

CONSTITUTION AND BYLAWS OF
THE VERMONT SPEECH-LANGUAGE HEARING ASSOCIATION, INC.
(As Revised, October 30, 2016)

ARTICLE I: Name

Section 1: The name of this corporation shall be the Vermont Speech-Language-Hearing Association, herein after referred to as “the Association.” The corporation shall also be known by the acronym VSHA.

Article II: Mission

The Mission of the Vermont Speech-Language-Hearing Association is to serve the needs of professionals who deal with communication disorders through:

- professional development
- advocacy
- collegueship

ARTICLE III: Purposes

The purposes of the Association are:

1. To advocate the rights and interests of persons with communication disorders.
2. To represent the interests of the Association’s membership and clientele before governmental agencies and regulatory bodies.
3. To promote the awareness and understanding of communication and communication disorders.
4. To promote availability and access to effective services.
5. To provide a forum for the exchange of ideas and information.
6. To serve as a resource for the public.
7. To develop and promote exemplary standards of professional training and practice in the field of Speech-Language Pathology and Audiology.
8. To foster improvement of services for people with communication challenges.
9. To collaborate with local institutions of higher learning to 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.

ARTICLE IV: Membership

Section 1: Classes of Membership. There shall be three classes of membership; regular, life, and associate members.

A. Regular Members shall comprise the voting body of the association. Only regular members shall be entitled to hold office. Regular members must hold either:

- 1) A Graduate Degree with major emphasis in speech-language pathology, audiology, or speech, language, or hearing science; or
- 2) Graduate Degree and present evidence of active research, interest, and performance in the field of human communication.

B. Life Members. Any regular member who has attained the age of 62 years and who has held regular membership for the ten consecutive Association fiscal years immediately prior to attaining the age of 62 shall, upon application, automatically receive Life Membership with all the privileges of a regular member without payment of annual dues for any year in which he or she is a Life Member. Associate Members shall be nonvoting. They may serve on committees and participate in Association affairs but may not hold office. There are no academic requirements for associate membership. Associate members may be students or others with an interest in communicative processes and disorders and in the purposes of the Association. Any associate member who meets the requirements for regular member status may continue his or her associate membership no longer than six months following the date he or she meets such requirements.

Section 2: Code of Ethics. The Association and all of its members, as a condition of membership, subscribe to the Code of Ethics of the American Speech-Language Hearing Association.

Section 3: Discrimination. All members shall not discriminate in the delivery of professional services or the conduct of research and scholarly activities on the basis of race, national origin, religion, age, gender, gender identification, sex, sexual orientation, or handicapping condition. The Vermont Speech-Language-Hearing Association recognizes that such is inconsistent with its goals, purposes and policies, and with the professional and ethical responsibilities of its members, Boards, committees and officers. All programs and activities of the Association shall be conducted in furtherance of this policy.

Section 4: Dues and Fees.

A. Dues for all classes of members shall be established and reviewed annually by the Board. Dues may be established in a schedule of different amounts for different classes of members; such as regular members, associate members, newer members, older members, students, spouses, neighboring state associations, etc. Dues will be payable January 1 of the year for which they are assessed. No proposed changes in dues can be implemented without the approval of two-thirds of the regular members voting at the annual meeting or through electronic balloting.

B. The Board shall set the fees to be charged members, exhibitors, or any other parties for Association conferences and conventions. Life Members shall be exempt from annual dues. Dues for Associate Members will be fifty (50) percent of the fee charged to Regular Members.

Section 5: Termination of Membership. Membership in the Association may be terminated for the following reasons:

A. Ethics. Any member who violates the Code of Ethics of the American Speech Language-Hearing Association, who violates the stated purposes of the Association, or who brings the Association into disrepute may, after notice and an opportunity to be heard, be suspended or terminated by the Board

B. Dues not paid. A member whose dues are not paid shall not receive the benefits of the Association until dues have been paid for the current year.

ARTICLE V: Meetings of the Association

Section 1: Annual Meeting. The annual meeting of the Association shall be held at a date and time established by the Board.

Section 2: Special Meeting. Special meetings of the Association may be called by the Board or the President, and must be called by the President upon petition to him or her therefore by twenty-five percent (25%) of the regular membership, or upon a majority vote of those members present and voting at an official membership meeting.

Section 3: Notice. Written notice stating the place, day, and hour of the Association meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than one hundred twenty (120) days before the date of the meeting, either by mail or electronically, by or at the direction of the President or the Board of Directors to each regular member entitled to vote at such meeting. Inclusion of such notice in a regular publication of the Association, timely mailed or electronically distributed to all regular members, shall satisfy the notice requirement of this section.

Section 4: Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, with the Articles of Incorporation and with any special rules of order the Association may adopt.

Section 5: Quorum. Fifteen percent (15%) of the regular members of the Association shall constitute a quorum at any meeting of the Association.

Section 6: Voting. Each regular and life member of the Association who is present may exercise one vote on each question coming before the Association at any meeting. Voting by proxy shall not be permitted. Approval of a matter coming before the membership at a meeting shall require an affirmative vote of the majority of the regular and life members present and voting thereon. The Board of Directors or a majority of the members present at a membership meeting may determine that a significant issue will be submitted to the membership by mail or electronic ballot to be conducted in accordance with a procedure established by the Board.

ARTICLE VI: Board of Directors

Section 1: General Powers. Management of the affairs of the Association shall be vested in its Board of Directors, hereinafter referred to as the Board. The Board shall be the governing body of the Association; shall carry out the dictates of the membership; and may take any action necessary to carry

out the purposes and objectives of the Association not inconsistent with its Articles of Incorporation or its Bylaws.

Section 2: Board Membership. The Board of Directors shall consist of nine (9) members: The immediate Past President (serving a Board term of one year) and the eight (8) elected officers of the Association. The President shall serve as chairperson of the Board.

Section 3: Quorum. A majority of voting Directors fixed by these Bylaws shall constitute a quorum for the transaction of business.

Section 4: Actions taken. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5: Duties. The duties of the Board shall be:

- A. To carry out the dictates of the membership and take any action necessary to carry on the business of the Association between meetings of the Association membership.
- B. To act as an advisory committee to the President on all matters which the President wishes to place before the Board.
- C. To function as the participating State Committee of the American Speech-Language-Hearing Association for the State of Vermont.
- D. To appoint members to fill vacancies for the unexpired terms of elected officials in accordance with provisions of Article VI.
- E. To remove any committee member or appointed official from his or her committee membership or appointed position whenever, in the judgment of the Board, the best interests of the Association will be served thereby.
- F. To award the Honors of Association, this shall include awards and grants determined by the Board.

ARTICLE VII: Elected Officers

Section 1: Number. The elected officers of the Association shall be: President- Elect (who becomes president and Past-president) Public Relations Chairperson, Programs Chairperson, Membership Chairperson, School Affairs Chairperson, Secretary, and Treasurer.

Section 2: Upon a majority vote of the Board, members-at-large may be appointed to perform duties specified by the Board. This is a voting position. This term shall be determined by the Board. The membership shall be informed of such appointments.

Section 3: Term of Office. The President-Elect shall serve in that role for a one year term. Then the President shall serve a term of two years and, except after a term filled pursuant to a vacancy, shall not succeed himself or herself. The President shall succeed automatically to the one year office of Past-President at the end of his or her two-year term. All other officers of the Association shall hold office for terms of two years. Newly elected officers shall take office January 1 of the subsequent year.

Notwithstanding the foregoing, each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, or until the officer shall otherwise cease to serve. Except as stated above, successive terms shall be permitted. There is no limit on the number of terms of office which can be served by any one officer.

Section 4: Elections. Officers shall be elected by the regular members of the Association according to the procedures prescribed herein. The following officers shall be elected in each even-numbered year to serve in the following odd-numbered year: Programs Chairperson, Secretary, and School Affairs Chairperson. The following officers shall be elected in each odd-numbered year to begin serving the following even numbered year: President-Elect, Public Relations Chairperson, Treasurer, and Membership Chairperson. Only regular members will be eligible to hold elective office.

A. Nominations. Nominations will be made and accepted as follows:

1. Within 60 days of the annual meeting, the Nominations and Membership Committee shall prepare a slate of candidates for each office to be filled in the next election. The committee shall mail this slate of nominees to the membership, together with a notice that additional nominations will be accepted from the membership at large to committee chair, if received before a deadline established by the committee. After this deadline, the committee shall prepare the completed slate of nominees for the election.
2. The Nominations and Membership Committee shall prepare a brief written biographical sketch of its nominees. All other nominators must submit written biographical sketches of their nominees at the time of nomination. The committee shall not accept a nomination without such a written biographical sketch and the prior consent of the nominee.
3. Elections may commence by voice vote at the annual meeting, by mail, or by electronic webmail ballot.

B. Taking Office. The Executive Board members will assume their duties on January 1st of the year following their election.

Section 5: Duties. Each of the elected officers shall have the following duties, respectively:

A. The duties of the President shall be:

1. To preside at all membership meetings of the Association.
2. To call special meetings of the Association or any of its committees.
3. To appoint all members of authorized committees where such appointment is not otherwise specified in these Bylaws.
4. To appoint all officials designated in Article VIII herein.
6. To define the duties of committees whenever such duties may not have been defined adequately by these Bylaws.
7. To preside over meetings of the Board of Directors and to perform all related functions.
8. To promote the best interests of the Association in all possible ways.
9. To assume the duty of Past-President upon completion of the term of President.

B. The duties of the President-Elect shall be:

1. To succeed the President and oversee the Association Committees.
2. To represent the Association on Advocacy groups or designate a member to do so.
3. To serve as President in his/her absence.

C. The duties of the Secretary shall be:

1. To take and record the minutes of all meetings of the Association and of all meetings of the Board of Directors, and ensure archiving of these documents.
2. To present at all membership meetings the minutes of previous meetings.
3. To ensure archiving of copies of the Membership Directory at the end of each membership year.
4. To arrange for board meeting locations and communicating with sites.

D. The duties of the Public Relations Chairperson shall be:

1. To act as chairperson of the Public Relations Committee and to perform all related functions.
2. To report to each meeting of the Board of Directors and to each regular membership meeting on pertinent matters being considered by the Public Relations committee.
3. To plan for and administer the issuance of association grants and awards.
4. To publish an Association newsletter.
5. To coordinate information for and maintain the Association website.
6. To disseminate information to other organizations and community at large.

E. The duties of the Programs Chairperson shall be:

1. To act as chairperson of the Programs Committee and to perform all related functions.
2. To report to each meeting of the Board of Directors and to each regular membership meeting on pertinent matters being considered by the Programs Committee.
3. To plan, organize, and execute conferences and workshops to provide professional development and training opportunities for members.
4. To maintain the association's status as a CEU provider and to process all CEUs for all applicable activities.

F. The duties of the Membership Chairperson shall be:

1. To act as chairperson of the Membership Committee and to perform all related functions.
2. To report to each meeting of the Board of Directors and to each regular membership meeting on pertinent matters being considered by the Membership Committee.
3. To take on tasks assigned by the President and approved by the Executive Board.
4. To maintain list of current and past membership.
5. To send notification of dues to all active members and persons eligible for membership

G. The duties of the School Affairs Chairperson shall be:

1. To serve as the chairperson of the School Affairs Committee.
2. To serve as liaison to the Vermont Department of Education (DOE), facilitating communication and acting on common concerns and interests.

3. To meet regularly with a representative of the DOE and report activities to the Executive Board.
4. To serve as the ASHA SEAL representative or to designate a member to do so with Board Approval.

H. The duties of the Treasurer shall be:

1. To oversee the financial affairs of the Association.
2. To present an annual report on the finances of the Association and to provide financial statements at regularly scheduled Executive Board meetings.
3. To coordinate budget planning.
4. To authorize expenditure of Association funds.
5. To ensure the filing of State and Federal documents required of the Association.
6. To ensure archiving of financial records and official documents of the Association.
7. To document and deposit all revenues including the collection of dues.

I. The duties of the immediate Past-President shall be:

1. To assist the president in the transition to Presidency.
2. To aid the President in promoting the interests of the Association.
3. To support the ongoing efforts of various committees when needed.
4. To assist the Treasurer and President with development of annual budget.
5. To assist in coordinating the review of the strategic plan and monitor its progress.

Section 6: Vacancies. Should a vacancy in an elected office occur for any reason, the vacancy shall be filled in accordance with the following procedure:

A. President. If there is a vacancy in the office of President, the members of the Board of Directors shall appoint an individual to fill that office for the duration of the term. At the next regular election, that is, in the next even numbered year, a new President shall be elected by the membership.

B. Past President. If the vacancy occurs in the office of Past President, the most immediate Past President willing to serve shall complete the unexpired portion of the term.

C. Other Offices. If a vacancy occurs in any other office, the Board shall appoint a regular member to serve in that office for the unexpired portion of the term.

Section 7: Removal.

Any elected officer may be removed from office in accordance with the following procedure:

A. A written recall petition signed by one-third of the regular membership shall be submitted to the President. If the petition is for the recall of the President, it shall be submitted to the Secretary.

B. The President, or the Secretary, as the case may be, shall call a meeting of the Board of Directors to be held within one month after submission of the recall petition. The officer who is subject of the recall petition may attend the meeting. The Board, with the exception of the officer in question, shall appoint

a five-member task force to investigate the allegations of the petition, conduct a fair hearing thereon, and make a recommendation to the Board within two months of their appointment.

C. If the task force recommends removal, the Board shall within two months of receipt of the recommendation conduct and conclude a special mail ballot on the question of recall, pursuant to a procedure adopted by the Board. Accompanying the mail ballot shall be the report and recommendation of the Task Force, together with such additional comments and materials as the Board shall designate. The officer shall be removed from the office by a vote of a majority of the regular members voting on the question.

ARTICLE VIII: Committees

Section 1: Types of Committees. There shall be two types of committees of the Association: Standing and Ad Hoc. Standing Committees shall be permanent. Ad Hoc Committees shall be created by the Board of Directors for a specific period of time to fulfill specific goals and objectives and then shall cease to exist.

Section 2: Committee Membership. All appointive committee members shall be appointed by the President. Regular, life and associate members are eligible for committee membership. Except where otherwise stated in these Bylaws, all committee members shall be full voting members of their respective committees. No member of the Association shall serve on more than two committees at a time except as designated by the Constitution or if determined by the Executive Board that the functioning of a particular committee would be hindered without a particular member's appointment. Committee members may be removed by the Board as provided in Article IV section 3.

Section 3: Meetings. Meetings of a committee shall be called by the chairperson of such committee at such time and place, either within or without the State of Vermont, as the chairperson shall designate. No formal meeting notice shall be required. Votes of the committee shall be conducted either in person at a committee meeting or electronically according to a procedure designated by the committee chair. Voting by proxy shall not be permitted.

Section 4: Standing Committees. There will be seven (7) Standing Committees. These are: Executive; Membership; Public Relations; Programs; School Affairs; Ethical Practice/Professional Standards; and Legislative.

Section 5: Ad Hoc Committees. An ad hoc Committee is a temporary committee appointed by the President for a special purpose or to fulfill a specific duty not provided for by a standing committee. The duties and specific charges of each ad hoc Committee shall be those assigned by the President and/or Board. The annual nominating committee is one example. Each ad hoc Committee shall consist of a sufficient number of members to complete the assigned task. The members shall be appointed by the chairperson or the President. An ad hoc Committee shall be dissolved upon completion of the assigned task or at the request of the President, with the approval of the Board. All ad hoc Committee members

shall be directly responsible to the President and/or the Executive Board. A written report of each committee's actions and expenditures shall be submitted to the Executive Board when the committee is terminated. The chairperson may make a written or oral report to the Board or the membership when necessary.

Article IX: Association Honors

The Honors of the Association may be presented to an individual upon recommendation of the Board. This award recognizes distinguished contributions to the field of speech, language and hearing and is the highest honor the Association can bestow.

Article X: Amendments

Amendments to this Constitution and Bylaws may be initiated by the Board or by passage of a motion from the floor at an Association meeting. Votes on all constitutional amendments shall be by mail, email, or web-mail ballot of the members. An affirmative vote from two-thirds of those members voting within fourteen (14) days of the mailing of the ballots will be necessary for adoption.

Article XI: Rules of Order

The rules of parliamentary practice comprised in Roberts Rules of Order will govern the proceedings for the Association subject to special rules, which may be adapted.

ARTICLE XII: Miscellaneous

Section 1: Loans. No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instructions.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed only by such officer or officers, agent or agents of the Association, as are duly authorized by these Bylaws or by the Board of Directors of the Association.

Section 3: Deposits. All funds of the Association shall be deposited from time to time with reasonable promptitude to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

Section 4: Fiscal Year. The fiscal year of the Association shall be established by the Board of Directors.

Section 5: Constitution Superseded. These Bylaws completely supersede and replace all previous Bylaws and Constitutions.

ARTICLE XI: Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted pursuant to either of the following two procedures:

Section 1: Action by Board: Ratification of Membership. These Bylaws may be altered, amended or repealed and new Bylaws adopted by two-thirds (2/3) of the Board of Directors of the Association at any regular or special meeting of the Directors at which a quorum is present provided that any such proposed amendments to the Bylaws of the Association shall come on for consideration before the next regular or special meeting of the regular members of the Association and shall not be effective unless ratified by a majority vote of those regular members present and eligible to vote at such meeting.

Section 2: Action by Membership: Ratification by Board. These Bylaws may be altered, amended or repealed and new Bylaws adopted by two-thirds (2/3) majority vote of those regular members present and voting at any regular or special meeting of the Association provided that such proposed amendment shall come on for consideration before the next regular meeting or special meeting of the Board of Directors of the Association and must be ratified by a majority vote of the Board of Directors. In the event a proposed amendment of the Bylaws is not ratified by the Board of Directors, such amendment shall come on before the next regular or special meeting of the regular members of the Association and can be finally adopted by a majority of the regular members present and voting at such meeting.

The foregoing Bylaws were adopted as amended by two-thirds (2/3) of the Board of Directors of the Association at a regular meeting held on September 12, 2016; and were ratified by a majority vote of the regular members of the Association electronically at an election ending on October 15, 2016; in accordance with Article X of the Bylaws of the Vermont Speech-Language-Hearing.