

**Constitution and Bylaws of the Western Association of Advisors for the Health Professions
(Revised May 2019)**

Article I: Name and Definition

The name of this entity shall be the Western Association of Advisors for the Health Professions, hereinafter referred to as WAAHP or the Association.

WAAHP shall be a constituent body of the National Association of Advisors for the Health Professions, a corporation hereinafter referred to as NAAHP.

WAAHP encompasses the western region of the NAAHP, and includes the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and the Pacific US Territories. Institutions in the western region include all regionally accredited schools of higher learning, including universities, colleges, community colleges and health professional schools within the region defined above.

Article II: Purpose

The purposes of WAAHP as stated in its Articles of Incorporation are educational and scientific. Without limiting said general purposes, these purposes shall be to support pre-health advisors in the region; to foster communication between advisors within the region; to improve communication between pre- health advisors and professional schools; to advance undergraduate education for all health professions; to further the development of health science curricula; to sponsor research; to conduct educational meetings; and to establish liaisons with other health professions organizations.

WAAHP serves its constituency in part by disseminating relevant information to advisors and counselors who aid students seeking admission to schools offering programs in any of the health professions. Such information includes all aspects of the professional schools' selection processes.

One of WAAHP's major goals is improving the advisement of students applying to health professions programs and schools.

Article III: Dissolution

Upon dissolution of WAAHP, the Executive Committee shall, after paying or making provision for paying all of its liabilities , dispose of all assets exclusively for the purposes of the Association, in such manner, or to such organization or organizations 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 the corresponding provision of any future United States Internal Revenue law, as the Executive Committee shall determine.

Any of said assets not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the Association is then located, exclusively for such purposes, or to an organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

The Association is located in the state in which its bank account resides.

Article IV: Membership

A. Classes of Membership

WAAHP shall have three classes of members, with the following qualifications:

1. Individual Advisor Member. An individual who is involved in health professions advisement at a regionally accredited college or university within the western region and who is not an Institutional Advisor Member (subsection 2, below) may become an Individual Advisor Member of WAAHP. Individuals who do not meet these criteria may petition the WAAHP Board to become an Individual Advisor Member.

2. Institutional Advisor Member. A regionally accredited college or university within the western region may become a member and designate one individual involved in pre-health or health professions advisement at the institution to serve as its representative to WAAHP as an Institutional Advisor Member. Institutions may purchase memberships for several of its advisors, in which case each of the designated advisors will be considered an Institutional Advisor Member. Institutions who do not meet these criteria may petition the WAAHP Board to become a member and if approved, then designate an individual to serve as its representative to WAAHP as an Institutional Advisor Member.

3. Emeritus Member. An individual who has retired from health professions advising and who has been an Individual Advisor Member or an Institutional Advisor Member for at least ten years before retirement may become an Emeritus Member of WAAHP.

B. Application for Membership

Application for membership shall be made through the National Association of Advisors for the Health Professions (NAAHP).

C. Dues

WAAHP shall establish the annual dues for each class of membership by a majority vote of the membership.

D. Voting and Participation Rights

The voting and participation rights for the three classes of membership shall be as follows:

1. Individual Advisor Memberships. Each Individual Advisor Member shall be entitled to one vote, have privileges of the floor in all discussions if physically present at the meeting, may serve or be appointed as voting members on committees, and may be elected to the WAAHP Board.

2. Institutional Advisor Memberships. Each Institutional Advisor Member of an institution holding an Institutional Advisor Membership shall be entitled to one vote, have privileges of the floor in all discussions if physically present at the meeting, may serve or be appointed as voting members on committees, and may be elected to the WAAHP Board. If an Institutional Advisor Member is unable to attend a WAAHP meeting, s/he may send an alternate with proxy voting rights by notifying the Secretary of WAAHP in writing before the meeting is brought to order.

3. Emeritus Memberships. Emeritus Members are not entitled to vote, shall have privileges of the floor in all discussions if physically present at the meeting, may serve or be appointed as nonvoting members to committees, and may not be elected to the WAAHP Board.

E. Termination of Membership

Any Individual Advisor, Institutional Advisor Member, or Emeritus Member whose dues are in arrears shall, by reason thereof, stand suspended from the privileges of WAAHP membership until such dues are paid. If same are not paid within six months of the annual billing, such a member shall be automatically dropped from WAAHP's membership roll.

If an Individual Advisor or Institutional Advisor Member ceases to fall under the definition of his/her class of membership as defined in this Article IV, Section A, s/he shall be removed from WAAHP's membership roll.

F. Resignation

Any member may resign by filing a written resignation with the Secretary of WAAHP or with the national office of NAAHP. Resignation shall not allow the resigning member to recover any dues, assessments, or other monies already paid to WAAHP or NAAHP.

G. Transfer of Membership

Membership in the Association may be transferred from one advisor to another under the following conditions:

1. If an Individual Advisor with an active membership will no longer be serving as a prehealth advisor at her/his institution, s/he may transfer the remaining portion of her/his membership to the person assuming her/his role as a pre-health advisor at the same institution.
2. Upon resignation of its representative, an institution holding an Institutional Advisor Membership may appoint a successor and notify the Secretary of WAAHP and the national office of the NAAHP of the appointment in writing. The appointment shall be effective five days after notification is received by both Associations.

Article V: Meetings and Quorum

A. Meetings

Meetings of WAAHP shall be held at least annually. In even-numbered years, WAAHP's annual meetings shall be held jointly with the NAAHP; these meetings are herein referred to as "evenyear meetings." WAAHP annual meetings held in odd-numbered years are herein referred to as "odd-year meetings." Additional meetings may be called by the Executive Committee or WAAHP Board.

B. Quorum

Twenty-five percent (25%) of the registered members of WAAHP in attendance at the annual meeting shall constitute a quorum.

C. Decisions by Vote

A quorum is necessary for changes to the WAAHP By Laws, for elections, and for formal decisions, such as setting membership dues. All other decisions shall be made by majority vote of those with voting rights who are present at the time of voting.

If the state where WAAHP is incorporated so allows, the WAAHP Board may allow observation of the regional or national business meetings via electronic means and allow voting by verifiable electronic means. Persons observing and voting remotely will not have the privilege of the floor. Quorum will still be determined by the number physically present."

D. Agendas

The agenda for the annual meeting shall be determined by WAAHP's Executive Committee and shall be based in part on suggestions received from the membership since the close of the previous annual meeting.

Article VI: The Executive Committee

A. Officers

The officers of WAAHP that constitute the Executive Committee shall be: President, PresidentElect, and Secretary-Treasurer.

B. Election

Election of Officers shall be by a simple majority of the voting members present at odd-year meetings of WAAHP at which there is a quorum.

C. Terms of Office

The President, the President-Elect, and Secretary-Treasurer shall each serve a two-year term. The term of office shall extend from the end of the closing session of the odd-year meeting during which they are elected to the end of the closing session of the next odd-year meeting.

Each officer shall hold office until a successor has been duly elected. The same individual shall not serve in the capacity of President for two consecutive terms.

The President-Elect shall, at the end of his/her term of office, assume the office of President, a new President-Elect having been duly elected.

The same individual may serve in the capacity of Secretary-Treasurer for up to four consecutive terms.

D. Vacancies

Vacancies in the Executive Committee that occur for any reason other than end of term shall be dealt with as follows:

1. President. The unexpired portion of the term shall be filled by the succession of the President-Elect to the office of President. The WAAHP Board, acting by a majority vote, shall decide whether to appoint a new President-Elect or to allow the position of President-Elect to remain unfilled until the next scheduled election of officers.
2. President-Elect or Secretary-Treasurer. The unexpired portion of the term shall be filled by appointment of the WAAHP Board, acting by unanimous vote. Should the WAAHP Board fail to obtain a unanimous vote, the position shall remain unfilled until the next scheduled election of officers and the duties divided among the remaining two Officers.

In the appointment of officers to fill such vacancies, the WAAHP Board shall consult with the Nominating Committee, should a WAAHP Nominating Committee be active.

Article VII: The WAAHP Board

A. Members of the WAAHP Board

The WAAHP Board shall be composed of voting and non-voting members. The voting members shall be the Officers (listed above), the Immediate Past-President, the Membership and Retention Chair, and six

(6) Members-At-Large. Non-voting members shall be the Regional Program Chair, the National Program Chair whenever the person serving is a WAAHP member, the Designated Representative to NAAHP, the Elected Representative to NAAHP, the Historian, and the Webmaster.

When appropriate, the Executive Committee may invite others to sit on the WAAHP Board as non-voting members.

All members of the WAAHP Board must be voting members of the Association in good standing.

B. Demographics

The WAAHP Board shall, when possible, reflect the diversity of the Advisor Membership of the Association (gender, geography, race/ethnicity, etc.) and also reflect the sizes and types of educational institutions represented in the Association. To this end: 1. No more than seventy percent (70%) of the WAAHP Board shall be from only one state. 2. When possible, at least one (1) WAAHP Board member shall be from a community college.

C. Meetings

Meetings of the WAAHP Board shall be held at the discretion of the President of the Association.

D. Quorum

A quorum of the WAAHP Board shall be a simple majority of voting members, provided that the President or another member of the Executive Committee specifically designated by the President is in attendance.

E. Formal Action

A quorum of the WAAHP Board is necessary for the taking of formal actions. Decisions for formal actions shall be made by a majority vote of those present and voting.

F. Elections, Successions, and Designations

Non-Officer positions on the WAAHP Board shall be filled as follows:

1. Immediate Past-President. Upon completion of the term of office for President, the President succeeds to the position of Immediate Past-President.

2. Membership and Retention Chair. The Membership and Retention Chair shall be elected by a simple majority of the voting members present at the annual meetings of the WAAHP at which there is a quorum.

3. Members-at-Large.

Members-at-Large shall be elected by a simple majority of the voting members present at the annual meetings of WAAHP at which there is a quorum.

4. Regional Program Chair.

The Regional Program Chair shall be elected by a simple majority of the voting members present at odd-year meetings of WAAHP at which there is a quorum.

5. National Program Chair when the person serving is a WAAHP member. The National Program Chair is appointed by the NAAHP Executive Committee.

6. Designated Representative to the NAAHP. The WAAHP President shall serve as WAAHP's Designated Representative to the NAAHP while in office. Should the President be unable to serve as the Designated Representative, the Executive Committee shall designate the President-Elect or the Immediate Past- President.

7. Elected Representative to the NAAHP. The Elected Representative to the NAAHP shall be elected by a simple majority of the voting members present at annual meetings of WAAHP at which there is a quorum.

8. Historian. The Historian for WAAHP shall be designated by the Executive Committee in consultation with the WAAHP Board from persons with long term standing in WAAHP.

9. Webmaster. The Webmaster for WAAHP shall be designated by the Executive Committee in consultation with the WAAHP Board from persons with the requisite expertise.

G. Terms of Office

Non-Officer members of the WAAHP Board shall serve for the following terms:

1. The Immediate Past-President shall serve a term of two years, extending from the end of her/his term as President until the end of the term of her/his successor as President.
2. The Membership and Retention Chair shall serve a term of two years, from the closing session of even-year meetings to the end of the closing session of the next even-year meeting.
3. The six Members-at-Large shall be elected for three-year terms, two members being elected each year.
4. The Regional Program Chair shall serve a term of two years, extending from the end of the closing session of odd-year meetings to the end of the closing session of the next odd-year meeting.
5. The Designated Representative to NAAHP shall serve a term of two years, from the end of the closing session of odd-year meetings to the end of the closing session of the next odd-year meeting.
6. The Elected Representative to NAAHP shall serve a term of three years, from the end of the closing session of the meeting during which s/he was elected.
7. The Historian shall serve until a new Historian is designated.
8. The Webmaster shall serve until a new Webmaster is designated.

H. Vacancies

Vacancies in the WAAHP Board that occur for any reason other than end of term shall be filled by the Executive Committee as follows, working in consultation with the remaining WAAHP Board and with the Nominating Committee, should it be active:

1. Immediate Past-President. The position may remain unfilled, or the Executive Committee may appoint an interim until the next succession.
2. Membership and Retention Chair, Members-at-Large, Regional Program Chair, Designated Representative to NAAHP, Elected Representative to NAAHP, or Historian. The unexpired portion of the term shall be filled by appointment of the Executive Committee.

I. Duties and Responsibilities

The duties and responsibilities of members of the WAAHP Board shall be determined by the WAAHP Board, within the following general parameters, and shall include attending the WAAHP Board, regional, and national meetings. The duties and responsibilities of WAAHP Board members shall be made readily available to the WAAHP membership, and the duties and responsibilities of WAAHP members shall be made public.

1. President. The President shall oversee and provide leadership for WAAHP; preside at regional conferences; conduct WAAHP meetings; oversee elections, finances, and committees; represent WAAHP as needed; and serve as WAAHP's primary liaison to NAAHP and the other AAHP regional associations.
2. President-Elect. The President-Elect shall shadow the President, assisting as needed, in order to become familiar with the role of President, and shall serve in the President's stead when necessary.
3. Secretary-Treasurer. The Secretary-Treasurer shall keep minutes of meetings, disseminate information and notices, maintain protocol for meetings, maintain WAAHP's records, manage WAAHP's finances and its financial accounts, and file all necessary legal documents, including taxes.
4. Immediate Past-President. The Immediate Past-President shall assist as needed and provide guidance and advice for the current President.
5. Membership and Retention Chair. The Membership and Retention Chair shall oversee recruitment, manage WAAHP membership, oversee membership initiatives and drives, maintain regular communication with WAAHP members, and form and chair a Membership Committee as needed.

6. Members-at-Large. The six Members-at-Large shall assist as needed with running the Association, serve on the Membership Committee, serve on other WAAHP committees, task forces, and projects, and shadow officers in order to become familiar with possible future leadership roles.

7. Regional Program Chair. The Regional Program Chair shall organize, plan, and run WAAHP conferences in odd-numbered years, form and chair a WAAHP Program Committee as needed, coordinate with NAAHP and the NAAHP Advisory Council as needed, maintain program planning guidelines and pass those guidelines on to the next program chair.

8. Designated and Elected Representatives to NAAHP. The Designated and Elected Representatives to NAAHP shall attend NAAHP Board of Director meetings, represent the concerns of WAAHP, serve as WAAHP's liaisons to NAAHP, and maintain communication and the flow of information between NAAHP and WAAHP.

9. Historian. The Historian maintains WAAHP's history, serves as a guide for WAAHP traditions, and provides WAAHP, the WAAHP Board, the Executive Committee, and especially the President the guidance, advice, and support of an historical perspective.

10. Webmaster. The Webmaster maintains the WAAHP domain name and updates and manages WAAHP's website(s), listserv(s), and electronic communication interface(s).

Article VIII: Nominating Committee

A. Forming the Committee No later than ninety (90) days prior to the annual meeting, the President shall, in consultation with the WAAHP Board, appoint a Nominating Committee of at least three members from the membership-at-large.

B. Nominations The Nominating Committee shall receive nominations of, and itself nominate eligible WAAHP members for open positions, and shall obtain consent to serve from each of the nominees prior to announcing their nominations.

C. Submission of Nominee Slate The Nominating Committee shall submit a slate of nominees to the Executive Committee in time for the Secretary-Treasurer to distribute the nominations to the membership no later than ten (10) days in advance of the scheduled election. Additional nominees, with consent of the said nominees, may be made from the floor at the annual meeting.

Article IX: Other Committees

Committees other than the Executive and Nominating Committees may be created and authorized by the Executive Committee or the WAAHP Board.

Members of committees other than the Executive Committee shall be appointed, with service beginning at the time of appointment and continuing until excused by the authorizing body or by vote of the WAAHP membership.

The role of all committees other than the Executive and Nominating Committee shall be advisory.

Article X: Adoption and Amendments

A. Adoption This Constitution and By Laws shall become effective immediately at the close of the annual meeting during which the same is adopted by a two-thirds affirmative vote of the voting members present.

B. Amendments This Constitution and By Laws may be amended only by a two-thirds affirmative vote of the voting members present at an annual meeting of the Association.

Article XI: General Prohibitions

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

1. The Association shall be organized exclusively for scientific, advisory, and educational purposes;
2. The Association shall be operated exclusively for scientific, advisory, and educational purposes;
3. No part of the net earnings of the Association shall or may under any circumstances inure to the benefit of any private shareholder or individual;
4. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
5. The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
6. The Association shall not be organized or operated for profit;
7. The Association shall not: a. Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest, to b. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to; c. Make any part of its services available on a preferential basis to; d. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth, from; e. Sell any securities or other property, for less than adequate consideration in money or money's worth, to; or f. Engage in any other transactions which result in substantial diversions of its income or corpus to any officer, member of the WAAHP Board, or substantial contributor to the Association.

The prohibitions contained in Article XI Section (7) do not mean to imply that the Association may make such loans, payments, sales, or purchase to anyone else, unless such authority be given or implied by other provision of the By Laws.