



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

ARTICLE I. 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 Association or ISHA), and a non-for-profit public benefit Association 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 encourage basic scientific study of the processes of individual human communication with special reference to speech, language, hearing, and related disorders;
2. To promote high standards and ethics for the academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders;
3. To promote the acquisition of new knowledge and skills for those within the discipline;
4. To promote investigation, prevention, and the diagnosis and treatment of disorders of human communication and related disorders;
5. To foster improvement of clinical services and intervention procedures concerning such disorders;
6. To stimulate exchange of information among persons and organizations, and to disseminate such information;
7. To inform the public about communication sciences and disorders, related disorders, and the professionals who provide services;
8. To advocate on behalf of persons with communication and related disorders;
9. To promote the individual and collective professional interests of the members of the Association.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership. There shall be five (5) classes of Membership:

(a) Member. Any individual who desires to participate in the activities of the Association and all other rules and regulations adopted by the Executive Council, including the payment of dues, and who (1) holds a master's or higher degree, with major emphasis in speech-language pathology, audiology, speech, language, or hearing science; 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 may become an Member. Class Member shall have the right to vote or hold office.

(b) SLPA Member. Speech-language pathology assistants, holding a license, certification, or registration as defined by state requirements, may be voting members. Speech-language pathology assistants, holding a license, certification, or registration as defined by state requirements, may also serve on Executive Council as a voting member. Class SLPA Member shall have the right to vote or hold office.

(c) Associate Member. Any individual who desires to participate in the activities of the association and all other rules and regulations adopted by the Executive Council, including the payment of dues, and who holds at a minimum a bachelor'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. Class Associate Member does not have the right to vote or hold office.

(d) 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. Years as a Student Member shall be counted toward Member or Associate Member status. Class Student Member does not have the right to vote or hold office.

(e) 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 a Member in good standing for a total of twenty-five (25) years, may apply for Life Member status. Life members shall pay annual dues and shall have all privileges of Members. Change in Membership category shall become effective upon approval by the Executive Council and notification to the applicant. Class Life Member shall have the right to vote or hold office.

Section 2. Privileges of Membership. Any person in any class of Membership shall be privileged to attend and participate in meetings of the Association. Only Members, SLPA Members and Life Members shall be eligible to hold elective office in the Association or to vote on the affairs of the Association.

Section 3. Suspension, Termination and Reinstatement. The Executive Council shall be empowered to suspend or terminate the Membership of any 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 IV. EXECUTIVE COUNCIL

Section 1. Numbers, Terms Qualifications of Office. The business and affairs of the Association shall be managed by an Executive Council whom shall be Members, SLPA Members or Life Members of the Association. The Executive Council shall be composed of the President, President-Elect, Secretary, Treasurer, and **seven (7)** Vice Presidents:

Vice President for **Professional Development**

Vice President for **Public Relations**

Vice President for **Member Recruitment and Engagement**

Vice President for **Schools and Early Intervention**

Vice President for **Health Care**

Vice President for **Audiology**

Vice President for **Government Affairs and Public Policy**

Vice Presidents are elected for a three year term. The first year the VP participates in a learning role as a non-voting board member. The second year the VP performs the duties of the office as voting member of the board. The third year the VP participates in a mentor role as a non-voting council member.

No two offices may be held concurrently by the same person.

The term of office of each Officer shall commence on September 1 of the year in which the Officer is elected or appointed. The President, President-Elect, Secretary and Treasurer shall be elected in alternate years from Vice-Presidents. Officers shall be eligible for re-nomination and re-election.

Section 2. Qualifications of Officers. All Members, SLPA Members and Life Members in good standing shall be eligible to hold any office, except that of President-Elect. The President-Elect shall have completed three years of Membership and shall have had prior service on the Executive Council.

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. A list of nominees and additional nominations shall be permitted from the floor with written consent of the nominee (s). Election shall be by majority vote of ballots returned within twenty-one (21) days after the date of distribution. 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. Duties of Officers

- (a) President.** The President shall work with the Association Management Company to oversee the day-to-day operations of the Association. The President shall preside at all meetings of the Membership and Executive Council.
- (b) President-Elect.** The President-Elect shall assist the President and prepare for their tenure of office following the completion of the presiding president's term. They shall preside at the meetings in the President's absence or at the President's request. They shall succeed automatically to the office of President upon the expiration of their term as President-Elect or at such time as the President is unwilling or unable to fulfill their term. In addition they 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.
- (d) Treasurer.** The Treasurer shall chair the Budget and Finance Committee and work directly with the management company to review and monitor the association finances.
- (e) Vice-Presidents.** The Vice-Presidents shall assist with Association tasks and goals, and be responsible for the continuing business of the Association.

Section 5. 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 Members, SLPA Members or Life Members to serve the unexpired term or until their 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 Member, SLPA Member or Life Members who have 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 6. Meetings. The Executive Council shall meet a minimum of four times each year. Meetings may be in person or electronic method.

Section 7. 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. Executive Council will adhere to standard parliamentary procedures as outlined in the most recent version of *Robert's Rules of Order*.

Section 8. Removal. Any member of the Executive Council 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.

Section 9. Committees and Task Force. Committees and Task Forces may be established and dissolved as outlined in the Policy and Procedure Manual.

Section 10. Presidential Appointments. State-based advocacy network members, including STAR, StAMP, and SEAL, are appointed by the President and considered to be non-voting Executive Council members.

Section 11. Executive Committee. The President, President-Elect, Past President, Secretary, and Treasurer shall constitute an Executive Committee.

a) Executive. 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 Executive Committee shall be responsible for the preparation of the annual budget and other fiscal matters that may come before it.

Section 12. Execution of Contracts. Unless ordered otherwise by the Executive Council, all written contracts with and other documents entered into by the Association shall be executed on behalf of the Association by the President and the President-Elect.

ARTICLE V: 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 Members, SLPA Members and Life Members of the Association.

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 mail or electronically to each individual of each membership class at the address or emails as appears upon the records of the Association and at least ten (10) days before the date of such meeting.

Section 4. Voting Rights. Membership classes, Member, SLPA Member and Life Member shall have voting rights.

Section 5. Quorum. Ten percent (10%) of the Members, SLPA Members and Life Members shall constitute a quorum for transaction of business at all meetings of the Membership

ARTICLE VI. Contracted Services

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 Association. Such contracts must be voted by and agreed upon by the Executive Council. The contracts are to be signed by the President.

ARTICLE VII: DUES AND FINANCE

Section 1. Dues. Annual dues shall be paid by all members of the association. The amount of dues shall be determined by the Executive Council and approved by the membership. Dues, once paid, shall not be refundable.

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

ARTICLE VIII: CODE OF ETHICS

The Association adopted and maintains ASHA's Code of Ethics defining standards of professional conduct for Members, SLPA Members and Life Members, Associate Members, and Student Members.

ARTICLE IX: DISCRIMINATION

The Association shall not discriminate on the basis of age, disability, ethnicity, gender expression/gender identity, national origin, race, religion, sex, sexual orientation, or veteran status. All programs and activities of the Association shall be conducted in furtherance of this policy.

ARTICLE X. AMENDMENTS

Amendments to these Bylaws may be initiated by the Executive Council or by a written petition signed by at least ten percent (10%) of the Members and submitted to the Executive Council. Amendments will be presented to the voting membership 30 days prior to a vote in-person at a membership meeting or by electronic vote. The majority of the votes casted determines the outcome of the amendments.

ARTICLE XI. 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 XII. DISTRIBUTION OF ASSETS ON DISSOLUTION

No part of the net earnings of the Association 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.

Adopted June 1979 (Amended May 1988; May 1991; May 1994; May 1995; June 2000; June 2004; October 2006; March 2009; January 2014; September 2018); April 2023; April 2024