

BYLAWS OF HEALTH EQUITY ADVOCATES

A California Nonprofit Public Benefit Corporation

Adopted: 8/27/2026

ARTICLE I — NAME AND PURPOSE

Section 1. Name

The name of this corporation is **Health Equity Advocates**, hereinafter referred to as the “Corporation” or “HEA.”

Section 2. Purpose

Health Equity Advocates is organized and operated as a California Nonprofit Public Benefit Corporation for charitable and educational purposes.

The Corporation's specific purpose is to:

Educate, empower, and mobilize young people to address health disparities in their communities and pursue a career in healthcare.

The Corporation may fulfill its purpose through education, advocacy, leadership development, community engagement, research, health equity initiatives, healthcare career development, student chapters, and other activities consistent with its mission.

Section 3. Tax-Exempt Intent

The Corporation is organized with the intent to qualify for recognition as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, subject to recognition by the Internal Revenue Service.

ARTICLE II — PARTICIPATION AND NETWORK

Section 1. No Statutory Members

The Corporation shall have no statutory members within the meaning of the California Corporations Code unless these Bylaws are subsequently amended to establish statutory membership.

Section 2. HEA Participants

The Corporation may have students, advocates, volunteers, Chapter Leaders, organizational participants, and other individuals who participate in HEA programs and activities.

Participation in HEA does not create statutory membership in the Corporation.

Section 3. Health Equity Advocates Network

The Corporation may operate the **Health Equity Advocates Network (HEAN)** as a national network of affiliated students, chapters, leaders, advocates, and educational institutions.

ARTICLE III — BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors (“Board”) shall have ultimate responsibility for the governance, management, and affairs of the Corporation.

The Board shall operate in accordance with the Articles of Incorporation, these Bylaws, applicable law, and policies adopted by the Corporation.

Section 2. Number of Directors

The Board shall consist of not fewer than **three (3)** and not more than **seven (7)** Directors.

Section 3. Qualifications

Directors shall support the mission of Health Equity Advocates and demonstrate integrity, responsibility, sound judgment, and commitment to the Corporation's purposes.

Section 4. Terms

Directors shall serve terms established by the Board and may be reelected or reappointed.

Section 5. Resignation

A Director may resign at any time by providing written notice to the Corporation.

Section 6. Removal

A Director may be removed in accordance with applicable California law.

Section 7. Vacancies

Board vacancies may be filled by the remaining Directors in accordance with applicable law.

ARTICLE IV — OFFICERS

Section 1. Officers

The officers of Health Equity Advocates shall be:

1. **Founder & President**
2. **Vice President of Operations & Chapters**
3. **Director of Programs & Health Equity Initiatives**
4. **Director of Communications & Outreach**
5. **Treasurer & Director of Finance**

The Board may establish additional officer positions when organizational growth or legal requirements make additional positions appropriate.

Section 2. Founder & President

The Founder & President shall serve as the chief executive officer of the Corporation.

The President shall:

- Provide overall organizational leadership;
- Establish and communicate the strategic direction of HEA;

- Oversee implementation of the Corporation's mission;
- Preside over meetings of the Board;
- Supervise and coordinate the executive leadership team;
- Represent HEA in external partnerships and organizational matters;
- Oversee national organizational development;
- Ensure that the Corporation operates consistently with its Articles, Bylaws, and mission; and
- Perform other duties assigned by the Board.

The title **Founder & President** recognizes the founding role of the individual who established the Corporation. The title does not create additional legal authority beyond that granted to the President under these Bylaws and applicable law.

Section 3. Vice President of Operations & Chapters

The Vice President of Operations & Chapters shall serve as the second-ranking executive officer of the Corporation and shall support the President in organizational management.

The Vice President shall:

- Support the President in organizational operations;
- Oversee the development and administration of HEA chapters;
- Coordinate communication with Chapter Leaders;
- Support chapter recruitment, onboarding, development, and retention;
- Maintain organizational systems and operational procedures;
- Assist with leadership recruitment and development;
- Coordinate internal executive leadership activities;
- Monitor chapter activity and organizational engagement;
- Support national expansion of the Health Equity Advocates Network;
- Assume responsibilities delegated by the President or Board; and
- Perform the functions of **Secretary** when designated by the Board, including maintaining corporate records and meeting minutes.

Section 4. Director of Programs & Health Equity Initiatives

The Director of Programs & Health Equity Initiatives shall oversee the Corporation's health equity programming and educational initiatives.

The Director shall:

- Develop and oversee health equity programs;
 - Develop educational and advocacy initiatives;
 - Support chapter programming and event development;
 - Identify relevant public health and health equity issues;
 - Develop resources and educational materials;
 - Support community engagement initiatives;
 - Establish program goals and intended outcomes;
 - Assist with program evaluation and impact assessment;
 - Coordinate organization-wide health equity campaigns;
 - Collaborate with Chapter Leaders and other officers; and
 - Perform other duties assigned by the President or Board.
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Section 5. Director of Communications & Outreach

The Director of Communications & Outreach shall oversee the Corporation's communications, public outreach, recruitment, and organizational visibility.

The Director shall:

- Develop and implement communications strategies;
 - Oversee HEA social media and digital communications;
 - Maintain consistent organizational messaging and branding;
 - Develop recruitment and outreach materials;
 - Support recruitment of students, advocates, and chapter leaders;
 - Coordinate outreach to schools, organizations, and community partners;
 - Communicate organizational initiatives and chapter accomplishments;
 - Support website content and public-facing communications;
 - Monitor communications and engagement efforts;
 - Collaborate with the Programs and Chapters teams; and
 - Perform other duties assigned by the President or Board.
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Section 6. Treasurer & Director of Finance

The Treasurer & Director of Finance shall oversee the financial affairs of the Corporation.

The Treasurer shall:

- Maintain or oversee accurate financial records;
- Assist in developing the Corporation's annual budget;
- Monitor organizational income and expenditures;
- Oversee authorized banking and financial accounts;
- Maintain appropriate financial controls;
- Assist with financial reporting;
- Track fundraising and grant-related financial activity;
- Monitor compliance with applicable financial requirements;
- Provide financial information to the Board;
- Coordinate financial documentation required for grants and other funding opportunities; and
- Perform other financial duties assigned by the President or Board.

The Treasurer shall not use Corporation funds for personal benefit and shall comply with all applicable conflict-of-interest and financial-control requirements.

Section 7. Separation of Duties

No officer shall exercise authority inconsistent with applicable law, the Articles of Incorporation, or these Bylaws.

The Corporation shall maintain appropriate separation of financial, executive, and oversight responsibilities.

No individual shall simultaneously serve as both President and Treasurer.

ARTICLE V — EXECUTIVE LEADERSHIP

Section 1. Executive Leadership Team

The officers of the Corporation shall collectively constitute the **Executive Leadership Team**.

Section 2. Coordination

The Executive Leadership Team shall work collaboratively to implement the Corporation's strategic priorities and support the mission of Health Equity Advocates.

Section 3. Delegation

The President may delegate responsibilities to other officers, committees, employees, volunteers, or authorized representatives when appropriate.

Delegation does not remove the President or Board's responsibility for appropriate oversight.

ARTICLE VI — BOARD MEETINGS

Section 1. Regular Meetings

The Board shall meet as necessary to conduct the business of the Corporation.

Section 2. Special Meetings

Special meetings may be called by the President or by a majority of the Directors.

Section 3. Notice

Notice of meetings shall be provided in accordance with applicable California law.

Section 4. Quorum

A majority of the authorized number of Directors shall constitute a quorum unless otherwise provided by law.

Section 5. Voting

Unless otherwise required by law, an action of the Board requires the affirmative vote of a majority of Directors present at a meeting where a quorum is present.

Section 6. Electronic Meetings

Meetings may be conducted through electronic communications when permitted by applicable law.

ARTICLE VII — COMMITTEES

The Board may establish standing or temporary committees, task forces, advisory groups, or other bodies as necessary.

Committees shall operate within the authority delegated to them by the Board and shall remain subject to Board oversight.

ARTICLE VIII — HEA CHAPTERS

Section 1. Chapter Establishment

The Corporation may recognize affiliated Health Equity Advocates chapters at high schools, colleges, universities, and other educational institutions.

Section 2. Chapter Name

Affiliated chapters may use the name:

Health Equity Advocates [School Name] Chapter

or another name approved by the Corporation.

Section 3. Chapter Leadership

Chapters may establish their own leadership structures consistent with HEA guidelines and the requirements of their educational institution.

Section 4. Chapter Recognition

The Corporation may establish procedures for reviewing, recognizing, maintaining, suspending, or ending chapter affiliation.

Section 5. Chapter Resources

The Corporation may provide chapters with recommended constitutions, bylaws, event guides, educational resources, branding materials, leadership resources, and other organizational materials.

Section 6. Institutional Requirements

Chapters shall comply with applicable policies and requirements of their educational institutions in addition to HEA policies and guidelines.

ARTICLE IX — CONFLICTS OF INTEREST

The Corporation shall maintain a conflict-of-interest policy consistent with applicable law.

Directors, officers, and individuals acting on behalf of the Corporation shall disclose actual or potential conflicts of interest and shall not use their positions for improper personal benefit.

ARTICLE X — COMPENSATION

Directors and officers shall not receive compensation solely for serving as Directors or officers unless compensation is authorized in accordance with applicable law.

The Corporation may compensate individuals for legitimate services provided to the Corporation when permitted by law and appropriately authorized.

ARTICLE XI — FINANCIAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall be established by the Board.

Section 2. Bank Accounts

Corporate funds shall be maintained in accounts designated by the Board.

Section 3. Use of Funds

Corporate funds shall be used exclusively to advance the purposes and mission of Health Equity Advocates.

Section 4. Financial Records

The Corporation shall maintain accurate financial records in accordance with applicable law.

Section 5. Financial Controls

The Board may establish additional policies concerning expenditures, reimbursements, banking authority, fundraising, grants, and financial reporting.

ARTICLE XII — CORPORATE RECORDS

The Corporation shall maintain appropriate records, including:

- Articles of Incorporation;
 - Bylaws and amendments;
 - Board meeting minutes;
 - Financial records;
 - Conflict-of-interest documentation;
 - Government filings;
 - Organizational policies; and
 - Other records required by applicable law.
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ARTICLE XIII — NONDISCRIMINATION

Health Equity Advocates shall comply with applicable nondiscrimination laws and seek to provide equitable opportunities for participation in its programs and activities.

ARTICLE XIV — INDEMNIFICATION

To the fullest extent permitted by California law, the Corporation may indemnify its Directors, officers, employees, and authorized agents for liabilities and expenses arising from their service to the Corporation.

The Corporation may obtain insurance to protect the Corporation and individuals serving on its behalf.

ARTICLE XV — DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed in accordance with the Articles of Incorporation and applicable California law.

No assets shall be distributed for the private benefit of any Director, officer, or other private individual except as permitted by law.

ARTICLE XVI — AMENDMENTS

These Bylaws may be amended, repealed, or replaced in accordance with applicable California law and the Articles of Incorporation.

No amendment may conflict with the Articles of Incorporation or applicable law.

ARTICLE XVII — ADOPTION

These Bylaws were adopted by the Board of Directors of Health Equity Advocates on:

Date: 8/27/2026

Founder & President: Kamara Nnadi

Signature: Kamara Nnadi

Vice President of Operations & Chapters: Chinedu Nnadi

Signature: Chinedu Nnadi