

1998 BYLAWS OF THE ILLINOIS SPEECH-LANGUAGE-HEARING ASSOCIATION

ARTICLE I

NAME

Section 1. The name of this organization shall be the Illinois Speech-Language-Hearing Association (ISHA).

Section 2. The Association is incorporated as a not-for-profit organization under the laws of the State of Illinois.

ARTICLE II

PURPOSES

Section 1. Purpose. In recognition of the responsibilities of this organization to the public, the profession and the membership, its purposes shall be to:

1. Encourage scientific study of the processes of individual human communication, with special reference to speech, language, learning, hearing and swallowing.
2. Promote investigation and prevention of disorders of human communication.
3. Promote appropriate academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders, and promote the maintenance of current knowledge and skills of those within the discipline.
4. Foster improvement of clinical procedures with such disorders.
5. Stimulate exchange of information among persons and organizations so engaged.
6. Cooperate with other professional, governmental, and private agencies and organizations regarding the growth and consumption of services by the public.
7. Disseminate information to related professions and to the public about speech, language, learning, hearing and swallowing processes.

Section 2. Exempt Purpose. As further explained in these Bylaws, the Illinois Speech-Language-Hearing Association is organized for only those purposes allowed under Section 501 (c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

ARTICLE III

CODE OF ETHICS

The professional conduct of the members of the Association shall be governed by the Code of Ethics of the Illinois Speech-Language-Hearing Association.

ARTICLE IV

MEMBERSHIP

Section 1. Types of Membership

A. Regular Membership Eligibility

1. Regular members, who shall hold a graduate degree in the general area of speech-language pathology or audiology and be licensed to practice speech-language pathology or audiology in the state in which they provide service; and
2. Speech and Hearing Scientists, who may not be licensed in Illinois to practice, but may make contributions to the profession.
3. These requirements may be waived during Clinical Fellowship Year and in special instances by recommendation of Membership Committee and approval by a majority of the Executive Board.

B. Life Membership Eligibility

1. A member may apply to the Membership Committee for life membership and be granted such membership if conditions are met as determined by the Executive Board.

C. Student Membership Eligibility

1. Students accepted and enrolled in undergraduate and/or graduate programs in speech-language pathology or audiology shall be eligible for student membership.

D. Affiliate Membership Eligibility

1. Affiliate membership shall be available to those individuals who are not eligible for Regular Membership and who possess an interest in human communicative processes and disorders.

Section 2. Application and Admission to Membership.

A. Admission of Members

The Executive Board will establish policies for admission of members. There shall be no discrimination against any member or applicant for membership due to race, religion, creed, color, gender, age, disability, ethnic origin, sexual orientation, marital status, or any other characteristic protected by the laws of the United States or of the State of Illinois.

B. Membership Standing

A member shall be considered in good standing if that member remains eligible for membership and is current in payment of all dues and fees.

Section 3. Rights and Duties of Membership. The rights and duties of all classification of membership shall be determined by the Executive Board. All regular members and life members shall have the right to vote in Association elections, for bylaws changes and at the Annual Business or Special meetings of the membership. Student members shall not have the right to vote.

Section 4. Duration of Membership

A. All rights, privileges, and interests of a member in or to ISHA shall cease upon the termination of membership.

B. Resignation

Any member may resign, upon submitting written notice of such intention to the Illinois Speech-Language-Hearing Association office. The effective date of that resignation shall be the date of receipt at the ISHA office of notice of that resignation.

C. Reinstatement.

A member, having resigned in good standing, may apply for membership, as specified in Article IV, Section 2. A member who has resigned, and is reapplying for membership, and prior to resignation was liable for dues, assessments, or fees, may be assessed all or a portion of those outstanding dues, assessments, or fees, in a manner to be determined by the Executive Board.

D. Transfer of Membership

Neither membership nor the rights and privileges of membership shall be transferrable.

E. Removal from Membership Rolls

A member may be removed from membership rolls by action of the Executive Board if that member is found no longer eligible for membership. In the event of such removal the membership will be in effect until the end of the current dues year, and the member will be considered, for that period, to be in good standing. It is the duty of each member to provide notification to the ISHA office of any change in that member's eligibility for membership in ISHA.

F. Discipline

Any member may be suspended or expelled for cause. Sufficient cause for such suspension or expulsion shall be violation of the Code of Ethics, these Bylaws, or any lawful rule or practice duly adopted by ISHA, or any conduct prejudicial to the interests of ISHA.

G. Notice

A statement of charges must be mailed by certified or registered mail to the last recorded address of the member charged as it appears in the records of ISHA at least fifteen days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of a Special Committee appointed by the Executive Board at which the charges shall be considered.

H. Representation

The member shall have the opportunity to appear in person and/or to be represented by legal or other counsel to present any defense including the right to cross-examine any parties giving testimony or evidence with regard to such charges before a decision is made by the Special Committee of the Executive Board.

I. Final Decision

Appeal to the Executive Board of the decision of the Special Committee may be made by the member. Removal shall occur upon a two-thirds vote of the Executive Board present at an Annual, Regular, or Special meeting, or voting by mail or by other communications technology.

ARTICLE V

FISCAL YEAR AND DUES

Section 1. Fiscal Year

A. The fiscal year shall be determined by the Executive Board.

Section 2. Dues

A. The annual dues for members shall be determined by the Executive Board.

B. Dues shall be payable on or before the first day of the fiscal year; nonpayment of dues within the first three months of the fiscal year shall result in the immediate termination of membership status.

C. Executive Board may establish procedures for dues waivers and refund of dues.

ARTICLE VI

EXECUTIVE BOARD

Section 1. Authority

The governing body of the Illinois Speech-Language-Hearing Association shall be the Executive Board which, subject to limitations by statute, the Articles of Incorporation, and these Bylaws,

A. shall have supervision, control, and direction of its affairs and property, and shall actively pursue its purposes

B. shall have sole authority to determine its policies or changes in policies

- C. shall have discretion in the disbursement of its funds
- D. shall adopt regulations for the conduct of ISHA business, and may, in the execution of the powers granted, appoint agents as it may consider necessary
- E. shall resolve all disputes and grievances according to policies established by the Executive Board, whose decisions shall be final and binding upon all parties.

Section 2. Fiduciary Responsibility

Executive Board members shall have a fiduciary relationship to the organization and shall discharge the duties of care, loyalty, and obedience in their respective positions in good faith and with the diligence and care which ordinarily prudent persons would exercise in similar circumstances.

Section 3. Composition and Duties

- A. The Executive Board shall consist of the following voting members:
 1. President
 2. Past President
 3. President-Elect
 4. Chair of Representative Council
 5. Chair Elect of Representative Council
 6. All Vice-Presidents
 7. All Vice President-Elects
- B. All voting members of the Executive Board shall have the following duties:
 1. To report at Executive Board meetings the activities of the committees within their jurisdiction, including any business requiring Executive Board action; and
 2. To submit a written report to the Executive Board at the Annual Business Meeting which will include reports from each committee chairperson within the Division.
- C. All chairpersons of standing committees shall be ex-officio non-voting members of the Executive Board.
 1. With the exception of the Vice President of Business Affairs, divisional vice presidents may not chair standing committees.
 2. Divisional vice presidents in attendance at committee meetings may participate in an ex-officio non-voting capacity.
- D. The President may appoint a student member to serve for one (1) year as a non-voting member of the Executive Board.
- E. The Delegate Correspondent of ASHA Legislative Councilors from Illinois shall serve as an ex-officio non-voting member of the Executive Board.
- F. The Executive Director will serve as an ex-officio non-voting member of the Executive Board.

Section 4. Qualifications

Any voting member in good standing is eligible to become an Executive Board member.

Section 5. Resignation

Any Executive Board member may resign at any time by providing written notice to the ISHA office. Such resignation shall take effect at the time specified in the future, or if no time is specified, at the time such resignation is received at the ISHA office.

Section 6. Removal

The Executive Board, by a two-thirds vote, may recommend to the voting membership the removal of an Executive Board member for cause. Sufficient cause for such removal shall be violation of statute, the Articles of Incorporation, these Bylaws, any lawful rule or practice duly adopted by ISHA, or any conduct prejudicial to the interests of ISHA.

- A. **Notice**
A statement of charges must be mailed by certified or registered mail to the last recorded address of the Executive Board member charged as it appears in the records of ISHA at least twenty days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Executive Board at which the charges shall be considered.
- B. **Representation**
The Executive Board member shall have the opportunity to appear in person and/or to be represented by legal or other counsel to present any defense to such charges before action is taken by the Executive Board.
- C. **Final Decision**
Removal shall occur upon a two-thirds vote of the eligible voting membership present at a regular or special meeting, or voting by mail.

Section 7. Vacancies

Vacancies on the Executive Board may be filled by a vote of the Executive Board. An Executive Board member chosen to fill a vacant position shall serve until the end of the term of the individual replaced.

Section 8. Meetings

- A. **Meetings**
 1. Meetings of the Executive Board shall be held at the Annual Business Meeting of the Association and not less than two (2) additional times during the fiscal year. Other meetings may be held as necessary when called by the President.

Announcements of time and location of regular meetings shall be placed in the Association publications. Executive Board meetings shall be open to the membership. (See Article IX, Section 2 for times of the Annual Business meeting.)

B. Notice

Notice of any meeting of the Executive Board shall be given no fewer than 24 hours and no more than 60 days prior to the date of that meeting by written notice delivered personally, by mail, or by other communications technology, to each Executive Board member at either the mailing address, facsimile or email address for that Executive Board member as shown in ISHA records. If mailed, such notice shall be deemed to be delivered on the third day following the day when deposited with the United States Postal Service, addressed with postage prepaid. If notice is sent by a communications technology using a third party, such notice shall be deemed to be delivered when deposited with that third party. If notice is sent directly by ISHA, using a communications technology, such notice shall be deemed to be delivered when sent.

Section 9. Voting

A. Proxy Voting

Voting rights of an Executive Board member shall not be delegated to another nor exercised by proxy.

B. Quorum

At any meeting of the Executive Board, a simple majority of voting members of the Executive board shall constitute a quorum for the transaction of any business of ISHA. If a quorum is not present at any meeting of the Executive Board, a majority of the Executive Board members present may adjourn the meeting until a future date without further notice. At any such subsequent meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

C. Manner of Acting

Except as otherwise expressly provided by statute, the Articles of Incorporation, these Bylaws, or policies established by the Executive Board, action of a majority of the Executive Board members present at a meeting of the Executive Board at which a quorum is present shall be the action of the Executive Board.

D. Presumption of Assent

Any Executive Board member who is present at a meeting of the Executive Board at which action on any ISHA matter is taken shall be presumed to have assented to the action taken unless that Executive Board member's contrary vote is recorded, that Executive Board member's dissent is otherwise entered in the minutes of the meeting.

E. Voting By Mail

Written proposals may be submitted to the Executive Board for a vote by mail, facsimile transmission, or other communications technology. Within ten days of such submission, each Executive Board member shall forward a vote on the proposal to the ISHA office. Such votes must be unanimous to carry.

Section 10. Conduct of Meetings

A. Use of Communications Technology

Executive Board members may participate, at the discretion of the Executive Board, in any meeting through the use of a conference telephone or other communications equipment which allows persons participating in the meeting to hear each other. Such participation in a meeting shall constitute presence at the meeting.

B. Rules of Order

The meetings and proceedings of ISHA shall be regulated and controlled by Sturgis' *The Standard Code of Parliamentary Procedure* (most recent edition) for parliamentary procedure, except as may be otherwise provided by these Bylaws or by law. The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.

C. Presiding Officer

The President, or any individual designated by the President, shall preside at all meetings of the Executive Board.

Section 11. Officers

In addition to the duties in Article VI, Section 1. B., each officer has the following duties:

A. President

The President shall be the chief executive officer of the Association and shall be responsible for all Association activities. The President shall be elected for a term of three (3) years to serve one (1) year as President-Elect, one (1) year as President, and one (1) year as Past-President.

B. Divisional Vice Presidents

All Vice-Presidents shall be elected for a term of three (3) years, one (1) as Vice-President Elect, and two (2) as Vice-President.

C. Vice-President Elects

1. Vice-President of the Division for Audiological Affairs

The Vice-President of the Division for Audiological Affairs shall be the Association officer responsible for representing the interests and concerns of the audiology membership to the Executive Board.

2. Vice-President of the Division for Association Affairs

The Vice-President of the Division for Association Affairs shall be the Association officer responsible for the ongoing financial matters of the Association as well as activities involving recruitment, retention, and honors of the Association's members.

3. Vice-President of the Division for Professional and Consumer Communication

The Vice-President of the Division for Professional and Consumer Communication shall be the Association officer responsible for those activities dealing with the communication of information to professionals, members, and the public.

4. Vice-President of the Division for Educational Development

The Vice-President of the Division for Educational Development shall be the Association officer responsible for those activities involving the continuing professional education of the membership.

5. Vice-President of the Division for Legislative and Regulatory Affairs

The Vice-President of the Division for Legislative and Regulatory Affairs shall be the Association officer responsible for monitoring legislation and regulations affecting reimbursement and delivery of clinical services.

6. Vice-President of the Division for Professional Affairs

The Vice-President of the Division for Professional Affairs shall be the Association officer responsible for those committees dealing with the general professional issues that impact the standards of practice within the disciplines of speech-language pathology and audiology. General professional issues may include topics such as ethics, evidence-based practice and clinical research, supervision, and multicultural issues.

7. Vice-President of the Division for Professional Services

The Vice-President of the Division for Professional Services shall be the Association officer responsible for those committees dealing with issues related to the provision of services in specific settings such as schools, medical and private practice, and early intervention.

The Vice-President Elects shall assist the Vice-President of their respective Divisions and serve as ex-officio non-voting members of the committees within their Divisions.

Section 12. Selection Of Officers

A. Nominations

1. Nominees for all elected offices to be filled for the subsequent year shall be determined and presented to the Executive Board by the Nominations and Elections Committee.
2. The slate of nominees shall be presented to the membership through an Association publication in advance of the annual Convention.

B. Elections

1. Election shall be by ballot of the current general voting membership after the close of the Convention in a manner determined by the Executive Board.
2. The requirement for election shall be a plurality of the votes cast by members within a specified number of days after the date of distribution of the ballots as determined by the Executive Board.
3. In the event of a tie, the President (who abstains from voting) shall vote to break a tie.
4. Results of the election shall be verified by the Nominations and Elections Committee Chair and announced in the next regular Association publication.

C. Term of Office

1. All elected officers shall begin their term of office on a date determined by the Executive Board.
2. Upon incapacity or resignation of an officer, that office shall be declared vacant.

D. Succession of Vacancies

1. In the event of the incapacity, resignation or removal of an officer, the officer-elect shall immediately succeed to the office to complete the unexpired term as well as the term for which that member was elected.
2. In the case of two (2) year terms of office when vacancy occurs during the first year of the term, the position shall be filled by presidential appointment with Executive Board approval. If the vacancy occurs during the second year of the term, the officer-elect for that position shall complete the term prior to beginning the elected two (2) year term.
3. In the event of a vacancy of an officer-elect, the Executive Board may appoint an officer pro temp to discharge the responsibilities of that office. In addition, the Executive Board shall instruct the Nominations and Elections Committee to prepare a slate of nominees for that office for the next election.

Section 13. Representative Council

- A.** Designation. The Illinois Speech-Language-Hearing Association Representative Council shall be composed of representatives from recognized area groups which shall serve as a channel of communication between the membership and the Executive Board.
- B.** The Chair and the Chair-Elect of the Representative Council shall be a member of the Executive Board; the Vice-Chair of the Representative Council shall be the President-Elect of the Association.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees are those committees assigned to perform the ongoing operations of the Association and shall report to the Executive Board.

- A.** Standing Committees shall include: By-Laws and Policies and Procedures; Long Range Planning; and Nominations and Elections.
 1. The By-Laws and Policies and Procedures Committee shall be chaired by the Past-President.
 2. The Nominations and Elections Committee shall be chaired by the Past-President.
 3. The Long Range Planning Committee shall be chaired by the President-Elect.
- B.** Membership to all Standing Committees shall be selected by the Committee Chair and appointed by the President with approval by the Executive Board.

Section 2. Operating Committees are those committees responsible for recurring activities of the Association and shall report to a monitoring Vice-President.

- A. Operating committees are appointed for an indefinite term by the Executive Board upon recommendation of the monitoring Vice-President.
- B. Operating Committees are dissolved by a majority vote of the Executive Board upon recommendation of the monitoring Vice-President.
- C. Duties of the Operating Committees shall be outlined in the Policies and Procedures Manual.

Section 3. Ad Hoc, task force, and special committees are those committees assigned to carry out a specific task of the organization, and cease to exist upon the completion of the specified task.

- A. Any Ad Hoc, task force or special committee may be established by the Executive Board.
- B. Ad Hoc, task force, or special committee assignments shall be coordinated by any Vice-President or Executive Board Officer.

Section 4. Committee activities must be reported to the Executive Board through the appropriate divisional vice president at regular intervals and when requested by the Executive Board.

ARTICLE VIII

HONORS AND AWARDS

Honors may be awarded to individuals who have made distinguished or outstanding contributions to the field of communication disorders or to the Illinois Speech-Language-Hearing Association. These awards shall be made upon recommendation of the Honors Committee with final approval by the Executive Board. All recipients of honors shall be informed of the honor and the reason for it by presentation of an appropriate award.

ARTICLE IX

MEETINGS OF THE ASSOCIATION

Section 1. At least one (1) membership meeting of the Association shall be held in conjunction with the Annual Association Convention.

Section 2. Only members in good standing may vote at the Annual Membership Meeting.

Section 3. In a period of emergency, the Annual Membership Meeting may be canceled by a 3/4 vote of the entire Executive Board. In this case, the Executive Board shall be empowered to transact all business which would ordinarily have been presented to the membership at this meeting.

ARTICLE X

STATE ASSOCIATION OFFICE

Section 1. The Association shall maintain a state office which shall serve as a permanent repository for Association records, maintain current membership lists, and function in appropriate ways to facilitate the work of the officers, committees and task forces in the administration of Association policies and activities. The State Office shall be managed by the Executive Director who is appointed by the Executive Board for a contract period which may be renewed as deemed appropriate by the Executive Board.

Section 2. Executive Director

- A. **Duties.** Subject to direction of the Executive Board, the Executive Director shall be the chief operating officer, administrator, and manager of the Association and shall be employed or retained by the Executive Board under arrangements as approved by the Executive Board.
- B. **Removal.** The Executive Director may be removed from office by a majority of the Executive Board, provided that at least two-thirds of the Board is represented in person.

ARTICLE XI

FINANCIAL MATTERS

Section 1. Statement of Tax Exempt Purpose

ISHA is organized exclusively for the purposes specified in Article II of these Bylaws and any purpose appropriate for an organization defined by Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

No part of the net earnings of ISHA shall inure to the benefit of, or be distributable to its members, Executive Board members, or other private persons, except that ISHA shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursements for expenses advanced or incurred on behalf of ISHA, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and in these Bylaws. ISHA is not organized

for profit and shall not engage in any activities not permitted by an organization exempt from Federal income tax under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

Section 2. Bonding

Trust or surety bonds shall be furnished for the Chair, Secretary-Treasurer, President, and such other Executive Board members, volunteers, or employees of ISHA as the Executive Board shall direct. The amount of such bonds shall be determined by the Executive Board, and the costs paid by ISHA.

Section 3. Audit

The accounts of ISHA shall be audited not less than annually by a certified public accountant, selected by the Executive Board, who shall provide a report to the Executive Board.

Section 4. Member Compensation

ISHA may pay reasonable amounts to members for services rendered, provided that any such fee arrangement is properly approved by a majority of the Executive Board and duly recorded in the minutes. The standard for what is reasonable is what would be paid for such services at arm's length under competitive conditions.

Section 5. Executive Board Member Compensation

Executive Board members shall not receive any compensation for their volunteer activities; however, they may be compensated for direct service or reimbursed for reasonable out-of-pocket expenses according to policy established by the Executive Board. The standard for what is reasonable is what would be paid for such services at arm's length under competitive conditions.

Section 6. Executive Board Member's Adverse Interest

Any ISHA transaction in which an Executive Board member has a pecuniary interest and/or an adverse interest must be specifically approved, after full disclosure of all material facts to all disinterested Executive Board members, by a majority vote of disinterested Executive Board members in attendance. The standard for what is reasonable is what would be paid for such services at arm's length under competitive conditions. Executive Board members with a pecuniary interest and/or an adverse interest shall not be considered when constituting a quorum, and may not cast votes regarding approval.

Section 7. Loans and Guarantees

No loan, guarantee, or other form of security shall be made or provided by ISHA to or for the benefit of its of Executive Board members or members.

ARTICLE XII

BYLAWS

Section 1. Proposed Amendments

Amendments to these Bylaws may be proposed by the Executive Board, the Bylaws and Policies and Procedures Committee, or a written proposal signed by ten (10) current members of the Association.

Section 2. Amending Procedures

Proposed amendments, if approved by the majority of the Executive Board, shall be presented and discussed at the Annual Membership Meeting or Convention. Voting shall be by mail ballot of the current voting membership. Approval by 2/3 of those members voting within fourteen (14) days from the mailing of the ballots shall be necessary for adoption.

ARTICLE XIII

DISCRIMINATION

The Illinois Speech-Language-Hearing Association recognizes discrimination on the basis of race, religion, creed, color, gender, age, disability, ethnic origin, sexual orientation, or marital status to be inconsistent with its goals, purposes, and policies and with the professional and ethical responsibilities of its Members, Board, Committees, and Officers. All programs and activities of the Association shall be carried out in such a manner as to be consistent with, and in adherence to, this policy.

ARTICLE XIV

DISSOLUTION

In the event that the Illinois Speech-Hearing-Language Association should disband or cease to exist for any reason, any cash or other assets that may be held by said Association shall be donated, or contributed, in the name of the Association as the Executive Board shall so designate, to a single, or several, academic institutions of higher learning having a speech-language-hearing program. The recipient institution(s) must be located in Illinois and be qualified under Section 501 (c) (3) of the Internal Revenue Code. If no such institution can be found, the decision should be made by the General Court of the County in which ISHA is headquartered in to assign funds to any 501(c)(3) organization related to ISHA's mission, and failing that, any 501(c)(3).

Adopted by the ISHA Executive Board 9/19/98

Revised 2/13/2006

Revised 9/9/06

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