



Revised Document March 7, 2009

**BY-LAWS OF THE INDIANA SPEECH-LANGUAGE-HEARING ASSOCIATION, INC.**

Adopted June 1979

(Amended May 1988; May 1991; May 1994; May 1995; June 2000; June 2004, October 2006)

**ARTICLE 1. NAME AND LOCATION**

**Section 1. Name.** The name of the organization shall be The Indiana Speech-Language-Hearing Association, Inc. (herein after known as The Indiana Speech-Language-Hearing Association, the "Corporation" or ISHA), a non-for-profit public benefit corporation incorporated under the laws of the State of Indiana.

**Section 2. Office.** The office of the Indiana Speech and Hearing Association shall be in a location determined by the Executive Council.

**ARTICLE II. PURPOSE**

**The purposes of ISHA shall be:**

1. To promote and support the scientific study of the basic processes of human communication.
2. To encourage the accurate identification and description of communication disorders and their causes, prevention, and treatment.
3. To encourage and support the establishment and maintenance of high standards of training and of professional competence of persons engaged in the diagnosis and treatment of communication disorders.
4. To stimulate the exchange of information among the membership of the Corporation, and between the membership and other persons professionally engaged in related areas of study and practice; and to disseminate such information to the public.

**ARTICLE III. MISSION**

**The mission of ISHA shall be** to support its members in the provision of quality services through advocacy, professional development and public awareness.

**ARTICLE IV. MEMBERSHIP**

**Section 1. Classes of Membership.** There shall be six (6) classes of Membership:

**(a) Active Member.** Any individual who desires to participate in the activities of the Corporation and all other rules and regulations adopted by the Executive Council, including the payment of dues and assessments, and who (1) holds a master's or higher degree, with major emphasis in speech-language pathology, audiology, speech, language, or hearing science, (including education of the hearing impaired/deaf); or (2) holds a master's or higher degree, from an accredited institution of higher education and presents evidence of active research, interest, and/or performance in the field of human communication: and who is a resident of or employed in the State of Indiana, may become an Active Member of the Corporation upon written application, acceptance by the Executive Council and payment of annual dues. Any person who was an Active Member because of earlier Membership criteria may continue his/her Membership in the Corporation upon uninterrupted payment of annual Membership dues.

**(b) Associate Member.** Any individual who desires to participate in the activities of the Corporation and all other rules and regulations adopted by the Executive Council, including the payment of dues and assessments, and (1) who holds a bachelor's or associate's degree, with a major emphasis in speech-language pathology, audiology, speech, language, or hearing science, or education of the hearing impaired/deaf from an accredited institution of higher education, or who serves as an aide to an Active Member, and who is a resident of or employed in the State of Indiana; or (2) who has been a Member of the Corporation, but no longer resides in or is employed in the State of Indiana and who requests transfer from Member to Associate Member status within one year of leaving the state; may become an Associate Member of the Corporation upon written application, acceptance by the Executive Council, and payment of annual dues.

**(c) Student Member.** Any student enrolled in an undergraduate or graduate program with a major emphasis in speech language pathology, audiology, speech, language, or hearing science or education of the hearing impaired/deaf at an accredited institution of higher education may apply for Student Membership. A Student Member must not be gainfully employed in any of the previously mentioned professions, except as a recipient of a scholarship, fellowship, or other educational stipend. Status as a student shall be attested annually by the director of the student's program or by that director's authorized representative. Students eligible to be Active Members may apply for and be granted Active Member status according to the provisions of paragraph (a) of this Section. Years as a Student Member shall be counted toward Active Member or Associate Member status.

**(d) Life Member.** Any person, upon reaching the age of sixty-five (65) years, or who must retire from professional employment because of health reasons, and who has been an Active Member in good standing for a total of twenty-five (25) years, may apply for Life Member status. Life members shall be exempt from annual dues and assessments and shall have all privileges of Active Members.

**(e) Associate Life Member.** Any person, upon reaching the age of sixty-five (65) years, or who must retire from professional employment because of health reasons, and who has been an Associate Member in good standing for a total of twenty-five (25) may apply for Associate Life Membership. Annual dues shall be waived for Associate Life Members.

**(f) Affiliate.** Any individual, group, company or corporation that has an interest in the profession and is ineligible to join under any other membership category may apply for Affiliate Membership.

**Section 2. Application for Membership.** Application for admission to Membership or change in Membership categories shall be made in writing on forms prescribed and approved by the Executive Council. Applications shall be accompanied by the appropriate fees. Membership or change in Membership category shall become effective upon approval by the Executive Council and written notification to the applicant.

**Section 3. Privileges of Membership.** Any person in any class of Membership shall be privileged to attend and participate in meetings of the Corporation and to receive publications issued by the Corporation. Only Active Members and Life Members shall be eligible to hold elective office in the Corporation, to serve as chairpersons or team leaders of its committees, teams, or task forces, or to vote on the affairs of the Corporation.

**Section 4. Suspension, Termination and Reinstatement.** The Executive Council shall be empowered to suspend or terminate the Membership of any Active Member, Life Member, Associate Member, Associate Life Member, Student Member or Affiliate Member for nonpayment of dues or assessments and for revocation of licensure in any state and/or loss of ASHA membership or certification. Such individual may be reinstated upon such terms as the Executive Council may determine.

## **ARTICLE V. EXECUTIVE COUNCIL**

**Section 1. Duties and Qualifications.** The business and affairs of the Corporation shall be managed by an Executive Council (also known as a Board of Directors) at least a majority of whom, as provided by law, shall be citizens of the United States and all of whom shall be Active or Life Members of the Corporation. The Executive Council shall be composed of the President, President-Elect, Secretary, and Treasurer, and five (5) Vice-Presidents: Vice-President of Professional Development, Vice-President of Publications and Communications, Vice-President of Marketing, Vice-President of Speech-Language Pathology, and Vice-President of Audiology. No two offices may be held concurrently by the same person. The immediate Past President shall act as a non-voting advisor to the Executive Committee and Council for one year with flexible responsibilities tailored to meet the needs of the Association and the expertise of the Past President.

**Section 2. Number and Terms of Office.** The Executive Council shall consist of nine (9) members who shall serve terms of two (2) years, or until their successors shall be chosen and qualified, unless sooner removed as provided by these bylaws. The term of office of each Officer shall commence on September 1 of the year in which the Officer is elected or appointed. However, an Officer elected to fill a vacancy on the Executive Council shall commence his/her term of office as soon as that election is certified. The President, President-Elect, Secretary and Treasurer shall be elected in alternate years from Vice-Presidents. If the annual meeting of the Membership is not held at the time designated in these Bylaws, such failure shall not cause any defect in the existence of the Corporation, and the Officers then in office shall hold over until their successors are chosen and qualified. Officers shall be eligible for re-nomination and re-election.

**Section 3. Manner of Election.** Elections shall be held by ballot. Ballot refers to names of offices and candidates sent to the membership by mail, electronic mail or any other means of electronic transmission approved by the Executive Council. The annual election shall follow the annual meeting or a special meeting held for the purpose of an election. The Nominating Committee shall present a list of nominees, and additional nominations shall be permitted from the floor with written consent of the nominee (s). The Secretary shall oversee the preparation of ballot information specifying the office and candidates. Election shall be by majority vote of ballots returned within twenty-one (21) days after the date of distribution. Within fourteen (14) days of receipt of member ballots, the votes will be tallied and submitted to the Secretary. In the event of a tie vote, a new set of ballots shall be distributed containing the names of the two candidates receiving the most votes, and a second ballot shall be taken.

**Section 4. Vacancies.** If for any reason, a vacancy occurs among the Officers, with the exception of the President, the Executive Council shall by a majority, appoint a successor from the Active or Life Members to serve the unexpired term or until his/her successor shall be duly elected and qualified. In the event a vacancy occurs in the office of President, the President-Elect shall serve the unexpired term and then shall serve a full term as President. In event that the President-Elect shall be unwilling or unable to serve, the Executive Council shall appoint by majority a successor from the Active or Life membership who has had a minimum of two years experience on the Executive Council to serve the unexpired term until a general election by the Membership shall be held.

**Section 5. Meetings.** Unless otherwise agreed upon, the Executive Council shall meet each year at the time and place of the annual meeting of the Membership and it shall have a minimum of three such other meetings as called by the President. Notice of all meetings shall be given ten (10) days prior to a meeting date delivered by the United States Postal Service, in person or telephonically (voice or facsimile) or electronically. Meetings may be in person, telephonic or electronic.

**Section 6. Quorum.** A quorum of the Executive Council shall consist of two-thirds (2/3) of its voting Members. Action of the Executive Council shall be decided by majority vote, except as provided otherwise in the bylaws.

**Section 7. Removal.** Any Officer, other than a Vice President, may be removed from office for failure to perform the duties of that office or for just cause by a vote of two-thirds (2/3) of the Executive Council and two-thirds (2/3) of the Active and Life Members. The vote of the Members shall be by mail ballot and shall consist of ballots returned within twenty-one (21) days from the date of their mailing. At any annual meeting and at any special meeting of the Membership called for such purpose, any Vice President may be

removed from such office for failure to perform satisfactorily the duties of that office or for just cause by an affirmative vote of a majority of the Members entitled to vote at an election of Officers.

**Section 8. Qualifications of Officers.** All Active and Life Members in good standing shall be eligible to hold any office, except that of President-Elect, after completing two years of Membership. The President-Elect shall have completed three years of Membership and shall have had prior service on the Executive Council or on a team, task force, or committee of the Corporation.

**Section 9. Powers and Duties of Officers**

**(a) President.** Subject to the general control of the Executive Council, the President shall manage and supervise all the affairs of the Corporation. The President shall work with the Association Management Company/Executive Director to oversee the day-to-day operations of the corporation. The President shall preside at all meetings of the Membership and Officers and shall have such other powers and duties as these Bylaws or the Executive Council shall prescribe. In addition, except as provided otherwise in these bylaws, s/he shall make, in collaboration with the Vice Presidents, team, task force, or committee appointments and appoint leaders of teams, task forces or committees. The President shall submit to the Governor of the state of Indiana, in the name of the Corporation, a list of Members recommended for appointment to the Indiana Professional Licensing Agency for the Speech Pathology and Audiology Board. This list shall have been ratified by a majority vote of the Executive Council prior to submission.

**(b) President-Elect.** The President-Elect shall assist the President and prepare for his/her tenure of office following the completion of the presiding president's term. S/he shall preside at the meetings in the President's absence or at the President's request. S/he shall succeed automatically to the office of President upon the expiration of his/her term as President-Elect or at such time as the President is unwilling or unable to fulfill his/her term. In addition s/he shall chair the Strategic Planning Committee.

**(c) Secretary.** The Secretary shall be responsible for keeping records of Council actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Council member, assuring that corporate records are maintained, and performing other duties as assigned by the President.

**(d) Treasurer.** The Treasurer shall chair the Budget and Finance Committee and shall oversee the preparation of the budget, development of fundraising plans, and distribution of financial information to Council members and the public. The Treasurer shall make a report at the Annual Meeting and at each Council meeting.

**(e) Vice-Presidents.** The five (5) Vice-Presidents shall serve as voting members of the Executive Council; assist with Corporation tasks and goals; advise the President on the need to appoint or dissolve task forces or committees; supervise teams, task forces and committees, and be responsible for the continuing business of the Corporation. The five Vice Presidents shall be vested and each shall supervise one of the five (5) primary work areas:

- (a) Professional Development Teams
- (b) Publications and Communication Teams
- (c) Marketing Teams
- (d) Speech Language Pathology Teams
- (e) Audiology Teams

Vice Presidents shall not be expected to attend all meetings of all the groups supervised but shall:

- (a) Monitor time lines and deadlines
- (b) Monitor and assist with reports to the Executive Council from all groups supervised
- (c) Assist with survey development of the Corporation, membership, and others
- (d) Assist with developing long and short term goals of the Association.

**Section 10. Execution of Contracts and Other Documents.** Unless ordered otherwise by the Executive Council, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or the President-Elect. If the corporate seal is required, it shall be affixed and attested to by the Secretary.

**ARTICLE VI: MEETINGS OF MEMBERSHIP**

**Section 1. Place of Meetings.** Meetings of the Membership, including the Annual Meeting, shall be held at a time and place determined by the Executive Council.

**Section 2. Special Meetings.** Special meetings of the Membership may be called by the President, by a majority of the Executive Council, or by written petition signed by at least one tenth (1/10) of the Active and Life Members of the Corporation.

**Section 3. Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of the Membership and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered via the United States Postal Service, in person, telephonically (voice or facsimile) or electronically to each individual of each membership class at such address as appears upon the records of the Corporation and at least ten (10) days before the date of such meeting.

**Section 4. Waiver of Notice.** Notice of any meeting may be waived in writing by any Active or Life Member if the waiver sets forth, in reasonable detail, the time, place, and purpose of the meeting. Attendance at any meeting, in person or by proxy, if the proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

**Section 5. Voting Rights.** Each Active Member and Life Member of the Corporation shall have voting rights. However, any Member whose dues are unpaid on the date of any meeting of the Membership shall not be entitled to vote at that meeting.

**Section 6. Voting by Proxy.** A Member entitled to vote at any meeting of the Membership may vote either in person or by proxy executed in writing by the Member. No proxy shall be voted at any meeting of the Membership unless the same shall be filed with the Secretary at the commencement of the meeting.

**Section 7. Voting Lists.** At all times the Corporation shall keep a complete list of all the Members entitled to vote at any meeting of the Membership, arranged in alphabetical order, with the address of each Member. The list shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any voting member at any time during usual business hours.

**Section 8. Quorum.** Ten percent (10%) of the Active and Life Members shall constitute a quorum for transaction of business at all meetings of the Membership

**Section 9. Rules of Order.** Except as may be required otherwise by the Articles of Incorporation or by these Bylaws, the order of business and the rules of procedure at all meetings of the Membership shall be governed by Robert's Rules of Order Revised (latest edition).

## **ARTICLE VII. TEAMS, TASK FORCES, AND COMMITTEES**

**Section 1. Formation.** The primary responsibility for the business of the Corporation shall be vested in teams, task forces, and committees. Except as provided otherwise, team members and leaders shall be appointed by the President in collaboration with the respective Vice-President who supervises that area. Leaders of teams and task forces shall be responsible to the respective Vice-President who supervises that area. Except as provided otherwise, the terms of leaders of teams and task forces shall be concurrent with that of the President. All team appointments shall be for a term of two years. Any person in good standing in any class of Membership, except as may be provided otherwise, may serve on a team or task force, but only Active Members or Life Members may serve as Team Leaders or Chairpersons. The President may appoint staff or advisors to work with teams, task forces and committees; however, advisors shall have no vote.

**Section 2. Standing Committees.** ISHA shall have and maintain the following Standing Committees which when not otherwise provided, shall be appointed by the President:

**(a) Executive.** The President, President-Elect, Secretary, Treasurer shall constitute an "Executive Committee." The Executive Committee shall have all of the powers and authority of the Executive Council to act on urgent matters in the intervals between meetings of the Executive Council. Any action taken by the Executive Committee shall be reported to the Executive Council within seventy-two (72) hours.

**(b) Budget and Finance.** The Budget and Finance Committee shall consist of The President-Elect, the Treasurer, the Vice President of Professional Development and other appointees as may be needed. The Committee shall be responsible for the preparation of the annual budget and other fiscal matters that may come before it.

**(c) Nominating.** The Nominating committee shall consist of one or more voting members who have been members of the corporation for a minimum of two years. Members shall be elected by mail ballot at the same time as the Vice-Presidents to serve a two-year term. The member who receives the most votes shall serve as chairperson. In the event of a tie, the chairperson shall be decided by vote of the Executive Council. The immediate past chairperson shall serve one-year as a non-voting ex-officio member. The Nominating Committee shall nominate two Members for each office for which an election is to be held. The slate shall be announced to the Members at least thirty (30) days prior to the Annual Meeting or any special meeting held for the purpose of election of officers.

**(d) Strategic Planning.** The Strategic Planning Committee shall consist of the President-Elect, team leaders and other appointees, including staff and financial advisors as needed. The Committee shall meet at least twice a year and shall be responsible for developing and monitoring progress in implementing the strategic plan, and for proposing updates to the plan on an annual basis.

**Section 3.** In addition to the above described task forces and committees, the President may appoint such other committees, teams or task forces as s/he deems appropriate for the accomplishment of the purposes of the Corporation.

## **ARTICLE VIII. PRESIDENTIAL APPOINTMENTS, LIAISONS AND ADVISORY GROUPS**

**Section 1. Liaisons.** The President may appoint individual Members to serve as liaisons with other organizations. This relationship may be of a working nature, such as a joint committee or task force, and or may be a formal affiliation. Establishment of official relationships requires approval by the Executive Council.

**Section 2. Historian.** The President, with the approval of the Executive Council, shall appoint an Historian to maintain accurate records and artifacts of the Corporation.

**Section 3. Continuing Education Administrator.** The President, with the approval of the Executive Council shall appoint a Continuing Education Administrator who shall be responsible for establishing and maintaining records pertaining to the acquisition of Continuing Education Hours, Continuing Renewal Units, and any other continuing education requirements which may be mandated.

**Section 4. Advisory Groups.** The President, with the approval of the Executive Council, shall appoint persons to the following advisory groups which shall function as adjuncts to the Corporation:

(a.) Student Advisory Group. The Student Advisory Group shall function primarily with the Pre-Professional Teams.

(b.) Consumer Advisory Group. The Consumer Advisory Group shall function primarily with the Quality Management Teams and the Legislative Teams.

**Section 5.** Representative to Medicaid Advisory Committee. The President shall submit a name of an individual to represent the Corporation on the Medicaid Advisory Committee. The name shall be submitted to the administrator of the Office of Medicaid Policy and Planning, or other appropriate state agency.

**Section 6.** In addition to the above described appointments, the President may appoint such liaisons as s/he deems appropriate for the accomplishment of the purposes of the Corporation.

#### **ARTICLE IX. HIRE AND TENURE**

The Executive Council may contract with individuals or companies as needed to carry out planned activities and the day-to-day management and lobbying activities of the Corporation.

#### **ARTICLE X: DUES AND FINANCE**

**Section 1. Dues.** Annual dues shall be paid by Active Members, Associate, Student Members and Affiliate Members. The amount of dues shall be determined by the Executive Council. Dues, once paid, shall not be refundable.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be September 1 through August 31.

**Section 3. Assessments.** The Executive Council shall not be entitled to make assessments of the Membership under any circumstances; unless that an assessment has been submitted to a vote of the Active and Life Members. Such a vote shall be taken by mail ballot in accordance with the procedures described in Article V Section 3. Adoption of an assessment shall require a favorable vote by a majority of the Active and Life Members returning ballots. Any such assessment shall be uniform with the respective class of Membership and shall become effective and payable in accordance with the resolutions adopted by the vote of the Active and Life Members.

#### **ARTICLE XI: CODE OF ETHICS**

The Corporation shall adopt and maintain a Code of Ethics defining standards of professional conduct by which Active Members, Life Members, Associate Members, Associate Life Members, Student Members and Affiliate Members shall abide.

#### **ARTICLE XII: DISCRIMINATION**

ISHA shall not discriminate on the basis of race, national origin, religion, age, sex, sexual orientation, or handicapping condition. All programs and activities of the Corporation shall be conducted in furtherance of this policy.

#### **ARTICLE XIII. AMENDMENTS**

Amendments to these Bylaws may be initiated by the Executive Council or by a written petition signed by at least ten percent (10%) Active Members and submitted to the Executive Council. All proposals for amendments shall be presented for discussion at the next annual meeting of the Corporation or at a special meeting of the Corporation held for such purpose. The Executive Council shall recommend that they be approved or rejected. Proposed amendments shall be voted on by mail ballot. Adoption shall require a favorable vote by two-thirds (2/3) of the Members returning ballots within twenty-one (21) days of the date the ballots are mailed.

#### **ARTICLE XIV. INDEMNIFICATION**

To the full extent authorized by law and permitted by ISHA's resources, ISHA shall indemnify from any financial loss, including the cost of any defense, arising out of a claim predicated upon the conduct of their official duties, all Officers, team leaders, task force leaders, committee chairs and members of these work groups, and employees made a party in any administrative, civil or criminal action or proceeding by reason of their position. ISHA shall have the option of purchasing insurance to protect or secure counsel to represent each of the aforementioned persons to satisfy its obligation hereunder. ISHA will not indemnify with regard to any matters for which any of its Officers, team leaders, task force leaders, committee chairs and, and work groups, and employees is are liable for gross negligence or willful misconduct in the performance of the services.

#### **ARTICLE XV. DISTRIBUTION OF ASSETS ON DISSOLUTION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that it shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Upon the dissolution of ISHA, assets shall be distributed to one or more organizations exempt under section 501(c) (6) of the Internal Revenue 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. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction of the county in which its principal office is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.