Bylaws of the National Association of Advisors
for the Health Professions *(Approved 25 June 2019)*

Article I: ***Purposes***

The purposes of the National Association of Advisors for the Health Professions (the "corporation") as stated in its Articles of Incorporation are educational and scientific. Without limiting said general purposes, these purposes shall be to advance undergraduate education for all the health professions, to further the development of health science curricula, to facilitate the exchange of information, to sponsor research, and to conduct educational meetings.

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any of said assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the corporation is then located, exclusively for such purposes, or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article II: ***Registered Office and Agent***

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is the registered office, and may have other offices within or outside of the state of Illinois as the Board of Directors may from time to time determine.

Article III: ***Membership***

SECTION 1. Membership. The corporation shall have five categories of members: four categories of voting members and one category of non-voting members.

SECTION 2. Categories of Membership.

A. Voting Categories: Regional Association Members.
There shall be four categories of Regional Association Members:
Category 1: Central Association of Advisors for the Health Professions;
Category 2: Northeast Association of Advisors for the Health Professions;
Category 3: Southeastern Association of Advisors for the Health Professions; and
Category 4: Western Association of Advisors for the Health Professions

Each category of Regional Association Members shall have the right to elect two persons to the corporation's Board of Directors as provided in Article V of these bylaws. Other voting categories may be established from time to time by the Board of Directors.

B. Non-Voting Category.

The corporation shall have one category of non-voting members consisting of Individual Advisor Members, Emeritus Members, Institutional Advisor Members, Patron Members, Associate Patron Members, Affiliate Members, and other types of non-voting members as the Board of Directors may from time to time establish.

i. Institutional Advisor Member. An accredited college or university may become a member of the corporation and may designate one or more active health professions advisors as members. Institutional Advisor Memberships allow for transferability to another qualified advisor within the same institution, should the original advisor member leave the institution, or leave their position within the institution. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.

ii. Individual Advisor Member. An individual who advises in whole, or in part, for the health professions and is employed by an accredited college or university may become an Individual Advisor Member of the corporation. Individual Advisor memberships are for individuals who are paying for their own memberships and who wish to retain the membership should they leave for a similar role in another accredited college or university. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.

iii. Community College Advisor Member. An individual who advises in whole, or in part, for the health professions and is employed by an accredited two-year college may become a Community College Advisor Member of the corporation. Community College Advisor memberships are for individuals who are paying for their own memberships and who wish to retain the membership should they leave for a similar role in another accredited two- year college. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.

iv. Emeritus Member. An individual who has retired from health professions advising and who has been an Individual Advisor Member or the representative of an Institutional or Patron Member for at least five years before retirement may become an Emeritus Member. An emeritus member who returns to advising for a college or university is no longer eligible for emeritus status and will return to advisor member status. Members who begin advising either independently or with a company or business that is "for profit" are not eligible for emeritus status. Where the status is uncertain, it will be reviewed by the Executive Director and, if necessary, the Membership Committee, for a decision. Emeritus members are not eligible for board positions or elected officer positions, excepting only the position of Historian. They may serve on committees, regionally and nationally. They are eligible for liaison service, can present at conferences, and should be encouraged to actively participate in NAAHP and regionally through *Find An Advisor* and mentor opportunities. The member cannot accept independent or contractor fees for any advising services.

v. Patron Member. An accredited institution or program that grants terminal degrees necessary for licensure in the health professions, associations of such institutions, and recognized associations of health professionals may become Patron Members of the corporation. Each such member shall appoint one of its administrators (who need not be an active health professions advisor) as its representative. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.

vi. Associate Patron Member. An accredited institution or program that grants terminal degrees necessary for licensure in the health professions, associations of such institutions, and recognized associations of health professionals who already have a Patron Member representative may designate one or more additional administrators as Associate Patron Members of the corporation. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.

vii. Affiliate Member. An affiliate member is an educator/advisor at a high school or an employee of a government agency who does not work for a degree-granting institution or an individual who works for a non-profit organization related to health professions careers. This category is not eligible for board positions or association leadership. The affiliate member cannot accept independent or contractor fees for any advising services.

SECTION 3. Election to Membership. Any recognized Regional Association may be elected to membership by vote of a majority of a quorum of the Board of Directors and become a voting class of the corporation. Non-voting class members shall be admitted on terms to be prescribed by the Board of Directors.

SECTION 4. Voting Rights. All voting rights shall be vested in the Board of Directors except as herein specifically provided. Voting members of the board are:

- President, by secret ballot, or, in open ballot, to break a tie vote
- President-elect
- Past President
- Secretary
- Treasurer
- Two representatives from each Regional Advisor Health Professions Associations

SECTION 5. Termination of Membership. The membership and participation of any member or class of members may be suspended or terminated as prescribed by the Board of Directors.

SECTION 6. Resignation. Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of any outstanding obligations to the corporation.

SECTION 7. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Article IV: ***Meetings of Members***

SECTION 1. Annual Meeting of Voting Members. The Board of Directors shall annually pass a resolution stating where and when the meeting of voting members shall be held.

SECTION 2. Special Meeting of Voting Members. Special meetings of voting members may be called by the President or any member of the Board of Directors.

SECTION 3. Meetings of Non-Voting Members. The Board of Directors may, from time to time, schedule meetings of non-voting members to discuss corporation affairs. Any actions of such meetings shall be advisory to the Board of Directors.

SECTION 4. Presiding Officer. The President shall preside at all meetings of members.

SECTION 5. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of the removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

Any meeting of the members may be held without notice if a waiver of notice is signed by all the members in accordance with the provisions of Article XIV of these bylaws, or if all members are present at the meeting, unless a member present at the meeting is there for the purpose of objecting to the holding of the meeting because proper notice was not given.

SECTION 6. Quorum. Two-thirds of voting members represented either in person or by conference telephone, shall constitute a quorum. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting to another time without further notice.

SECTION 7. Manner of Acting. If a quorum is present, the affirmative vote of the majority of votes present shall be the act of the members.

SECTION 8. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed either by:

a. All the members entitled to vote with respect to the subject matter thereof; or

b. By the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all members entitled to vote thereon were present and voting.

If consent is signed by less than all, then the consent becomes effective only if:

i. At least five days prior to the effective date of such consent, notice in writing of the proposed action is delivered to all members entitled to vote on the issue; and
ii. If, after the effective date of such consent, prompt notice in writing of the taking of the action without a meeting is delivered to members entitled to vote who have not consented in writing.

SECTION 9. Telephonic or Virtual Conference Meetings. Members entitled to vote may participate in any meeting through use of conference telephones or other electronic communication equipment by which all members of the meeting are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

Article V: ***Board of Directors***

SECTION 1. General Powers. The affairs of the corporation shall be managed by or under the direction of the Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors shall be seventeen (17). The Board of Directors shall consist of:

— the President of the corporation who, by virtue of his/her ascension to this position, does not represent a particular Voting Class of Membership, nor is a voting member of the Board of Directors except, on his or her discretion, to break a tie vote or when secret ballot voting has been requested;
— the President-Elect who does not represent a particular Voting Class of Membership;
— the Secretary who does not represent a particular Voting Class of Membership;
— the Treasurer who does not represent a particular Voting Class of Membership;
— one representative elected by the Executive Committee of each Voting Class (Regional Association Member) from among the President, President-Elect or Past President of the Regional Association;
— one representative elected at large from each Voting Class (Regional Association Member);
— the Immediate Past President of the corporation.
— the Executive Director of the corporation who shall serve as a member of the Board of Directors without a vote.
— the Director of Communications who shall serve as an advisory member of the Board of Directors without vote.
— the Historian who shall serve as an advisory member of the Board of Directors without vote.
— the National Meeting Program Committee Chair(s) who shall serve as an advisory member of the Board of Directors without vote.

Each director shall be a member in good standing of the Regional Association which he/she represents and shall be an Individual Advisor Member of the corporation.

The term of each Director, except for members of the Executive Committee, the Executive Director, Director of Communications, Assistant Directors of Communications, Assistant Treasurer, Historian and Program Planning Committee Chair, shall expire at the beginning of the third annual Board of Directors meeting following his/her election or when his/her successor shall have been elected and qualified. The term of the Executive Committee Members shall

expire August 1st of the first National Meeting year after they were elected or until their successors are duly elected and qualified. The term of the Director of Communications and Historian shall be for three years. The term may be renewed by the Board of Directors. The term of the Chair of the National Program Planning Committee shall commence with his/her appointment to the chairmanship and shall terminate at the end of the national meeting for which he/she is responsible.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held annually. For those years in which a biennial meeting of Association members takes place, the Board of Directors meeting shall take place, without other notice than this bylaw at the same place as the biennial meeting of Association members. In alternate years, the annual Board of Directors meeting shall be held at a time and place determined by the President, in consultation with the members of the Executive Committee and the Executive Director. Board members shall be given at least 30 days notice of this meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Illinois, for the holding of additional regular meetings of directors without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the state of Illinois, as the place for the holding of any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the corporation.

Any director may waive notice of any meeting according to the provisions of Article XIV of these bylaws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice, unless specifically required by law or by these bylaws, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to the meeting.

SECTION 6. Quorum. Two-thirds of the directors represented either in person or by conference telephone shall constitute a quorum. If a quorum is not present at a meeting of directors, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where a greater number is required by law or by these bylaws. The meetings shall be conducted according to Robert's Revised Rules of Order.

No director may act by proxy on any matter.

A director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or

abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

SECTION 8. Informal Action by Directors. Any action required to be taken at a meeting or any action which may be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

SECTION 9. Telephonic and Virtual Conference Meetings. Directors may participate in an action at any meeting through the use of conference telephones or other electronic communication equipment by means of which all persons participating in the meeting are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Executive Committee of the Voting Class which elected the director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the case of the Immediate-Past President, the President, in consultation with the Executive Committee, will appoint an advisor to assume the duties and role of that directorship for the duration of the unexpired term.

SECTION 11. Compensation. Directors and officers shall not receive compensation for their services as directors or officers, but by resolution of the Board of Directors, may be reimbursed for actual expenses incurred for attendance at any meeting of the Board of Directors, or for other expenses incurred in connection with their duties as directors or officers, as approved by resolution of the Board of Directors.

SECTION 12. Removal. Directors may be removed with or without cause. If a director is elected by a class of voting members, directors or other electors, he may be removed only by that same class of members, directors or electors that originally elected him.

SECTION 13. Conflict of Interest. A conflict of interest may exist where a director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the director has material financial interest or of which the director is an officer, director of general partner. Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the director thereby affected shall ensure that the material facts of the transaction are known or disclosed to the directors, committee members or members who authorize, approve or ratify the transaction.

SECTION 14. Executive Director. The Executive Director of the National Association of Advisors for the Health Professions shall be the chief executive and operating officer of the corporation, with responsibility for the management and direction of all operations, programs, activities, and affairs of the corporation. As authorized by the Board of Directors or its Executive Committee, the Executive Director serves as primary liaison to health professional school associations and primary spokesperson for the corporation. The Executive Director acts as the chief fund raising officer of the corporation and, with the support of the Grants Committee, writes and submits grants and secures grant income. The Executive Director supervises National Office

staff and supporting personnel. The Executive Director also assists the President, Secretary, and the Treasurer in carrying forth their duties and is a member without vote of the Executive Committee of the corporation and of its Board of Directors.

Article VI: ***Officers***

SECTION 1. Officers. The officers of the corporation shall be a President, President-Elect, Immediate Past President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The offices of President-Elect, President and Immediate Past President are successive. Other officers shall be elected for two year terms by the Board of Directors from among the members of the Board of Directors. The election shall take place at the appropriate regular meeting of the Board of Directors. The term of each officer shall expire August 1st of the first National Meeting year after they were elected or until his or her successor is duly elected and qualified. The officers shall hold their offices only so long as they continue to serve on the Board of Directors.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. President. The President shall be the principle elected officer of the corporation. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of the corporation's business affairs. He or she shall preside at all meetings of the members and the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He or she may recommend, within the budget of the corporation, the employment of such persons as he or she may deem necessary for the proper conduct of the affairs of the corporation and the compensation to be paid therefore. He or she shall also, at the annual meeting of the corporation and at such other times as the President shall deem proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

SECTION 5. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when

so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 6. Secretary. The Secretary shall keep the minutes of meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible for the financial oversight of the corporation; develop financial policies; facilitate preparation of the annual budget; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer may not serve more than three terms.

SECTION 8. Assistant Treasurer. The Board may elect one or more Assistant Treasurers to perform any of the functions of the Treasurer under the supervision of the Treasurer. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer may be invited to sit on the Board of Directors as a guest member without vote.

SECTION 9. Immediate Past-President. The duties of the Immediate Past President are:

a. To serve in place of the President at the request of the President or President-Elect/Vice-President or in the absence of both;
b. To perform any duties requested by the President.

In accordance with the provisions of Article V, Section 2 of these bylaws, each Voting Class (Regional Association Member) shall be entitled to two representatives on the Board of Directors, and these representatives shall be in addition to the Immediate Past President of the corporation.

SECTION 10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by election by the Board of Directors. If the vacancy occurs between the regular meetings of the Board, the election may be conducted by mail or other suitable means. A vacancy in an office should be filled after the corresponding vacancy in the Board of Directors has been filled.

Article VII: ***Committees, Councils, and other Groups***

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more ad hoc or standing committees, and appoint directors or non-directors to serve on those committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. The current Committee of Directors are listed in Section 1A of Article V11. To the extent specified by the Board of Directors, the articles of incorporation, or these bylaws, each committee may exercise the authority of the Board of Directors, subject to the limitations of the Illinois General Not for Profit Corporation Act of 1986, Section 108.40, as amended from time to time, or any successor statute.

SECTION 1A. Committee of Directors

Executive Committee. The Executive Committee shall consist of the President, Past President, President-Elect, Secretary and Treasurer and the Executive Director and Assistant Treasurer shall be ex officio members of The Executive Committee. The Executive Committee shall exercise all the duties and responsibilities of the Board of Directors between meetings of the Board of Directors.

Nominating Committee. The Nominating Committee shall consist of the President, President-Elect and Past President. The Nominating Committee will develop a roster of officer nominees for the Board of Directors' consideration, and this roster will be available one month prior to elections of officers.

Finance Committee. The Finance Committee shall consist of the President, President-Elect, Treasurer, Assistant Treasurer and Executive Director. The Finance Committee shall recommend a budget for the corporation.

SECTION 2. Advisory Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more ad hoc or standing advisory committees and appoint directors or non-directors as members thereto. No advisory committee may act on behalf of the corporation or bind it in any way but such committees may make recommendations to the Board of Directors or to the officers. The current Advisory Committees are listed in Section 2A.

Advisory Committee members, Affiliate Committee members, Senior Committee members and chairpersons (except for those noted specifically as exceptions below) are identified by the Advisory Committee Coordinator in consultation with the current Committee Chairperson and the appropriate Regional President. Confirmation is by the NAAHP Board of Directors.

Term of Service: Advisory Committee Members and Chairpersons serve a two-year term, renewable for an additional two years upon invitation of the NAAHP Advisory Committee Coordinator in consultation with the specific Committee Chairperson and the appropriate Regional President. A final two-year term (to a maximum of six years) is possible upon

recommendation of the aforementioned officers, but must be approved by the NAAHP Board of Directors. The term length for Affiliate Members is one-year, renewable. Affiliate Committee Members may be eligible for appointment to Committee Member status following completion of their term. To allow a committee member with distinguished service to continue to contribute upon completion of their term limit, a member may be invited to continue as a Senior Committee Member. The term length for Senior Members is one-year, renewable. Committee Members and Chairs may not be immediately reappointed upon expiration of service. A one-year waiting period is required prior to any reappointment. Advisory Committee Members serve at the pleasure of the Board. These terms of service do not apply to the Director of Communications or the Historian (see Article V, Section 2).

SECTION 2A.

1. Communications Committee

Charge: The Communications Committee oversees all print and electronic communications of the corporation. The members serve as the Editorial Review Board of the quarterly journal, participate in writing and editing of the various print publications, contribute to the website and determines policy regarding materials produced by the corporation.
Membership: A Director of Communications; three Assistant Directors that are senior members; eight members of the communications committee (consisting of two members form each of the four Regional Associations, if possible). Collectively, they are called the Editorial Review Board.
Chair: The Director of the Communications Committee and three assistant directors are appointed by the NAAHP Board of Directors.

2. Ethics Committee

Charge: The Ethics Committee is charged with examining ethical issues when requested to do so by the President, Executive Committee and/or Board of Directors. The chair of the committee reports to the Board of Directors at the completion of committee deliberations.
Membership: Consists of one member from each of the Regional Associations (four), plus the Committee Chair(s).
Chair: The Chair(s) of the Ethics Committee is appointed by the NAAHP Board of Directors.

3. Membership Committee:

Charge: The Membership Committee is charged with 1) identifying ways to promote NAAHP to potential advisor and patron members; 2) developing and updating membership brochures and recruiting materials; 3) reviewing membership categories for accuracy and usefulness; and 4) reviewing NAAHP dues structure and recommending changes to the Board of Directors.
Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).
Chair: The Chair(s) of the Membership Committee is appointed by the NAAHP Board of Directors.

4. Committee on Diversity and Inclusion

Charge: The Committee on Diversity and Inclusion is charged with providing the Board of Directors with timely and pertinent advice on policy, recruitment strategies and programmatic themes that lead to enhanced participation of minority advisors and their students.
Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).
Chair: The Chair(s) of the Committee on Diversity and Inclusion is appointed by the NAAHP Board of Directors.

5. National Program Committee

Charge: The National Program Committee is charged with planning, developing, coordinating and helping to implement the National NAAHP Meeting. The national meeting must have a program that involves a wide variety of health professions careers of interest to the constituency.
Membership: Consists of two members from each of the Regional Associations (eight) plus two local, non-voting representatives from the immediate local area of the national meeting and the Program Committee Chair(s).
Chair: The Chair(s) of the National Program Committee are appointed by the NAAHP Board of Directors.

6. Professional Development and Leadership Committee

Charge: The Professional Development and Leadership Committee is charged with providing programs and resources to energize NAAHP members. Each national meeting should include a general session addressing this for all members as well as a workshop for regional and national leaders.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s)
Chair: The Chair(s) of the Professional Development and Leadership Committee is appointed by the NAAHP Board of Directors.

7. Technology Committee

Charge: The Technology Committee is charged to work in collaboration with the Communications and Membership Committee Chairs to ensure that NAAHP is technologically up-to-date.
Membership: Consists of two members from each of the Regional Associations (eight) in addition to the Committee Chair(s).
Chair: The Chair(s) of the Technology Committee is appointed by the NAAHP Board of Directors.

8. Travel Grants Committee

Charge: The committee is charged with promoting and administering the NAAHP travel grant program. The tasks of the committee include reviewing travel grant applications and selecting recipients.

Membership: Consists of the Treasurer, Assistant Treasurer, Executive Director and one member from each of the Regional Associations not yet represented by the aforementioned NAAHP officers.
Chair: The Chair of the Travel Grants Committee is the NAAHP Assistant Treasurer.

9. Governance Committee
Charge: The governance committee is commissioned by and responsible to the NAAHP board to ensure board effectiveness and maximum participation and performance; to ensure board policies are being observed; to maintain board and national office governing documents, including but not limited policy and procedure manuals, by-laws, and performance review documents; to implement board development and growth opportunities throughout the year; and to ensure all board members receive orientation.
Membership: Eight members, at least one member from each region, the remainder of the positions can be from any region but one member must be a member of the Executive Committee of NAAHP, plus Committee Chair(s)
Chair: The Chair(s) of the Governance Committee is appointed by the NAAHP Board of Directors

10. Research Committee
Charge: The Research Committee is charged with investigating, promoting and facilitating research opportunities that will further the body of knowledge related to health professions advising. The committee will bring ideas to the NAAHP Board of Directors for possible action, and participate in promoting the importance of research to our members.
Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).
Chair: The Chair(s) of the Research Committee are appointed by the NAAHP Board of Directors.

11. Grants Committee
Charge: The Grants Committee is charged with researching foundations, private companies, government agencies or other entities that provide grants or other funding on topics or activities that are relevant to the NAAHP mission. The committee will bring ideas to the NAAHP Board of Directors for possible action, and participate in collecting information and actual writing of the grant proposals.
Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).
Chair: The Chair(s) of the Grants Committee is appointed by the NAAHP Board of Directors.

12. Community College Committee
Charge: The Community College Committee is tasked with providing the NAAHP board with information on issues related to community college advisors. The committee works to improve the recruitment and support of community college advisors, and to ensure equal representation of community college students in the health professions.
Membership: Consists of two members from each of the Regional Associations (eight) plus the Chair(s).

Chair: The Chair(s) of the Community College Committee is appointed by the NAAHP Board of Directors.

13. Regional Program Planners Committee

The Regional Meeting Planners committee is charged with providing the regional conference planners with an opportunity for open dialog enhancing communication between regions, encouraging discussion and sharing experiences, best practices and lessons learned. This committee will also serve to facilitate communication between regions and the Advisory Council. The Regional meeting planners committee will also generate and maintain a Guide to Regional Meeting Planning/ Best Practices resource.

Membership: Consists of the past Regional Meeting chair(s) and the current/future Regional Meeting chair (s) from each of the Regional Associations plus the Committee Chair(s).
Chair: The Chair(s) of the Regional Program Planners Committee is appointed by the NAAHP Board of Directors.

14. Post-Baccalaureate Committee

Charge: The Post-Baccalaureate committee will provide guidance to the Executive Committee and Board of Directors on issues that specifically affect post-baccalaureate program advisors. The committee will facilitate communication between the NAAHP Advisory Council and post-baccalaureate programs across the country. The Post-Baccalaureate Committee will work with all other appropriate committees to recruit and enhance services for post-baccalaureate program advisors. The committee will serve as a resource for educating the NAAHP membership on post-baccalaureate programs and will serve as the NAAHP representatives of the national collection of post-baccalaureate programs.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).
Chair: The Chair(s) of the Post-Baccalaureate Committee is appointed by the NAAHP Board of Directors.

SECTION 3. Advisory Council

Charge: The Advisory Council serves as an advisory body to the Board of Directors and keeps the board informed of matters their respective health professions. The primary purpose of the Council is to solidify ties between the professional associations and NAAHP.
Membership: The Advisory Council shall consist of, and be limited to, patron members or representatives of patron members from health professions associations that are invited by the Board of Directors. The number of Advisory Council members and the duties of the Advisory Council shall be established by the Board of Directors.
Chair/Coordinator: The Chair/Coordinator of the Advisory Council is elected by the Advisory Council and serves a two-year term.
Liaison to the NAAHP National and Regional Program Committee Chairs: The Liaison to the NAAHP National and Regional Program Committee Chairs is elected by the Advisory Council and serves a two-year term.

SECTION 4. Quorum.

Unless the Board of Directors specifies otherwise, a majority of the members of any committee shall constitute a quorum and a majority of committee members present and voting at a meeting at which a quorum is present shall be necessary for committee action.

SECTION 5. Meetings.

A committee may determine the time and place of its meetings and the notice required for its meetings by the majority vote of its members. A committee may act by unanimous consent in writing without a meeting.

SECTION 6. Term of Office.

Each member of a committee shall continue as such until the expiration of his/her term as outlined above, unless the committee shall be sooner terminated, or unless the member is removed from the committee or unless he or she shall cease to qualify as a member thereof.

SECTION 7. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. Chairperson.

One member of each committee shall be appointed chairperson as outlined in the provisions noted above.

SECTION 9. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VIII: ***Director of Communications***

SECTION 1. Term of Office

The Director of Communications is appointed by the Board of Directors. The term of the Director of Communications shall be for three years. The term may be renewed by the Board of Directors (Article V, Section 2).

SECTION 2. Duties.

The duties of the Director of Communications are:

a. To oversee and coordinate all print and electronic publications of the association to include:

i. the content of the monthly electronic newsletter and to supervise the communications specialist who acts as editor;
ii. the content of the website and works closely with the technology specialist/assistant media specialist who serves as webmaster;
iii. all print publications including review of current publications, determine need for new editions, determine possible new publications, recruit writers from the Editorial Review Board, membership at large or outside individuals, and edit and oversee their work;
iv. to oversees the publication of the The Advisor

b. To consult with the Board of Directors in the selection of the regional editors and in the selection of the Editorial Review Board;
c. To exercise, with the Editorial Review Board, editorial control over all communications media of the association, subject to the policies and procedures established by the Board of Directors and these bylaws;
d. To perform such other duties as may be determined by the Executive Committee.

Article IX: ***Historian***

Section 1: Term of Office

The Historian is appointed by the Board of Directors. The term of the Historian shall be for three years. The term may be renewed by the Board of Directors (Article V, Section 2).

Section 2: Duties of the Historian

The Duties of the Historian are:

a. The Historian serves the President of the corporation by providing historical background for agenda issues for the Board of Directors meetings.
b. The Historian provides, upon request by the President or by a motion of the Board of Directors, the historical background for future bylaws changes.
c. The Historian undertakes, by a motion of the Board, historical research of previous activities of the corporation and presents these analyses to the Board of Directors
d. The Historian maintains in good order historical documents at the National Office, including Minutes of all meetings of the Board, Motions of the Board, Directories, and correspondence and other records of historical importance.

Article X: ***Contracts, Checks, Deposits, and Funds***

SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a determination of the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or the President-Elect/Vice President of the corporation.

SECTION 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article XI: ***Books and Records***

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or that member's agent or attorney, for any proper purpose at any reasonable time.

Article XII: ***Fiscal Year***

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Article XIII: ***General Prohibitions***

Notwithstanding any provision of the bylaws which might be susceptible to a contrary construction:

a. The corporation shall be organized exclusively for scientific and educational purposes;
b. The corporation shall be operated exclusively for scientific and educational purposes;
c. No part of the net earnings of the corporation shall or may under any circumstances inure to the benefit of any private individual except that the corporation may pay reasonable compensation for services rendered and may make payments and disbursements in furtherance of its purposes;
d. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation;

e. The corporation shall not participate in, or intervene in (including the publishing distributing or statements), any political campaign on behalf of any candidate for public office;
f. The corporation shall not be organized or operated for profit;
g. The corporation shall not:
    i. Lend any part of its income or corpus, without the receipt of adequate security and reasonable rate of interest to;
    ii. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
    iii. Make any part of its services available on a preferential basis to;
    iv. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
    v. Sell any securities or other property for less than adequate consideration in money or money's worth to; or
    vi. Engage in any other transactions which result in substantial diversions of its income or corpus to; any officer, member of the Board of Directors, or substantial contributor to the corporation.

The prohibitions contained in the Section (g) do not mean to imply that the corporation may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provision of the bylaws.

Article XIV: *Seal*

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

Article XV: Waiver of Notice

Whenever any notice whatever is required to be given under the provision of the Illinois General Not for Profit Corporation Act of 1986 or under the provision of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVI: Amendments to By-Laws

These bylaws may be altered, amended or repealed and new bylaws adopted only by a majority of the Board of Directors.