

THE NEW YORK STATE SPEECH-LANGUAGE-HEARING ASSOCIATION, INC. BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1 – Name

The name of this association shall be the New York State Speech-Language-Hearing Association, Inc., referred to herein as “the Association.”

Section 2 – Territory and Office

The Association shall conduct activities primarily in New York State. The principle office of the Association shall be located in the County of Albany, State of New York. This office shall direct Association activities and be the depository for all Association records. The Association may also have offices at such other places within the state as the Board of Directors may from time to time determine or the business of the Association may require.

Section 3 - Purpose

The purpose of this Association shall be to represent the membership and enhance, safeguard and advocate for the professions of speech-language pathology and audiology and individuals served by the members of these professions.

ARTICLE II – MEMBERSHIP

Section 1 – Membership Classification

The membership of this Association shall consist of four categories: Regular Members, Associate Members, Student Members, and Life Members. Only Regular and Life Members shall be entitled to vote. All members of the Association must abide by the Code of Ethics of the Association.

- a. Regular Members must hold a) a graduate degree with a major emphasis in speech-language pathology or audiology or speech and hearing science, or b) a graduate degree and present evidence of current research in communicative disorders, but must not provide or supervise the evaluation and/or treatment of persons with speech-language and/or hearing impairments regardless of setting. Regular Members have the right to hold office and serve on committees pursuant to the requirements of those offices or committee assignments. Regular Members shall vote in Association elections or referendums in accordance with Article III, Section 5. Individuals who are qualified to become a member in any other member classification may not henceforth qualify as a Regular Member.
- b. Associate Members are individuals who neither hold the minimum educational requirement of a graduate degree with a major emphasis in speech-language pathology, audiology, or speech-language and hearing science, nor are currently conducting research in communicative disorders. Associate Members may serve on committees of the Association pursuant to the requirements of those committee assignments.

Associate Members shall have no vote in Association elections or referendums in accordance with Article III, Section 5. Individuals who are qualified to become a member in any other member classification may not henceforth qualify as an Associate Member.

- c. Student Members must be undergraduates who have completed a minimum of nine (9) semester hours in speech-language pathology, audiology, or speech-language and hearing sciences, or matriculated in a graduate degree in speech-language pathology, audiology, or speech-language and hearing sciences. Student Members have the right to hold the office of Student Director on the Board of Directors based on the requirements outlined in the Policy and Procedure Manual. Student members have the right to serve on committees. Student Members shall have no vote in Association elections or referendums in accordance with Article III, Section 5. Individuals who are qualified to become a member in any other member classification may not henceforth qualify as a Student Member.
- d. A Life Member is any member who has reached the age of at least 70 years at the time of application, and has at least 25 years of consecutive NYSSLHA membership or 35 years of cumulative membership immediately prior to attaining age 70. Life Members have the right to hold office and serve on committees pursuant to the requirements of those offices or committee assignments. Life Members shall vote in Association elections or referendums in accordance with Article III, Section 5.

Section 2 – Membership Dues

The Association membership dues for all classes of members shall be reviewed and established by the Board of Directors on an annual basis.

Section 3 – Term of Membership

The membership year shall be the calendar year. Membership in the Association shall not be transferable, assignable, or available for resale.

Section 4 – Member in Good Standing

In order to be in good standing, a member must have paid his or her dues for the current membership year and not be delinquent as set forth in Article II, Section 5 of these Bylaws.

Section 5 – Delinquency

Any member in any membership class whose dues are in arrears starting from the beginning of the membership year shall lose all membership rights and privileges.

ARTICLE III – MEMBERSHIP MEETING

Section 1 – Annual Meeting

The members of the Association shall hold an annual meeting within the first five months of the calendar year for the election of Directors (if any) and for the transaction of such other business as may properly come before the members. The Board of Directors shall fix the date and place of the meeting.

Section 2 – Special Meetings

Special meetings of the members shall be held whenever called by a majority of the Board, by the President of the Association, by the Secretary of the Association, by the written demand of at least ten percent of the Regular Members, or by written demand of at least one-half of all members of the Association. Written demand shall include normal postal service and electronic mail. The time and place of these special meetings shall be fixed by the Executive Committee and shall not be less than two (2) nor more than three (3) months from the date of such written demand.

Section 3 – Notice of Meetings

Written notice of the place, date and hour of any annual or special meeting shall be given to each member. Notice of a special meeting shall include the purpose for which it is called, and the name of the person calling the meeting. If the special meeting is by written demand, the notice of the meeting shall be given by the Secretary. If the Secretary fails to do so within five (5) business days of receipt of said demand, the person making the demand may give notice. Any notice shall be mailed or e-mailed or otherwise given not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice shall also be posted on the NYSSLHA website.

Section 4 – Quorum

At any annual or special meeting of the members, the presence of no less than ten (10) percent of the members eligible to vote, or one hundred (100) of the members eligible to vote, whichever is less, shall be necessary to constitute a quorum for the transaction of Association business. Said member shall be deemed to be present when he or she is in attendance at the meeting, or when the member's proxy has been received.

Section 5 – Voting

Each Regular and Life Member shall have one (1) vote in all matters properly coming before the membership except as otherwise provided for herein. Proxy votes will be accepted in writing or by e-mail from members entitled to vote but unable to be present. Proxies must be submitted in writing or by e-mail to the Secretary and will be accepted up until five (5) business days before the meeting to be counted with other votes cast at the meeting. Only members in good standing shall be eligible to vote.

Section 6 – Action by the Members

Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of votes cast at a meeting of the members at which a quorum is present shall be the act of the members. Any action required or permitted to be taken by the members may be taken without a meeting if all members entitled to vote on that action consent in writing or by e-mail to that action.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number of Board of Directors

There shall be from seven (7) to seventeen (17) seats on the Board of Directors composed, when possible, of the seven (7) Officers of the Association and one (1) Director representing Speech in the Schools, one (1) Director representing Speech in the Hospitals and Agencies, one (1) Director representing Universities and Laboratories, one (1) Director representing Speech in Private Practice, four (4) Directors representing Audiology, one (1) Director representing the Board of Regional Association Presidents and Student Director(s).

Section 2 – Eligibility of Directors

A Director must be a regular or life member in good standing, be qualified to represent the designated position he or she holds or seeks to fill and, with the exception of the Student Director, hold New York State license in speech-language pathology and/or audiology.

Section 3 – Eligibility of Student Director

The Student Director must be a Student Member of the Association and a member in good standing.

Section 4 – Nomination and Election of Officers and Directors

The Board of Directors shall be elected by all members in good standing entitled to vote.

(a) Primary vote. In order to ensure that each profession has a deciding vote in choosing the officers and directors to represent its profession on the Board of Directors, the Nominating Committee shall solicit nominees from the membership and prepare for a primary vote two (2) separate slates of nominees. One slate shall consist of nominees for the positions of Vice President of Speech-Language Pathology, and the Directors representing Speech in the Schools, Speech in the Hospitals and Agencies, Speech in Universities and Laboratories, and Speech in Private Practice that will be vacant at the end of the Association membership year. The other slate shall consist of nominees for the positions of Vice President of Audiology and the Directors representing Audiology that will be vacant at the end of the Association membership year. Both slates of nominees shall be announced to the members no less than ninety (90) days prior to the Annual Meeting.

Once the slates of nominees are announced, additional nominees may be submitted to the Nominating Committee in writing or by electronic mail with a supporting petition signed by twenty (20) members in good standing entitled to vote. Said additional nominees must be submitted no less than sixty (60) days prior to the Annual Meeting.

A primary ballot consisting of the slate of nominees for any open positions for Vice President of Speech-Language Pathology and the Directors representing Speech in the Schools, Speech in the Hospitals and Agencies, Speech in Universities and Laboratories, and Speech in Private Practice, shall be mailed or e-mailed to the Regular Members in good standing who have designated their profession to be Speech-Language Pathology. A primary ballot consisting of the slate of nominees for any open positions for Vice President of Audiology and the Directors representing Audiology shall be mailed or e-mailed to the Regular Members in good standing who have designated their profession to be Audiology. Both primary ballots shall include the slate of nominees for any open positions for President Elect, Secretary and Treasurer.

Both primary ballots shall be mailed or e-mailed no less than forty-five (45) days prior to the Annual Meeting. Only speech-language pathology members may vote for the nominees for the speech-language pathology officer and director positions and only audiology members may vote for the nominees for the audiology officer and director positions. Members that are both speech-language pathologists and audiologists may vote for both the

speech-language pathology and audiology officer and director positions. Members must complete and return their primary ballots to the principal office of the Association no less than fifteen (15) days prior to the Annual Meeting. The Association staff will tally the ballots and the Secretary will verify the results.

The nominees receiving the highest vote total for their respective speech-language pathology positions shall be the candidates for their offices in the general election and the nominees receiving the highest vote total for the audiology positions shall be the candidates for their offices in the general election.

(b) General Election. The slate of candidates selected in the primary vote shall be announced and ratified by one vote cast by the Secretary or his or her designee at the Annual Meeting.

Section 5 –Nomination and Election of Student Director

The Board will nominate and elect two or more Student Directors from the Associations Student Members attending state accredited colleges, universities and institutions offering a program of study in communication disorders. The nomination and selections of the Student Director(s) will be made as outlined in the Policy and Procedure Manual.

Section 6 –Regional Association Director

The current President of the Board of Regional Association Presidents (BRAP) shall serve on the Board of Directors.

Section 7 – Term of Office

The term of office for Directors shall be two (2) years with the term beginning January 1st of the year following the election, except as otherwise provided by Article IV, Sections 15, 16 and 17, and may be elected to a maximum of two (2) successive terms.

Section 8 – General Management

The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of the Association. The general management of the affairs of this Association shall be vested in the Board of Directors. The Board of Directors shall be accountable for the assets and property of the Association and shall determine its policies with the advice of its various committees and other expert persons as necessary. It shall have power to employ necessary staff, contractors or other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Association and to promote its best interest. The Board may employ an Executive Director or management firm whose duties shall include the responsibility for the day-to-day operations of the Association, administration and coordination of all association activities in accordance with the policies of the Association and for any contractual agreements and regulations. The Board is authorized to delegate its power to committees, Officers or employees to the extent consistent with law.

Section 9 – Duties

It shall be the duty of the Board of Directors to establish policies to govern the operation of the Association, and to ensure that a complete record of the Board's actions and corporate affairs are kept and reported to the members at the annual meeting of the members.

Section 10 – Meetings of the Board of Directors

The Board shall have a minimum of four meetings per year. Special meetings of the Board shall be held whenever called by the President, or by another Officer upon the written request of three (3) Directors. Members of the Board shall be given at least three (3) days' notice of any special meeting. Any member in good standing may attend a meeting of the Board of Directors upon the invitation of a Director or by written or e-mail request received by the Executive Director or management firm not less than five (5) business days prior to the meeting.

Section 11 – Quorum

Unless a greater proportion is required by law, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

Section 12 – Voting

Every elected member of the Board of Directors shall have one vote. Proxy votes shall not be allowed.

Section 13 – Action by the Board

Except as otherwise provided by statute or by these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing or by e-mail to the adoption of a resolution authorizing the action. Any one (1) or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meetings to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Where a meeting has been properly convened, the Board, at its option, may resolve to vote by means of mail-in, facsimile, or e-mail ballot, or by conference voice vote.

Section 14 – Compensation

No compensation shall be paid to any Board member for their services as an Officer or as a Director of the Association.

Section 15 – Resignation

A Director may resign at any time by giving written or e-mail notice to the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 16 – Attendance

A Board member who has missed two (2) consecutive meetings of the Board of Directors without reasonable cause shall be asked to resign or shall be removed. After a Board member has missed his or her first meeting without reasonable cause, the Secretary shall mail a letter or use e-mail to inform the Board member that failure to attend the next meeting will result upon a motion to be made calling for resignation. If the Board member fails to attend the second meeting, the Secretary shall mail a letter or e-mail inviting him or her to attend the next meeting to defend against the motion calling for the resignation or removal.

Section 17 – Removal or Vacancy

Any Director may be removed from the Board, with cause, by an affirmative two-thirds (2/3) vote of the members that elected the Director. In the event of the death, resignation or removal of a Director, the position may be filled pursuant to the procedures set forth for the Nominating Committee in Article VII, Section 1 and by a majority vote of the Board of Directors at the next regularly scheduled meeting of the Board of Directors. The Director elected to fill a vacancy shall complete the unexpired term of the position being filled.

ARTICLE V – OFFICERS

Section 1 – Officers

The Officers of the Association shall be a President, President-Elect, Immediate Past President, Vice President for Audiology, Vice President for Speech-Language Pathology, Secretary and Treasurer. The President-Elect shall automatically succeed the President. The President shall automatically succeed the Immediate Past President. The Officers comprise the Executive Committee and shall be members of the Board of Directors.

Section 2 – Eligibility and Qualifications

Any Regular or Life Member in good standing shall be eligible for nomination and election as an officer of this Association provided that he or she must be qualified to represent the designated position he or she seeks to fill.

Section 3 - Nominations and Election

The Officers of the Association shall be elected by the Regular or Life Members in good standing under the procedures set forth in Article IV, Section 4, and serve until their successors have been duly elected and assume office.

Section 4 – Term of Office

The President, President-Elect, and Immediate Past President shall hold office for the term of one (1) year except as provided by Article V, Section 11 hereof. The Vice Presidents, Secretary and Treasurer shall hold office for the term of (2) years.

Section 5 – President: Duties

The President shall be the Principal Elected Officer and primary representative of the Association. The President shall serve as Chair of the Board of Directors and the Executive Committee. The President shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all appointments of standing and special committees and trustees except as otherwise set forth herein. At the Annual Membership Meeting and at other such times as is deemed proper, the President shall communicate to the members such matters which will promote and foster the general welfare and well-being of the Association and the professions. The President shall oversee the business of the Association and perform duties as may be prescribed by the Board of Directors from time to time.

Section 6 – President Elect: Duties

In absence of the President, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers and restrictions of the President. The President Elect is responsible for oversight of the planning of the convention and performs other duties as may be assigned by the President or by the Board of Directors.

Section 7 – Immediate Past President: Duties

In absence of the President and the President-Elect, or in the event of the President's and President-Elect's inability or refusal to act, the Immediate Past President shall perform the duties of the President, and when so acting shall have all the powers and restrictions of the President. The Immediate Past President shall serve as the chair of the Government Affairs Committee, as well as the Nominating Committee and perform other duties as may be assigned by the President or by the Board of Directors.

Section 8 – Vice President for Audiology and Vice President for Speech-Language Pathology: Duties

There shall be two (2) Vice-Presidents. One (1) Vice President shall represent Audiology and one (1) Vice President shall represent Speech-Language Pathology. Vice Presidents are responsible for monitoring and reporting the activities of their respective Directors, Committees and Task Forces. Vice-Presidents recommend to the President which committees and task forces under their jurisdiction should be discontinued. Vice-Presidents shall be also responsible for such duties as are individually assigned to them by the President.

Section 9 – Secretary: Duties

The Secretary shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors, the counting of proxy votes, and shall ensure that accurate records are kept of all members. The Secretary shall Chair the Bylaws Committee when needed and conduct a review every two years. Certain duties of the Secretary as specified by the Board of Directors may be delegated to the Executive Director or management firm.

Section 10 – Treasurer: Duties

The Treasurer shall oversee the Association's funds and financial records; the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of the Association's funds; the performance of an annual audit or review, pursuant to Article IX by a certified public accountant; and further, shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times as called upon by the President. Certain duties of the Treasurer as specified by the Board of Directors may be delegated to the Executive Director or management firm. The Treasurer shall also serve as the Treasurer of the Political Action Committee (PAC).

Section 11 – Removal or Vacancy

The Board may remove any Officer, with cause, by an affirmative two thirds (2/3) vote. In the event of the death, resignation or removal of an Officer, the President, except as set forth herein below, shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by an affirmative vote of the Board within the next two regular meetings. In the event the President is unable or unwilling to fulfill his or her duties, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers and restrictions of the President. In the event the President-Elect is unable or unwilling to assume the office of President, the President shall assume such duties until a successor is elected. In the event that the

Immediate Past President is unable or unwilling to fulfill his or her duties, a Vice President or Past President shall be appointed by the Board shall assume such duties until such term has expired.

ARTICLE VI – ASSOCIATION STAFF

Section 1 – Executive Director/Management Firm Appointment

The Board of Directors may employ a Executive Director or a management firm whose term and conditions of employment shall be specified by the Board or by an association management contract. When an Executive Director is engaged, the Executive Committee shall conduct the annual performance appraisal of the Executive Director and recommend the ongoing compensation and other financial arrangements to the Board of Directors. When a management firm is engaged, the Executive Committee shall conduct an annual performance appraisal of the firm. Compensation and other financial arrangements will be specified in the management contract.

Section 2 – Executive Director/Management Firm Duties

The Executive Director or management firm shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President. The Executive Director or management firm shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. When an Executive Director is engaged, the Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors, the Executive Committee and all standing and temporary committees with the exception of the Honors and Awards Committee. When a management firm is engaged, the specific duties of the firm will be specified in the management contract. An agent of the firm shall serve without vote as an ex-officio member of the Board of Directors, the Executive Committee and all standing and temporary committees with the exception of the Honors and Awards Committee.

ARTICLE VII – COMMITTEES

Section 1 – Standing Committees

The regular, continuing business of the Association shall be conducted by Standing Committees. The appointed chair shall be responsible for and serve as a liaison to the Board of Directors for said committee. Each of these standing committees shall consist of three (3) or more members. Standing committee members must be members in good standing.

There shall be eight (8) standing committees of the Association. These committees shall be the Executive Committee, Finance Committee, Government Affairs Committee, Honors and Awards Committee, Nominating Committee, Professional and Ethical Practices Committee, Membership Committee, Education Committee and Bylaws Committee.

Members of the committees shall serve consecutive one year terms unless otherwise specified, provided however, that the Board of Directors or the Executive Committee may remove any committee member at any time without cause.

Roles and responsibilities of the committees are outlined in the Policy and Procedure Manual. The Board of directories may add additional committees as needed for the operation of the association.

Section2– Ad Hoc Committees

The President may appoint special committees or task forces to carry out specific duties not provided for in the Standing Committees, subject to ratification by the Board of Directors. Such committees or task forces shall have a defined time line for completion of their work.

ARTICLE VIII – INDEMNIFICATION

The Association shall indemnify its Directors, Officers and any employees against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys' fees, in connections with any claim asserted against the Director, Officer and employees by action in court or otherwise, by reason of the fact that such person was a Director, Officer or employee of the Association and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Association, and not unlawful.

Indemnification shall be provided in the manner and to the full extent afforded by the Not-for-Profit Corporation Law; and as permitted by such law, the Association may provide additional indemnification pursuant to any agreement, action of the Board of Directors, or by provision of these bylaws.

This article shall be exclusive but shall include, by implication, any and all rights and remedies available to the Association, the Directors, Officers and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to the Not-for-Profit Corporation Law.

ARTICLE IX –AUDIT

The accounts of the Association shall be audited by an independent certified public accountant who is not an Officer, Board Member or employee of the Association not less than once every three years. Additional audits may be conducted at the direction of the Treasurer or Board of Directors. An annual review will be conducted by an independent certified public accountant who is not an Officer, Board Member or employee of the Association in the years an audit is not conducted.

ARTICLE X – CONFLICT OF INTEREST

A conflict of interest exists when a matter to be acted upon by the Board confers a direct benefit to any Director, business or agency from which a Director derives income or has authority in governance.

A Director shall abstain from discussing or voting on any matter before the Board which places him or her in a conflict of interest and leave the meeting room during this time.

Prior to voting and, to the extent practicable, prior to discussing any matter in which a conflict of interest exists, the affected Director shall declare that he or she has a conflict of interest, and shall excuse him or herself and

leave the room. Prior to discussing or voting on any matter, a Director may be requested by any other Director to abstain from being present and discussing or voting because of a conflict of interest. If the challenged Director refuses to abstain from said request, the President shall immediately call for a vote of the Directors to determine whether the challenged Director has a conflict of interest and shall be required to abstain from discussing and voting on the matter before the Board. If a two-thirds (2/3) majority of the Directors present votes to require the abstention of the challenged Director, that Director shall not be permitted to be present or vote.

ARTICLE XI – STANDARD OF CARE

Officers, delegates, members of committees and councils shall discharge their respective positions in good faith and with the degree of diligence, care and skill which ordinarily prudent people would exercise under similar circumstances in like positions.

ARTICLE XII - DISCRIMINATION

The Association shall not discriminate on the basis of race, national origin, religion, age, sex, sexual orientation, gender, gender identification or handicapping condition. All programs and activities of the Association shall be conducted in furtherance of this Article.

ARTICLE XIII – CONSTRUCTION BETWEEN THESE BYLAWS AND THE CERTIFICATE OF INCORPORATION

If there is any conflict between the provisions of the Certificate of Incorporation and the Bylaws, provisions of the Certificate of Incorporation shall govern.

ARTICLE XIV – AMENDMENTS TO BYLAWS

Amendments to these Bylaws may be proposed to the Board of Directors on its own initiative or upon petition by ten percent (10 %) of the Regular and Life Members. The Board of Directors shall present all such proposals to the Regular and Life Members with or without endorsement.

Amendments to or a repeal of these Bylaws shall be approved by a two-thirds (2/3) affirmative vote of the Regular and Life Members who participate in an electronic vote or who a vote during the Annual Meeting. Regular and Life Members shall be provided thirty (30) days to review the recommended changes prior to the call for an electronic vote.

ARTICLE XV – DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. In the event of the dissolution or liquidation of the Association, all of its assets and property remaining after payment of its debts and obligations and the expenses of such dissolution and liquidation, shall be distributed only to such regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be chosen by the Board of Directors.

