE. All changes in structure, organization, or function including these By-laws of OHE shall be mailed with a ballot to the membership. A simple majority of the ballots received shall be required for adoption.

Section 11.2 Voting Quorum

A simple majority of the Board of Directors, one of whom shall be the President or President-Elect, shall constitute a quorum at any meeting, regular or special, of the Board of Directors.

ARTICLE XII COMMITTEES

Section 12.1 Standing Committees

Standing and ad hoc committees shall be composed of members of OHE and shall assume such duties as assigned by the Board of Directors and as specified by these By-laws. Reports from standing committees shall be given at Board meetings as deemed necessary by the Board. A summary of the year's activities shall be written and presented to the Board at the annual meeting by each standing committee chairperson. OHE's Board of Directors has the authority to advise and consent to all committee functions with the exception of the Nominating Committee.

Section 12.2 Nominating Committee

The Committee on Nominations shall be composed of a minimum of three members. The president-elect will act as chairperson of the Committee. The Committee shall perform those duties as described in Article XIII of these By-laws.

ARTICLE XIII NOMINATIONS

Section 13.1 Nominating Committee

The Committee on Nominations, comprised of regular members of OHE, shall nominate candidates and announce nominations during the third quarter of each year. Additional nominations may be accepted at that time. Ballots shall be mailed or sent electronically to members in October and must be returned three weeks later.

Section 13.2 Nominating Committee Function

The Committee on Nominations shall verify that the candidate meets the criteria for office. Following verification, the committee shall contact each nominee for verbal consent to run for office and request a professional vitae for each nominee.

Section 13.3 Single Slate Ballot

The Committee on Nominations may not place the name of any person on the ballot for more than one

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position.

Section 13.4 Election Tallying

If the name of a member of the Committee on Nominations is a candidate on the ballot of OHE, the said member shall not participate in the official ballot counting.

ARTICLE XIV ELECTIONS

Section 14.1 Term

The term of office for all officers and Board of Directors shall be one year.

Section 14.2 Commencement of Term

The terms for office of all elected officers shall commence from the formal installation of officers in January and shall terminate at the formal installation of the newly elected officers to those offices.

Section 14.3 Vacancies

The terms of office for all officers filling a vacancy shall commence at the first Board of Directors_ meeting following their acceptance of the office and shall terminate at the formal installation of newly elected officers to those offices.

Section 14.4 Ballot

The elections shall be determined by a written mailed ballot or electronic ballot as described in Article XIII, Section 1.

Section 14.5 Voting

Each member of OHE at the time of presentation of the ballot is entitled to one vote for the election of each officer.

Section 14.6 Election Procedure

All ballots shall be returned directly to the chairperson of the Committee on Nominations. The Committee on Nominations shall be responsible for the actual count of the votes cast and for the preparation of a written report to the President of OHE. The actual counting of votes shall be done at a meeting of the Committee with at least two eligible members present as described in Article XIII, Section 4. The report and counting of votes shall be kept confidential until it is made public by the President of OHE. The chairperson of the Committee on Nominations shall keep the ballots until the next Board Meeting.

Section 14.7 Election Reporting

The President of OHE shall inform the Board of the results of the elections as well as the nominees whose names appeared on the ballot. At the first Board meeting after January 1st, both the incoming and outgoing officers shall be present.

Section 14.8

A plurality of votes cast by members voting for the respective offices shall constitute an election. In case of a tie, new ballots shall be mailed to all voting members and are to be returned within ten days.

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Section 14.9 Term Limits

No member shall serve more than three consecutive terms in the same office. When a vacancy in an office has been filled as described in Article VI, Section 3, making the term of office less than three years, that officer may run for that same office in the next two elections.

ARTICLE XV INTEREST GROUPS

Section 15.1 Formation

Those groups which represent a special interest may organize for the purpose of providing and sharing information specifically related to an area of specialization.

Section 15.2 Structure

Interest groups may elect a chairperson and other officers as appropriate and shall comply with policies as set forth by the Board.

Section 15.3 Membership

Members of Interest Groups shall be members of OHE. An Interest Group shall maintain a minimum of three active members and be officially recognized by the Board.

Section 15.4 Regulation

Interest Groups shall abide by the By-laws governing OHE.

ARTICLE XVI PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Revised* shall govern meetings of OHE in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

ARTICLE XVII MERGER OR DISSOLUTION

In the event that OHE dissolves or merges with another group, the entire membership shall be notified at least one month prior to the next regularly scheduled meeting, at which time a two thirds majority vote of the membership shall be required to accept the proposed merger or dissolution. OHE's Board of Directors, by a majority decision, shall determine the disposition of funds and property of OHE.

ARTICLE XVIII AMENDMENTS TO BY-LAWS

Section 18.1 Regular Review

The Board of Directors shall appoint a committee for the purpose of reviewing these By-laws in September at least every third year or more frequently as needed to comply with NNSDO Bylaws. The immediate past president shall chair the By-laws Committee. Amendments to the By-laws shall be proposed by petition of at least ten regular members of OHE. Amendments so proposed shall be filed with the secretary by September 6th.

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Section 18.2 Membership Distribution

Following review by the Board, copies of the printed revision shall be mailed to the membership for review and vote.

Section 18.3 Membership Vote

Voting on proposed amendments shall be conducted by mail. Passage shall require an affirmative vote from a simple majority of the regular members returning a valid mail ballot before the voting deadline.

Section 18.4 Effective

Amendments to the By-laws that are approved by the membership shall become effective on January 1.

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