

Maryland Speech-Language-Hearing Association Constitution and Bylaws

ARTICLE I - NAME

This organization shall be known as the Maryland Speech-Language-Hearing Association, Inc., hereafter known as the Association.

ARTICLE II – VISION

Optimizing the human right of communication by amplifying the voices of all we serve.

ARTICLE III - MISSION

Collectively, we elevate and engage members to strive for excellence in serving those impacted by communication and related disorders through advocacy, equity, education, interprofessional collaboration, and leadership development.

ARTICLE IV – NONDISCRIMINATION STATEMENT

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

ARTICLE V – CODE OF ETHICS

The professional conduct of members of the Association shall be governed by the Code of Ethics formulated and published by the American Speech-Language-Hearing Association (ASHA).

The Association shall also follow the non-discrimination policy established by ASHA in their Bylaws and Code of Ethics.

ARTICLE VI – ORGANIZATION

Section 1. Governing Body

The Board of Directors (BOD) shall govern and manage the affairs of the Association between meetings of the Membership.

Section 2. Affiliates

Affiliates are defined as those organizations whose primary function is to provide a forum for all Association Members whether of a professional specialty or in a geographic area of the State.

An organization may affiliate with the Association, provided a copy of its current bylaws is on file with the Association Business Office. Affiliation shall be maintained, provided the membership roster is received by the Association annually by January 31, showing that a majority of members are Members of the Association, and that there is a minimum of six (6) members in the organization requesting Affiliate status. Affiliate Representatives shall be Active Members of the Association.

Any Affiliate failing to meet the above requirements shall be on probation for one year and, if failing to comply after the probationary year, shall be suspended. Once suspended, an Affiliate must apply to the Association in the original manner.

Section 3. Membership

The membership of the Association shall consist of:

Active Members – must hold:

1. a graduate degree with a major emphasis in speech-language pathology, audiology, or speech, language, or hearing science; or
2. a graduate degree and present evidence of active research, interest, and performance in the field of human communication;
3. or a licensed speech-language pathologist or audiologist and/or current Certificate of Clinical Competence from the American Speech-Language-Hearing Association.

Active members are full voting members, may serve on committees, and hold office in the Association.

Life Members – those members of the Association who have documentation that they have been awarded Life Membership to the Association, after being Active or Associate Members in good standing for at least twenty (20) consecutive years or twenty-five (25) cumulative years. Life Members who were Active Members prior to becoming a Life Member will continue as full voting members, may serve on committees, and hold office in the Association. All Life Members are exempt from dues payment. This category of membership was discontinued in 2015.

Associate Members – those members holding at least a bachelor's degree in the professions of speech-language pathology assistant and/or audiology or education of the hearing impaired, or other professions concerned with human communication and its disorders and are licensed as a speech-language pathology; or those professionals who are completing the Clinical Fellowship. Associate members are full voting members, may serve on committees and hold office in the Association.

Student Members – those members who are in the process of pursuing credentials for entry into the professions of speech-language pathology and/or audiology or education of the hearing impaired, or other professions concerned with human communication and its

disorders. Student members may be designated to serve the Association in an advisory capacity on committees or the BOD.

Affiliates – those persons who do not qualify for the above membership categories, but who wish to be officially affiliated with the Association.

Student members, and affiliates enjoy all the privileges of membership, except for the privileges of voting and holding office.

Membership may be terminated or suspended for nonpayment of dues, provided that dues are delinquent for at least 60 days and written notice of the proposed action has been mailed to the delinquent member at the address shown on the records of the Association. Members who, after adjudication as prescribed by the Maryland State Board of Examiners or the American Speech-Language-Hearing Association's Board of Ethics are found to have committed an ethical violation, or have been convicted of a felony offense, may have their membership suspended or revoked. An individual whose membership has been terminated or suspended for any reason may appeal the decision in writing to the Board of Directors.

Members may voluntarily withdraw from membership by notifying the Association in writing and surrendering their current membership certificate. Any member resigning shall pay all obligations owed the Association before the effective date of the resignation and there will be no reimbursement of dues.

When any person has ceased to be a member of the Association for any cause, the Board of Directors may reinstate such person to membership in accordance with the prevailing policies and procedures of the Association.

Section 4. Membership Meetings

Regular and Annual Membership Meetings: A minimum of one (1) Membership meeting shall be held during the fiscal year.

Special Meeting(s): Additional Membership meetings may be called at the discretion of the BOD. Special meetings may be requested in writing by five (5) percent of Association membership. Upon this request, the President must call a meeting at such time and place as the BOD may determine, provided that such meeting is called within thirty (30) days from the time of the receipt of such request.

Notice of Meeting Requirements: Notice of each regular, annual, and special Association membership meeting, called by the BOD, shall be sent to Association members at least thirty (30) days prior to the meeting. Notice of special meetings requested by Association membership must be sent to Association members at least fifteen (15) days prior to the meeting.

Attendance: Attendance at business meetings is limited to members and invited guests.

Quorum: Ten (10) percent of voting members of the Association shall constitute a quorum at any regular or special meeting.

ARTICLE VII - DUES

All members, except Life Members, shall pay annual dues as established by the Board of Directors.

The fiscal year of the Association shall be January 1 through December 31.

Dues shall be established by a motion passed by the majority of the BOD. The BOD may determine that a change in dues to be collected is required, based on budget projections for the following fiscal year.

Membership dues are paid annually on a rolling 365-day basis.

Nonpayment of dues by the current deadline will be considered a resignation of membership. Members who have allowed their membership to lapse, will be required to meet the membership requirements in effect at the time of application for reinstatement.

ARTICLE VIII - GOVERNING STRUCTURE OF THE BOARD OF DIRECTORS (BOD)

Section 1. Composition

The elected officers of the BOD shall be President, Vice President/President-Elect, Past President, and five (5) Directors (Recording and Finance, Education and Scientific Affairs, Advocacy and Public Policy, Multicultural Affairs, and University Affairs and Clinical Education).

Section 2. Terms of Office

These officers shall hold office as follows:

- President – two (2) years (beginning odd years).
- President-Elect – one (1) year in the second year of the President's term.
- Past President – one (1) year in the first year of the President's term.
- Director of Recording and Finance – two (2) years.
- Director of Education and Scientific Affairs – two (2) years.
- Director of Advocacy and Public Policy – two (2) years.
- Director of Multicultural Affairs – two (2) years.
- Director of University Affairs and Clinical Education – two (2) years.
- A Director role for Audiology Practices and a Director role for Assistant Practices may be appointed by the President with the approval of the BOD.
- A non-voting Student Advisor to the BOD may be appointed by the President with the approval of the BOD.

- These officers shall perform the duties prescribed by these By-Laws, the Parliamentary Authority adopted by the Association, and the Procedures Manual of the Association.
- The Association Manager will serve as a non-voting member of the BOD.

The term of office for officers shall begin on January 1 and terminate on December 31 at the end of their designated term of office: The President, Vice President/President Elect and Past President may serve no more than one (1) term in those respective positions. They may qualify again two (2) years after serving as Past President. The Directors may serve two (2) consecutive terms in those respective positions. They may qualify again after two (2) years has elapsed. The Director of Recording and Finance and the Director of Advocacy and Public Policy will take office in even years. The other three (3) Directors will take office in odd years.

Section 3. Authority

The Board of Directors (BOD) has the authority to:

1. Conduct the business of the Association between Annual Meetings of the Membership, to be reported at the Annual Meeting.
2. Manage the affairs of the Association through its elected and appointed members.
3. Review to approve and/or suspend Association Affiliates.
4. Approve the annual budget.
5. Approve necessary BOD appointments.
6. Approve Committee plans.
7. Approve at least annually a compilation of the Association's financial records.
8. Fill vacancies on the BOD as they occur.
9. Establish annual dues and fees.
10. Adopt and maintain a Procedures Manual necessary for the BOD to conduct its business. Changes in the Procedures Manual shall require a majority vote of the members of BOD present, given that a quorum has been established, at any regular or special meeting of the BOD, provided all members of the BOD are notified of the proposed change in writing fifteen (15) calendar days prior to the meeting.
11. Report at the Annual Membership Meeting.

Section 4. Vacancies / Succession of Duties

The office of the President will be filled through succession of the President Elect, who will automatically become President and serve for two (2) years.

In the case of any other vacancy, the BOD will appoint a successor to fill the vacancy for the remainder of the term.

In the event that the President and President-Elect are unable to fulfill the obligations of their office, the most senior member of the BOD will schedule a meeting to appoint an interim President. The interim President will serve for the remainder of the term.

Section 5. Meetings

A regular meeting of the BOD shall be held at least bi-monthly at a time and place designated by the President and approved by the BOD. Prior notice shall be sent to BOD members at least fifteen (15) calendar days in advance of a scheduled meeting.

A quorum of the BOD shall be a majority of its voting members. Voting members of the BOD may be physically present or participate through the various electronic forums. BOD members must be present for a majority of the discussion in order to vote on any matters during a meeting. Asynchronous voting may be allowed for designated matters.

Section 6. Ex-officio and Paid Positions

Appointed offices/positions are made according to Robert's Rules®. Ex-officio positions have the same rights and privileges as other BOD positions, including the right to vote. All BOD members (elected or appointed) shall therefore have full voting rights, except in the following instances:

1. When the President shall be an ex-officio member of a committee.
2. When the ex-officio member of a committee is not a current BOD member.

Paid employees of the Association shall be the Executive Director and administrative staff. These positions are also non-voting. Additional independent contractors may be hired, as needed.

Section 7. Officers

President:

1. Serves as the chief executive officer with final decision, authority, and responsibility; official head and public spokesperson for the Association.
2. Presides over all BOD meetings of the Association and calls any special meetings.
3. Handles monies for the Association in the event that the Executive Director or bookkeeper is unable to do so.
4. Is a contractual agent for the Association.
5. Assigns members of the Board as liaisons to Committees and appoint Committee Chairs.
6. Serves as the Liaison to the Licensing Board and other State agencies or appoint a designee.
7. Serves as an ex-officio, non-voting member of all committees.
8. Is responsible for managing their allocated budget. Expenditures in excess of the approved budget must have the prior approval of the BOD.

Past President:

1. Performs all the duties of the office of President in the absence or inability of that officer to act
2. Serves as an ex-officio, non-voting member of all standing committees.
3. Is responsible for managing their allocated budget. Expenditures in excess of the approved budget must have the prior approval of the BOD.

President-Elect:

1. Observes and assists the President with duties
2. Assumes roles as directed by the President
3. Serves as an ex-officio, non-voting member of all standing committees;
4. Serves as the Parliamentarian and Ombudsman;
5. Is responsible for managing their allocated budget. Expenditures in excess of the approved budget must have the prior approval of the BOD.

Directors:

1. Responsibilities of the specific Director positions are detailed in the Association's Policy Manual.
2. Appoints Committee Chairs and/or Ad Hoc Committees, as necessary, to facilitate the collection and dissemination of information in the subject areas of their Scope of Responsibility. Standing committees are listed on the Governing Structure Flow Chart. Committee chairs are to be approved by the BOD.
3. The charge, structure, operation, and membership of any such committee are at the discretion of the Director and are based on their assessment of the issues and concerns of that subject area. A committee may be dissolved by the Director by the same token. It is expected, however, that the Director will delegate responsibilities by doing such things as forming committees and appointing committee chairs, and by soliciting other members' expertise and assistance.
4. The Director will serve as an ex-officio member of any committee operating under their Scope of Responsibility, attending at least fifty (50) percent of committee meetings and will vote in committee in case of a tie. They will act as a coordinator and supervisor of the various committees and responsibilities under their jurisdiction.
5. Attends all scheduled meetings of BOD. If unable to attend scheduled meetings, the Director should notify the President and provide a written report of their activities. They may appoint a committee representative to the meeting who will present information on relevant topics.
6. Each Director is responsible for managing their allocated budget. Expenditures in excess of the approved budget must have the prior approval of the BOD.

ARTICLE IX - ELECTIONS

Section 1. Nominations

1. An ad-hoc Nominations Committee may be appointed by the President or the BOD may serve in this capacity.
2. It shall be the duty of the Nominations Committee or BOD to solicit nominations from the membership and develop a slate of no more than two (2) candidates for each office.
3. A Call for Nominations for the BOD will be announced sixty (60) days prior to balloting.
4. All nominated individuals will be presented to the BOD for consideration.
5. Each candidate shall submit a biography/resume and candidate statement.

Section 2. Qualifications

Candidates must be current Association members at the time of their nomination and must maintain Association membership throughout their term.

Section 3. Election Procedures

1. The Association's Executive Director, or person designated by the President, will distribute, receive, and count the ballots.
2. A ballot will be sent electronically or via postal mail to the voting members, allowing at least fourteen (14) days for members to vote.
3. The slate of candidates will be detailed on the ballot. There will also be a write-in option for all positions on the ballot.
4. Election will be by a majority of votes cast. If a write-in candidate receives the most votes in any category for a position, that candidate will win the election, providing they meet all election criteria and consent to serve.
5. In the event of a tie, a secondary run-off election shall be held by handwritten and/or electronic balloting.
6. Suspected violation of election procedures shall be reported to the President and Past-President or President-Elect and will be investigated.
7. The Association's Executive Director will notify the candidates and the membership of the election results within five (5) business days.

ARTICLE X – INDEMNIFICATION

The Association shall indemnify all Board of Directors (BOD) members, Committee Chairs, Employees, and all other volunteers of the Association for their activities conducted according to the policies and procedures of the Association and shall purchase insurance for such indemnification to the extent determined by the BOD.

ARTICLE XI – AMENDMENTS

Amendments to these bylaws may be initiated at any time by the BOD or in a written petition signed by any ten (10) voting Members.

Proposed amendments must be passed by majority vote of the BOD. Passed amendments will be presented to the membership.

The ballot will be sent electronically or via postal mail to voting members within thirty (30) days after adoption by the BOD. The voting period will be open for fourteen (14) days. A 2/3 affirmative vote of ballots received will be necessary for adoption.

Amended: January 2023, August 2020, November 2018, June 2015