

Bylaws
of
Arizona Health Occupations Students of America Foundation,
an Arizona nonprofit corporation

ARTICLE I
ORGANIZATION

1.1. Name. The name of the Arizona nonprofit corporation is Arizona Health Occupations Students of America Foundation (“AzHOSA Foundation”). In addition to the acronym, AzHOSA Foundation also may do business under one or more trade names approved by the Board of Directors of AzHOSA Foundation (the “Board”).

1.2. Principal Office and Other Offices. The initial known place of business of AzHOSA Foundation shall be c/o Arizona Department of Education, AzHOSA, 1535 W. Jefferson Street Bin #42, Phoenix, AZ 85007. AzHOSA Foundation may adopt other and additional offices as the Board may designate from time to time.

1.2. Corporate Seal. No instrument executed by or on behalf of AzHOSA Foundation shall require a corporate seal for validity, but if a corporate seal is used, the Board shall approve its form.

1.3. Statutory Agent. The name and address of the initial statutory agent of AzHOSA Foundation is Dennis Fiscus, Education Program Director, whose street address is 1535 W. Jefferson Street Bin #42, Phoenix, Arizona 85007. The Board may change the statutory agent of AzHOSA Foundation at any time.

ARTICLE II
PURPOSES AND CHARACTER OF AFFAIRS

2.1. Purposes. AzHOSA Foundation shall have the purposes set out in its Articles of Incorporation (the “Articles”).

2.2. Initial Character of Affairs. AzHOSA Foundation is formed to promote and financially assist the Arizona Health Occupations Students of America (AzHOSA) student organization and approved Career and Technical Education (CTE) programs in Arizona which promotes career opportunities for Arizona students in the health occupations. AzHOSA Foundation will support AzHOSA and CTE school-based and co-curricular activities, in collaboration with the Arizona health care and education communities, to encourage students to develop skills and to engage in careers in the health occupations. The AzHOSA Foundation will also support the development of the healthcare workforce pipeline in the state of Arizona through activities associated with AzHOSA and CTE Health Occupations programs. This statement of initial intent shall not limit the exact scope of activities which AzHOSA Foundation ultimately conducts so long as AzHOSA Foundation engages only in activities permitted by nonprofit corporations under Arizona law that constitute charitable and educational

purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

2.3. Exempt Organization Restrictions. As required under the Code:

a. No part of the net earnings of AzHOSA Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that AzHOSA Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of AzHOSA Foundation.

b. No substantial part of the activities of AzHOSA Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and AzHOSA Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Bylaws, AzHOSA Foundation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the “Code”), or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

d. Upon the dissolution of AzHOSA Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III

NO MEMBERS; NO CAPITAL STOCK; AFFILIATES

3.1. No Members; No Capital Stock. AzHOSA shall not have members, as defined in Arizona Revised Statutes §10-3140(35), as amended from time to time, nor shall AzHOSA Foundation have capital stock. Persons designated or qualified by the Board as “members” or “affiliates” by virtue of contributions to or participation in AzHOSA Foundation programs as provided in Section 3.2 shall not be “members” as defined in A.R.S. §10-3140(35) because they shall not have any vote in electing members of the Board, which is self-perpetuating.

3.2. Affiliates. The Board may designate as “members” or “affiliates” (or other similar terms, including variations and classes within each designation) of AzHOSA Foundation such institutions, persons, or entities which support the objectives of AzHOSA, make financial donations to AzHOSA Foundation, participate in AzHOSA Foundation programs, or which are or become affiliated with AzHOSA Foundation. Such institutions, persons, or entities shall not

have any rights to vote or control AzHOSA Foundation nor shall they have any interest in AzHOSA Foundation or any of its assets, including (but not limited to) amendment of AzHOSA Foundation's Articles or these Bylaws or of election of the members of the Board.

The Board may suspend or expel any such affiliate with or without cause at any time. Any such member or affiliate may resign by filing a written resignation with the Secretary of AzHOSA Foundation, but such resignation shall not relieve the resigning member or affiliate of any obligation to pay any dues, commitment, assessments, or other charges accrued and unpaid prior to the resignation. The Board may call meetings of members and affiliates of AzHOSA Foundation from time to time, at such times and places, and for such purposes, as the Board determines. Use of the word "member" in the lower case, or with respect to such affiliates of AzHOSA Foundation, shall refer only to such affiliates and not "members" as defined in A.R.S. §10-3140(35), as amended from time to time.

3.3. Student Members. In furtherance of the objectives of Section 3.2 above, AzHOSA Foundation shall have student members, who may join chapters based in schools and college to participate in programs sponsor by AzHOSA Foundation and other entities, both public and private, interested in encouraging students to find careers in the health occupations. Student members of AzHOSA are not "members" as defined in A.R.S. §10-3140(35), as amended from time to time, and shall have no vote on any matters regarding AzHOSA Foundation itself, including (but not limited to) amendment of AzHOSA Foundation's Articles or these Bylaws or electing members of the Board.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. Subject to the limitations of these Bylaws and the Articles, and of Arizona and federal law, the Board shall make and determine policy for AzHOSA Foundation, manage its affairs, and exercise (or direct the exercise of) all corporate powers of AzHOSA Foundation. No director, officer, or agent of AzHOSA Foundation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles and these Bylaws, or for reasonably incidental purposes.

4.2. Number; Appointment. The Board shall consist of between ten (11) and twenty-five (25) directors, each of whom must be an individual; the number of directors shall be fixed by the Board from time to time by resolution. The Board shall be self-perpetuating, and the Board shall have the power to appoint, and to remove, directors at any time. Appointment of a director shall be by majority vote; however, removal of a director shall require a two-thirds vote of all the directors then in office. The Board shall endeavor to have a membership with representation from various disciplines, professions, groups, and communities interested in encouraging students to find careers in the health occupations. The Board shall always include as voting members: The AzHOSA State Advisor, the Arizona Department of Education Program Supervisor for Health Occupations and a non-voting student representative from the AzHOSA student organization.

4.3. Term; Voting Rights; Term Limits. Directors shall serve three (3) year terms, measured from the annual meeting designated by the Board at which the director was appointed; however, if a director is appointed to fill a vacancy on the Board, the new director's term shall end at the time originally set for the term being filled. The Board shall be divided into three classes, approximately equal in size to the extent feasible, so that one-third of the directors' terms will expire in any one year. Each director shall have one vote on all matters submitted to a vote of the Board, and equal and full responsibilities as members of the Board. If there are no directors in office, then an election of directors may be held in the manner provided by law. Directors may serve up to nine (9) years on the Board, and then must leave the Board for at least one (1) year to become eligible again to serve as a director.

4.4. Resignation. A director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice at any time to the Chair Person or the Secretary of AzHOSA Foundation. Any resignation by a director shall take effect prospectively at the time specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. If no time is specified, the resignation is effective upon receipt by the Chair Person or the Secretary.

4.5. Regular and Special Meetings. Unless otherwise provided by resolution of the Board, adopting a schedule for meetings for no more than one (1) year in advance and for which no additional notice shall be required, all meetings of the Board may be called by or at the request of a majority of the Board or by the Chair Person, and shall be held at such place and time as the notice of meeting shall specify.

4.6. Notice. Notice of meetings of the Board other than previously-scheduled meetings shall be given at least five (5) but not more than sixty (60) days prior to the date of the meeting by a writing delivered personally, mailed, or sent by electronic means to each director. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, with the United States Postal Service, addressed to the director at the director's address as it appears on the records of AzHOSA Foundation. If sent electronically, such notices shall be deemed delivered when the sending party receives confirmation of receipt. A director's attendance at a meeting shall constitute a waiver of notice of such meeting, except where a director at the beginning of the meeting or promptly on arrival objects to holding or transacting business at the meeting, and thereafter does not vote for or assent to action taken at the meeting. Unless otherwise required by law or specified by the Articles or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting. Any or all of the directors may waive notice of any meeting.

4.7. Quorum; Attendance by Directors; Proxy Voting. A majority of the number of directors then in office shall constitute a quorum for the transaction of business of any meeting of the Board. The directors may continue to transact business during a meeting at which a quorum is initially present, regardless of the withdrawal of directors, if any action is approved by at least the number of directors required to approve the action under these Bylaws, the Articles, or applicable law.

Directors may vote by mail or electronic means, if approved in advance by the Board. Directors also may vote by proxy, but the proxy holder must be another director.

4.8. Manner of Acting. The act of a majority of the number of directors then in office (and not those present or represented at a meeting) shall be required for the Board to act, unless Arizona or federal law, the Articles, or these Bylaws requires a greater number.

4.9. Compensation. Directors shall not receive compensation, but may receive reimbursement for their expenses, if any, of service as directors, including any expenses of attending meetings. No director shall be precluded from serving AzHOSA Foundation in any other capacity and receiving compensation for such other services. The Board shall establish the amount or rate of such compensation and reimbursement.

4.10. Informal Action. Any action required or permitted at a meeting of the Board may be taken without a meeting, without prior notice, and without a vote, if all the directors entitled to vote sign one or more written consents setting forth the actions so taken. Such written consents shall be included in the minutes of the Board or filed with the corporate records reflecting the action taken. Action taken in this manner is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in this manner has the effect of a vote at a proper meeting of the Board.

4.11. Permitted Attendance by Other Means of Communication. Any director may participate in a meeting by any means of communication by which all directors participating may communicate with each other simultaneously. Any director participating in a meeting by such method shall be considered present in person at the meeting.

4.12. Minutes. Written minutes of the business conducted at meetings of the Board shall be kept, open for inspection by any director at all reasonable times.

4.13. Presumption of Assent. A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director files a written dissent to such action with the Secretary of the meeting before its adjournment, or shall file such dissent in writing with the Secretary by 5:00 p.m. on the next business day after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.14. Limitation on Authority. The Board and the officers of AzHOSA Foundation may not (a) cause or permit AzHOSA Foundation to engage in any activity not consistent with AzHOSA Foundation's purposes; (b) knowingly do any act which would make it impossible for AzHOSA Foundation to carry on its regular business, except as provided in these Bylaws; (c) knowingly do any act prohibited by Arizona or federal law, the Articles, or these Bylaws; (d) possess property of AzHOSA Foundation, or assign rights in specific property of AzHOSA Foundation, other than for a proper corporate purpose; (e) knowingly perform any corporate act that would subject any director, officer, or agent of AzHOSA Foundation to personal liability, and (f) cause AzHOSA

Foundation to acquire any equity or debt securities of any director, officer, or agent of AzHOSA Foundation or any affiliate of a director, officer, or agent of AzHOSA Foundation.

4.15. Student or Affiliate Non-Voting Directors. The Board may designate one or more “student directors” or “affiliate directors” who are affiliated with AzHOSA Foundation’s programs to serve as non-voting members of the Board, able to attend and participate in meetings of the Board, without a vote. The student director(s) may or may not be students designated or elected by the AzHOSA student membership; designation of any such non-voting affiliated directors shall remain in the control of the Board. The Board also may determine what matters may or may not be disclosed to or discussed with non-voting affiliated directors; for example, the Board may wish to keep personnel or financial information confidential and only for distribution to full voting members of the Board.

ARTICLE V OFFICERS

5.1. Titles. The officers of AzHOSA Foundation shall include a Chair-person, a Vice Chair-person, a Secretary, a Treasurer and a Program Director. The Board also may choose one or more Vice Chair-person, one or more Assistant Secretaries, one or more Assistant Treasurers, or other offices as appropriate. The Board may combine any number of offices for holding by the same person, and any individual may hold more than one office simultaneously (such as a Secretary/Treasurer). The Chair-person and any Vice Chair-person must be a director of AzHOSA Foundation; other officers need not be directors. Officers may serve multiple terms, without limit.

5.2. Selection of Officers. The Board, at its annual meeting, shall choose the officers of AzHOSA Foundation, each of whom serves at the pleasure of the Board. At any time, the Board may appoint such other officers and agents as it shall deem necessary to serve at the pleasure of the Board and to exercise such powers and perform such duties as the Board shall determine from time to time.

5.3. Removal. Any officer may be removed, with or without cause, at any time by the Board. Any such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

5.4. Resignation. Any officer may resign at any time by giving written notice to the Chair-person or Secretary. A resignation shall take effect prospectively at the time specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the contract rights, if any, of AzHOSA.

5.5. Chair-person. The Chair-person shall be the principal and foremost executive officer of AzHOSA Foundation and shall exercise general supervision of all operations and personnel of AzHOSA Foundation, subject to the control of the Board.

The Chair-person shall preside at meetings of the Board of Directors, and shall have the power and authority to sign all documents and instruments requiring execution on behalf of AzHOSA Foundation, subject to policies established by the Board.

5.6. Vice Chair-person(s). The Board may determine the number and assign the duties of any number of Vice Chair-person. Any one of the Chair-persons, in the order designated by the Board (if any), may have all the powers and perform all the duties of the Chair-person in cases of temporary absence or inability to act. In case of permanent absence or inability to act by the Chair-person, the Board shall declare that office vacant and select a successor.

5.7. Secretary. The Secretary shall direct keeping of minutes of all meetings of the Board and any committees. The Secretary also shall keep any corporate seal and affix it to proper documents and instruments, and shall cause the dispatch of all required notices of meetings of the members, the Board, or committees to all persons entitled to notice. The Secretary shall have charge of all the books and records of AzHOSA Foundation except the books of account, and in general shall perform all the duties incident to the office of Secretary of a corporation and such other duties as the Board or the Chair-person may assign.

5.8. Treasurer. Subject to the policies established by the Board, the Treasurer shall have general custody of all the funds and securities of AzHOSA Foundation except as required by law. The Treasurer shall see to the deposit of funds of AzHOSA Foundation in such accounts as the Board, or in the absence of direction from the Board, then the President, shall designate. The Treasurer shall direct the keeping of regular books of account, and shall render financial statements to the Board at the proper times. The Treasurer shall have charge of the preparation and filing of reports, financial statements, and returns as required by law. If required by law or the Articles or requested by the Board, the Treasurer shall give to AzHOSA Foundation a fidelity bond, and AzHOSA Foundation shall pay the premium for such bond as an operating expense.

5.9. Program Director. The Program Director shall develop programs and services in cooperation with the AzHOSA State Advisor and shall have the responsibility of coordinating AzHOSA Foundation's programs and services development with AzHOSA programs and the Arizona Career and Technical Education Healthcare programs. The Program Director, in concert with the AzHOSA State Advisor, other directors and the AzHOSA Foundation Executive Director, shall solicit healthcare businesses and organization, education and other community stakeholders to determine how they can support AzHOSA and the CTE Healthcare programs.

5.10. Additional Officers. The Board may establish any number of other officers and assistant officers in addition to those described above, to perform such duties as the Board shall designate, or in the absence of direction from the Board, by the Chair-person.

5.11. Compensation and Expenses. Officers shall not receive any compensation for services as an officer, but may receive reimbursement for their expenses, if any, on behalf of AzHOSA

Foundation. However, an officer may serve AzHOSA Foundation in another capacity and receive compensation for such other services.

No officer shall be prevented from receiving a salary or reimbursement of expenses by fact that he or she is also a director, committee member, agent, or employee of AzHOSA Foundation.

However, if an officer or director of AzHOSA Foundation is to receive compensation from AzHOSA Foundation in any capacity other than reimbursement of expenses, then (a) the individuals on the Board that approve compensation arrangements shall follow the conflicting interest provisions of these Bylaws; (b) any compensation arrangement must be approved by the Board in advance of paying compensation; (c) the Board shall document in writing the date and terms of each approved compensation arrangement; (d) the Board shall record in writing the decision made by each individual who decided or voted on each compensation arrangement; (e) the Board will approve compensation arrangements based on information on compensation paid by similarly-situated taxable or tax-exempt organizations, current compensation surveys compiled by independent firms, or actual written offers from similarly-situated organizations; and (f) the Board will record in writing both the information on which the Board relied to base the compensation decision as well as its source.

5.11. Vacancies. The Board may fill a vacancy in any office, however caused, at any time for the unexpired portion of the term of such office.

ARTICLE VI COMMITTEES

6.1 Executive Committee. The Board, by resolution, shall appoint an Executive Committee of up to five (5) members, one of which is the AzHOSA State Advisor which shall have full authority to act in the place of the Board between meetings of the Board in all matters except for those specific matters reserved to the entire Board. The members of the Executive Committee must all must be directors. The Chair-person shall serve as the chair of the Executive Committee, either ex officio without a vote unless appointed by the Board as one of the committee members, and then with a vote. The Executive Committee, by a two-thirds vote, may designate any action as immediately effective and such immediately-effective action shall not require or be subject to Board ratification or modification, except as a separate subsequent action of the Board. Minutes of proceedings of the Executive Committee shall be prepared and distributed to all directors within ten (10) business days of any meeting of the Executive Committee.

6.2. Additional Committees. The Board, by resolution, may designate and appoint one or more additional committees with authority over specific areas of management and responsibility as the Board may determine. Committee members, including any officers of a committee, need not be directors. However, no committee (including the Executive Committee) may exercise the authority

of the Board in reference to (a) filling vacancies on, or increasing or decreasing the members of, the Board or any committee of the Board, (b) adoption, amendment, or repeal of these Bylaws, and (c) fixing compensation of directors, officers, or employees.

6.3. Removal; Authority of Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

6.4. Term. Each member of a committee shall continue as such until the next annual meeting of the Board, unless the Board removes the member or terminates the committee, or in the resolution creating the committee provides for a longer term of office for committee members (such as *ad hoc* committees, tied to completion of a particular task and not to the calendar). Committee members may serve consecutive terms without limitation.

6.5. Procedures. The procedures established in these Bylaws for meetings of the Board regarding notice, quorum, voting, presence, and other such matters shall apply to meetings of committees.

ARTICLE VII CONTRACTS AND FINANCIAL PROVISIONS

7.1. Contracts. The Board may authorize any officer or agent of AzHOSA Foundation, 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 AzHOSA Foundation, and such authority may be general or confined to specific instances.

7.2. Checks; Major Obligations. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AzHOSA Foundation shall be signed by such officer or agent of AzHOSA Foundation in such manner as from time to time the Board shall determine by resolution. In the absence of such determination by the Board, such instruments shall be signed by the Chair-person (or a Vice Chair-person) and countersigned by the Secretary or the Treasurer (or by an Assistant Secretary or Assistant Treasurer).

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

7.4. Gifts. The Board may accept on behalf of AzHOSA Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AzHOSA Foundation.

7.5. Fiscal Year. The fiscal year of AzHOSA Foundation shall begin on July 1st and end on June 30th of the same calendar year, except that the initial fiscal year shall begin with the date of filing of the Articles with the Arizona Corporation Commission and end on June 30th. The Board, by resolution, may change the fiscal year of AzHOSA Foundation.

ARTICLE VIII CONFLICTING INTEREST TRANSACTIONS

8.1. Loans to Directors and Officers Prohibited. AzHOSA Foundation shall not lend money to nor use its credit to assist its directors, officers, or agents, whether or not employees. Any director or officer who assents to or participates in the making of any such loan or use of credit shall be liable to AzHOSA Foundation for the cost of such use of credit or for the amount of such loan until the repayment of the loan.

8.2. Conflicting Interests Transactions. Any proposed or effected transaction involving AzHOSA Foundation, or any subsidiary or substantial affiliate of AzHOSA Foundation, in which a director, officer, or committee member, or a person related to such person (an “Interested Person”) has a beneficial financial interest or any other link to the transaction that would reasonably be expected to exert an influence on an Interested Person’s judgment, is a “Conflicting Interest” transaction. “Conflicting Interest” transactions also include transactions involving (a) entities with which an Interested Person is affiliated, (b) persons who control entities with which an Interested Person is affiliated, and (c) persons who are general partners, principals, or employers of an Interested Person. Interested Persons must disclose Conflicting Interests to the Board where the conflicting interest transaction is brought before the Board or of a significance normally brought before the Board, unless the Interested Person is not a party to the contract creating the Conflicting Interest and has a duty of confidentiality regarding the information (such as an attorney). If the Interested Person cannot make full disclosure, then he or she must disclose the existence and nature of the conflicting interest, inform the Board of the confidential relationship, and cannot play any direct or indirect role in the deliberations or vote on the matter.

8.3. Procedures. A “Qualified Director” is a director or committee member who does not have a conflicting interest nor any familial, financial, professional, or employment relationship with an Interested Person if that relationship, under the circumstances, would reasonably be expected to exert an influence when voting on the Conflicting Interest transaction. A majority of the Qualified Directors, but in no event less than two, must approve any Conflicting Interest transaction. A majority of the Qualified Directors, provided at least two, is a quorum for consideration of the transaction; Interested Persons need not be included for purposes of determining a quorum. Approval of a Conflicting Interest transaction may occur in advance or after the transaction has occurred.

8.4. Conflict of Interest Survey. AzHOSA Foundation shall survey annually all directors, all Board-appointed officers, and key employees of AzHOSA Foundation as designated by the Board to provide for disclosure of situations potentially giving rise to Conflicting Interests in

matters involving AzHOSA Foundation. At least annually, the Board shall review compliance with this reporting requirement and shall consider revisions or additions to AzHOSA Foundation's conflict of interest policies.

8.5. Conflict of Interest Policies. This Article constitutes the policy regarding transactions between AzHOSA Foundation and Interested Persons pursuant to A.R.S. §10-3864, whether or not such statute applies to AzHOSA Foundation. However, the Board may adopt other and additional policies regarding conflict of interest to supplement these Bylaw provisions.

ARTICLE IX GENERAL PROVISIONS

9.1. Amendment or Repeal. These Bylaws may be adopted initially by a vote of a majority of the Board of Directors. Thereafter, these Bylaws may be altered, amended or repealed, and substitute, restated, or new Bylaws may be adopted only by a vote of two-thirds of the directors then in office. Any proposed amendment, restatement, or repeal of any of these Bylaws shall be provided to each director at least seven (7) days prior to the meeting at which the action is to be considered, unless waived.

9.2. Construction and Interpretation. The Board shall have the power and authority to interpret these Bylaws. Any reasonable interpretation of these Bylaws by the Board (shall be conclusive and binding on AzHOSA Foundation and any third party.

In interpreting these Bylaws, words in the present tense include the future as well as the present; words in the singular number include the plural and words in the plural number include the singular; words of the masculine gender include the feminine and the neuter gender, and words of the feminine gender include the masculine and the neuter gender.

9.3. Indemnification. AzHOSA Foundation shall indemnify, to the fullest extent allowed by Arizona law as it now exists or may be amended, any person who incurs liability to any person for any action taken, or any failure to take any action as an officer, director, employee, or agent of AzHOSA Foundation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any right or protection of an officer, director, employee, or agent of AzHOSA Foundation with respect to any act or omission occurring prior to the time of such repeal or modification.

CERTIFICATE OF ADOPTION

I certify that I am the Secretary of Arizona Health Occupations Students of America Foundation, an Arizona nonprofit corporation (“AzHOSA Foundation”), and have been designated by the Board of Directors of AzHOSA Foundation to act in that capacity; that the foregoing updated Bylaws have been adopted as the Bylaws of AzHOSA Foundation by its Board of Directors by written consent in lieu of meeting dated as of the ___ day of _____, 2009, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED the _____ day of _____, 2009.

Secretary