

BYLAWS
of the
CALIFORNIA SPEECH-LANGUAGE HEARING
ASSOCIATION

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Article I – Membership

Section 1. Classes of Membership

- A. The six classes of membership shall be: Active, Associate, Student, Life, Paraprofessional, and Honorary.
- B. The qualifications for these classes are specified in Section 2 and must be valid at the time of the application. In special instances, the Board of Directors may waive these qualifications.

Section 2. Eligibility

- A. Active members shall be persons who hold: (1) a graduate degree with major emphasis in speech-language pathology, audiology or speech-language or hearing science as described in the Standing Rules; or (2) a graduate degree and present evidence of active research, interest and performance in the field of human communication.
- B. Associate members shall be persons qualified in a related profession who are members in good standing of said profession and who subscribe to the purpose of this Association.
- C. Student members shall be persons actively pursuing college or university training in speech and language pathology, audiology or speech-language and hearing science and who do not qualify for active membership.
- D. Life members shall be persons who have attained the age of sixty-five (65) and have been active members for the previous ten consecutive years.
- E. Paraprofessional members shall be persons who have met the academic and supervised training requirements set forth by the Speech-Language Pathology and Audiology and Hearing Aid Dispensers Board (SLPAHADB) and have been registered by the Board as speech-language pathology assistants.
- F. Honorary membership may be conferred by a two-thirds vote of the Board of Directors upon recommendation of the President-Elect. Honorary membership shall be conferred on a non-member in recognition of outstanding service to the Association. Nominations for honorary membership may be submitted by any CSHA member to the President-Elect when countersigned by five (5) additional Active members. Honorary members shall have all the privileges of the Association except voting and holding office.

Section 3. Membership Privileges

- A. Active and Life members shall have all privileges of the Association.
- B. Student members shall have all privileges of the Association except for voting and holding elected office.
- C. Paraprofessional members shall have all privileges of the Association except for voting and holding elected office.
- D. Associate and Honorary members shall have all privileges of the Association except for voting and holding office.

Section 4. Application for Membership

- A. Applicants for Active membership shall submit an application with evidence of meeting the requirements set forth in Article 1, Section 2.A.
- B. Applicants for Associate membership shall submit an application and submit evidence of meeting the requirements as set forth in Article 1, Section 2.B.
- C. Applicants for Student membership shall submit an application signed by a sponsor who is an Active member and who is also on the faculty of the college or university training program in which the applicant is enrolled, as set forth in Article 1, Section 2.C.
- D. Applicants for Life membership shall submit an application with evidence of meeting the requirements set forth in Article 1, Section 2.D.
- E. Applicants for Paraprofessional membership shall submit an application with evidence of meeting the requirements set forth in Article 1, Section 2.E

Section 5. Duties and Responsibilities of Members

Members shall:

- A. Abide by the CSHA Code of Ethics in conjunction with the current ASHA Code of Ethics;
- B. Be responsible for communicating unique concerns and interests to the Board of Directors;
- C. Speak as a representative of the Association only when serving in an official capacity with approval of the President and/or the Board of Directors.

Section 6. Termination of Membership

- A. Members who violate the Bylaws or Code of Ethics may, upon recommendation of the Commission on Professional Services for Speech-Language Pathology and Audiology, be dropped from membership by a two-thirds vote of the Board of Directors. Upon submission of an appropriate petition, they may be reinstated in good standing by a two-thirds vote of the Board of Directors.
- B. Membership is terminated after January 31st, which is when dues are delinquent. Reinstatement of membership in good standing will occur upon payment of dues.

Section 7. Dues

- A. Dues for Active, Associate, Student, and/or Paraprofessional members shall be recommended by the Board of Directors and approved by a two-thirds vote of the Board. Dues shall be waived for Life members.
- B. Dues are payable in advance for the membership year which runs from January 1st through December 31st. Late dues are accepted with a penalty of \$25.00 after January 31st.

Article II – Organizational Structure

Section 1. The Association shall include geographical districts.

Section 2. Geographical Districts

- A. District Boundaries
 - 1. The number of geographical districts and their boundaries will be specified in the Standing Rules.
 - 2. Geographical district boundaries will be monitored by the Commission on Association Services, who will bring any recommended boundary changes to the Board of Directors.

- B. District Membership

A member's district shall be designated on the basis of the member's preferred mailing address.

C. District Organization

1. The Articles of Incorporation and Bylaws of the Association shall govern each District.
2. Each District shall have a Director and a Director-Elect. In the absence of a District Director at any meeting of the Board of Directors, only that District's Director-Elect may serve as an alternate with full voting privileges.
3. Each District Director shall appoint an Advisory Committee as specified in the Standing Rules.
4. Each District Director shall appoint individuals to serve as Liaisons to each of the Commissions as specified in the Standing Rules.

D. District Function

1. Each District shall have programs and meetings as determined by its membership.
2. Each District, through its District Director, may make recommendations for state or inter-District programs or conferences.
3. Each District shall be responsible for seeking and nominating qualified candidates for Association Board and District offices.
4. Each District shall be responsible for communicating its unique concerns and interests to the Board through its Director.

Article III – Officers

Section 1. Designation

- A. The Officers of the Association shall consist of the President, President -Elect, Secretary, Treasurer, and District Directors.
- B. The Officers shall:
 1. Exercise the general management of the Association;
 2. Authorize control and disbursement of Association funds, and conduct the business of the Association between regular business meetings;
 3. Receive and act on reports of officers, commissions, and appointees;
 4. Inform members of the Association of all Board actions;
 5. Contract with, or employ, staff and/or consultants to carry out assigned duties.

Section 2. Powers and Duties of the Officers

A. The President shall:

1. Act as Chief Executive Officer of the Association.
2. Assume the roles and responsibilities as established in and amended within the Standing Rules.

B. The President-Elect shall:

1. Preside over meetings of the Association and the Board of Directors in the absence of the President.
2. Succeed to the Presidency in the event of the resignation or incapacity of the President, or upon completion of term as President Elect.
3. Act as Ex-Officio of the Honors Committee.
4. Assume the roles and responsibilities as established in and amended within the Standing Rules.

C. The Secretary shall:

1. Record the proceedings of business meetings of the Association and the Board of Directors.
2. Assume the roles and responsibilities as established in and amended within the Standing Rules.

D. The Treasurer shall:

1. Oversee the fiscal policies and procedures and budgets of the Association.
2. Assume the roles and responsibilities as established in and amended within the Standing Rules.

E. The District Director shall:

1. Represent the district constituency and provide district members with information about Association activities.
2. Promote and recruit CSHA membership through District activities including, but not limited to, District social events, workshops, educational offerings, and student NSSLHA activities.
3. Assume the roles and responsibilities as established in and amended within the Standing Rules.

F. The District Director-Elect shall:

1. Chair the District Nominating Committee.
2. Succeed to the Directorship in the event of the resignation or incapacity of the Director or upon completion of the term of Director-Elect.
3. Assume the roles and responsibilities as established in and amended within the Standing Rules.

Section 3. Vacancies

Should a vacancy on the Board of Directors arise at any time subsequent to the member's election due to the resignation, death, inability to serve in said position, or due to a District Director moving for any length of time from the district he or she was elected to represent, the resultant vacancy shall be filled in accordance with the following procedures:

A. Executive Board Positions

1. A vacancy in the office of President shall be filled by the President-Elect for a term specified by the following conditions:
 - a. If there are 12 months or more remaining of the President's term, the President-Elect will become and serve as President only for the remainder of that term and will not serve an additional term. The resultant vacancy in the office of President-Elect shall not be filled by an election until the next regularly scheduled election.
 - b. If there are fewer than 12 months remaining of the President's term, the President-Elect will finish that term and then serve for the term to which he or she was elected.
2. A vacancy in the office of President-Elect, including a vacancy that occurs in the office pursuant to the previous paragraph, shall be filled by appointment by the President in consultation with the State Nominating Committee and the Association Advisory Committee. The Board of Directors will then approve such appointment. The President-Elect pro tempore shall assume the duties of the President-Elect for the remainder of the term but he or she will not automatically assume the office of the President at the end of the term. This appointment does not preclude this individual from being nominated and running for the office of President-Elect in his or her own right.
3. A vacancy in the office of Secretary shall be filled by appointment by the President in consultation with the State Nominating Committee and the Association Advisory Committee. The Board of Directors will then

approve such appointment. This appointee shall finish the remainder of the officer's term.

4. A vacancy in the office of the Treasurer shall be filled by appointment by the President in consultation with the State Nominating Committee and the Association Advisory Committee. The board of Directors will then approve such appointment. This appointee shall finish the remainder of the officer's term.

B. Vacancies in the Board of Director Positions

1. A vacancy in the office of **District Director** shall be filled by the Director-Elect for a term specified by the following conditions:
 - a. If there are 12 months or more remaining of the Director's term, the Director-Elect will become and serve as Director only for the remainder of that term and will not serve an additional term. The resultant vacancy in the office of Director-Elect shall not be filled by an election until the next regularly scheduled election.
 - b. If there are fewer than 12 months remaining of the Director's term, the Director-Elect will finish that term and then serve for the term to which he or she was elected.
2. A vacancy in the office of **Director-Elect**:
 - a. If the Director-Elect position becomes vacant, the individual that ran on the same election ballot, and received the next highest number of votes, shall serve instead. If there is no individual from that same election to fill the vacancy, or if the runner-up cannot serve, then a pro-tempore Director-Elect shall be selected by the Advisory Committee of that district, and this person shall serve for the time specified by the following conditions:
 - i. If twelve (12) months or more remains on the Director-Elect's term, a special election will be held to fill the vacancy of the Director-Elect following the nomination and election procedures.
 - ii. If fewer than twelve (12) months of the Director-Elect's term remain, the vacancy will be filled following the regular election cycle for that district. At that time the ballot may have up to four (4) candidates listed for two (2) positions: Director-

Elect and Director-Elect-Elect. District members vote for two (2) nominees and the person receiving the highest number of votes becomes the Director-Elect, and the person with the second highest number of votes is Director-Elect-Elect.

C. Vacancies in **Nominating Committee** positions:

1. In the event that an elected member of the **District** Nominating committee is, for any reason, unable to serve, the individual that ran on the same election ballot and received the next highest number of votes shall serve instead. If there is no individual from that same election to fill the vacancy, then the 3 remaining nominating committee members, together with the Director of the District, shall appoint a district member to fill that vacancy. The appointee shall fill the remainder of that term.
2. In the event that an elected member of the **State** Nominating Committee is, for any reason, unable to serve, the individual that ran on the same ballot and received the next highest number of votes in the same election and category will fill the vacancy. If there is no individual from that same election to fill the vacancy, then the President, in consultation with the existing State Nominating Committee members, shall appoint a CSHA member to fill that vacancy. The Board of Directors shall then approve that appointment. The appointee shall fill the remainder of that term.

Section 4. Removal from Office

- A. An elected or appointed member of the CSHA Board may be removed from office at any time. Examples of cause for removal may be, but are not limited to, situations wherein the member is unable to perform his or her duties, poor performance, when the Board has been unable to reach the individual after multiple attempts, the individual moves out of the geographical area or the state, (i.e., removal of elected or appointed positions will be reviewed on a case by case basis by the executive board, then brought to the attention to the full board for action if indicated).
- B. In the case of an elected member of CSHA, the individual may be removed by 2/3 vote of the full Board.
- C. In the case of an appointed member, the individual may be removed by majority decision of the Executive Board.

Article IV-Election Procedures

Section 1. General Procedures

- A. Elections shall be by mail and/or electronic ballot of the eligible voting membership.
- B. The Commission on Association Services shall oversee the election procedures.

Section 2. Eligibility

- A. All Active and Life members are eligible to hold offices of President, President-Elect, Secretary and Treasurer.
- B. Active and Life members of each District are eligible to hold the office of District Director-Elect and District Director. If either moves from the District, resignation is automatic.

Section 3. Terms of Office

President:	Two (2) years
President-Elect:	Two (2) years
Treasurer:	Two (2) years
Secretary:	Two (2) years
District Directors:	Two (2) years
Directors-Elect:	Two (2) years

Section 4. Procedures for Electing Directors to Newly Formed Districts

In the event a new district is formed, names and vitae information of applicants for District Director and Director-Elect will be submitted to the CSHA office and reviewed by the Commissioner on Association Services. The names and vitae information will be forwarded to the Association Advisory Committee which will then determine the slate of nominees for the election ballot. The nominees will run in a special election or regular election as indicated by odd or even-numbered district election cycles.

Section 5. Procedures for Nominations

- A. **The State Nominating Committee** will present a double slate of nominations for President-Elect, Secretary, Treasurer and State Nominating Committee members. Additional policies and procedures that apply to the State Nominating Committee and to the nomination of officers of the Association can be found in the Standing Rules, under Standing Committees.

- B. **The District Nominating Committees** shall prepare a double slate for Director-Elect or Nominating Committee vacancies. Additional policies and procedures for the District Nominating Committees are located in the Standing Rules, under Standing Committees.

Article V –Commissions and Other Appointments

Section 1. Designation

- A. There shall be six Commissions of the Association as follows:
 - 1. Commission on Association Services
 - 2. Commission on Professional Development and Continuing Education
 - 3. Commission on Publications and Research
 - 4. Commission on Legislation
 - 5. Commission on Professional Services for Speech-Language Pathology and Audiology
 - 6. Commission on Organizational Advancement and Outreach
- B. It shall be the responsibility of each Commission to consider the interests of all members, various professional fields, various professional work settings, and specialty areas.
- C. The Commissions shall be a resource to the CSHA membership, Board members and the Administrative Office.
- D. Collaboration and interaction between and among the commissions is expected in order to promote shared responsibility and equitable workload.

Section 2. Composition

- A. Each commission shall include:
 - 1. A Commissioner appointed by the President and approved by the Board of Directors.
 - 2. A Commission Liaison consisting of, whenever possible, one (1) representative from each district, to be appointed by the District Director.
 - 3. Officers and Officers-Elect may not be appointed to Commissions.

Section 3. Term of Office

- A. The Commissioners shall be appointed for a two year term (or portion thereof) and shall be limited to two successive terms. Following a one-year period, one can again become eligible for appointment.

- B. Commissioners on Professional Development & Continuing Education, Organizational Advancement & Outreach, and Publications and Research will begin in even numbered years. Commissioners on Association Services, Legislation, and Professional Services in Speech-Language Pathology & Audiology will begin in the odd numbered years

Section 4. Powers and Duties

A. The responsibilities of the Commissioner on Association Services shall include:

1. Monitoring the Association office, elections, mailings, membership rolls, and files.
2. Reviewing and maintaining the Articles of Incorporation, the Bylaws and the Standing Rules.
3. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

B. The responsibilities of the Commission on Professional Development and Continuing Education shall include:

1. Overseeing the continuing education activities of the Association
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

C. The responsibilities of the Commission on Publications and Research shall include:

1. Providing leadership for the research, publication and dissemination of information sponsored by the Association.
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

D. The responsibilities of the Commission on Legislation shall include:

1. Overseeing governmental policies that affect the professions of speech-language pathology and audiology as well as policies affecting services to families with communication and related disorders
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

E. The responsibilities of the Commission on Professional Services for Speech-Language Pathology and Audiology shall include:

1. Monitoring the Scope of Practice, overseeing CSHA committees and liaisons to ASHA regarding professional practice issues, and providing

guidance to CSHA members regarding such issues.

2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

F. The responsibilities of the Commission on Organizational Advancement and Outreach shall include:

1. Developing sources for non-dues/non-convention revenues.
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

G. The Responsibilities of the Editor-in-Chief shall include:

1. Editing submissions to the CSHA magazine.
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

H. The Responsibilities of the Paraprofessional Representatives shall include:

1. Identifying emerging issues for paraprofessional members, advocating for paraprofessionals and acting as liaisons between paraprofessional members and the CSHA board.
2. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

I. The responsibilities of the Student Representatives shall include:

1. Identifying emerging issues for students and acting as liaisons between students in university programs and the CSHA board.
2. Assisting with the planning of any other student events held during the Annual Convention or as planned at the local, district, or state level.
3. Assuming the roles and responsibilities as established in and amended within the Standing Rules.

Article VI – Committees

Section 1. General Procedures for Standing Committees, Task Forces, Ad Hoc Committees and Working Groups

- A. The CSHA Board of Directors shall create and dissolve committees, designate and change their charges and determine their size, composition, terms, and budgets. The activities of these committees shall be monitored and reported to the voting members of the Board of Directors.

- B. The CSHA Board of Directors may establish task forces, ad hoc committees, and working groups, designating their charges, size, composition, terms, and budgets.
- C. The Executive Committee of the Board of Directors, consisting of the President, President-Elect, Treasurer and Secretary, shall complete systematic and periodic review of all committees and task forces.
- D. The regular continuing business of the CSHA Board shall be conducted by the standing committees.

Section 2. Standing Committees

- A. The Association Advisory Committee's function is to serve as the Personnel Committee of the Board of Directors, provide special consultation with the Commissions, and assure currency of the Articles of Incorporation, By Laws and Standing Rules of the Association.
- B. The Audiology Committee's function is to address emerging issues in Audiology policy and/or educational issues and communicate proposed action items to the CSHA Board.
- C. The Diversity Committee's function is to address emerging issues in diversity and multicultural affairs and assure that CSHA maintains best practices in serving diverse and multicultural populations.
- D. The Fiscal Committee's function is to develop and oversee the annual state budget.
- E. The Honors Committee's function is to review; select and approve candidates for all State level awards.
- F. The Political Action Committee's function is to develop, review and maintain procedures and guidelines for disbursement of Political Action Committee funds.
- G. The Program Committee's function is to plan, select and organize the proposed speakers and educational offerings for the Annual State Convention.
- H. The Operations Committee's function is to plan, select, organize and facilitate activities of the Annual State Convention.
- I. The State Nominating Committee's function is to develop a slate of candidates for the Executive Board positions (President-Elect, Treasurer, Secretary) and for the vacated State Nominating Committee positions.

Article VII - Board Meetings

Section 1. Meeting Days

There shall be a minimum of two (2) board meetings annually, one of which shall be at the time and place of the Annual Convention.

Section 2. Quorum

A quorum of the Board of Directors shall be seven (7) voting Board members.

Section 3. Special Meetings

Additional or emergency meetings may be called by the President or by petition of five (5) or more members of the Board of Directors.

Section 4. Cancellation of a regularly scheduled meeting

In the event of a National or State Emergency, the Annual Convention and Business Meeting may be cancelled by a three-fourths vote of the surviving Board of Directors. The remaining Board of Directors shall be empowered to transact all business that would be brought before the meeting.

Section 5. Electronic Meeting and Voting Procedures

- A. The President of the Board, or in his or her absence the President-Elect, shall serve as the presiding officer (hereinafter referred to as “Chair”) of electronic meetings of the CSHA Board.
- B. The Rules contained in Robert’s Rules of Order, Newly Revised, shall govern the proceedings of all electronic meetings.
- C. A proposed timeline for discussing and acting on a resolution/motion shall be established by the Chair, if appropriate, and communicated to the board at the beginning of the processing of any resolution/motion based on the following considerations:
 - 1. The content of the resolution/motion;
 - 2. The urgency for acting on the resolution/motion, and
 - 3. Internal and external timing demands.

NOTE: The proposal timeline can be modified by the Chair based on the complexity and number of secondary motions that need to be discussed and voted upon.

- D. The process for discussion and acting on resolution/motion shall include the following:
1. The resolution/motion shall be posted and discussion shall begin.
 2. Discussion on the main motion and secondary motions shall be presented and acted upon
 3. The resolution in its final form shall be posted for voting.
- E. Proposed secondary motions must be submitted to the Chair via the board listserv within the required time limits. Each secondary motion will be considered by the Chair and Directors who serve on the Association Advisory Committee. They are authorized to reword, and/or to consolidate with other similar secondary motions. Each secondary motion will be considered individually.
- F. Any voting member may move to postpone a resolution/motion to the next face to face meeting of the CSHA Board. The Chair may also determine that it is in the best interest of CSHA to postpone taking action on the resolution/motion. The voting members would then vote on whether to postpone.
- G. Any voting member wishing to postpone an electronic message related to a resolution or motion shall use a format that includes:
1. A heading indicating the resolution number, whether they are speaking for the motion (pro), in opposition to the motion (con), or whether they are asking for information (point of information); and
 2. A closing for each message that includes the board member's name and position on the board.
- H. Each message posted by a voting Board member shall be a message written by that board member. Forwarding messages from non-voting board members is prohibited.
- I. Voting shall be conducted only during the voting period, which shall be a minimum of one week.
- J. For those resolutions/motions that address issues related to specific CSHA commissions, committees, and/or task forces, the Commissioner or Chair of the committee or task force shall be permitted to contribute information for the period of discussion of that resolution/motion. Chairs of committees or task forces will provide clarification and information to the board through the Chair of the Board (President or President-Elect) since these individuals are not subscribed to the board listserv. As members of the board listserv,

Commissioners can respond directly to the board. Otherwise these individuals may not enter the debate or vote.

- K. A quorum shall be 51% of the members of the CSHA board eligible to vote.
- L. The Secretary shall maintain a written record from each voting member, and the actions taken by the board will be reflected in the minutes of the next regularly scheduled board meeting.

Article VIII – Business Meetings

Section 1. Annual Convention and Business Meeting

The annual convention of the Association shall be held in the spring of each year at a time and place determined by the Board of Directors, and shall include the Annual Business Meeting which shall be for the purpose of receiving reports and for transacting any other business that may arise.

Section 2. Notice of Annual Convention and Business Meeting

Members shall receive written notice of the Annual Convention and Business Meeting a minimum of thirty (30) days prior to the meeting.

Section 3. Quorum

Those members who attend The Annual Business Meeting shall constitute the quorum.

Article IX– Calendar

The Association calendar shall be as follows:

- A. Membership shall be for a period of one year. The membership year shall be specified in the Standing Rules.
- B. The fiscal year shall be from June 1st to May 31st of each year.
- C. The term of office year shall be from June 1st to May 31st.
- D. The Annual Convention and Business Meeting shall be in the Spring.

Article X – Rules of Order

The rules contained in the latest revision of Robert’s Rules of Order shall govern this Association in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws or the Standing Rules of the Association.

Article XI– Amendments

Section 1. Amendments to the Bylaws

- A. Proposed bylaw changes shall be voted on by the Board of Directors and shall then be submitted to the membership by publication in the CSHA magazine.
- B. The *CSHA Magazine* must advise the membership that the proposed changes will be voted on:
 - 1. by mail and/or electronic ballot (two thirds of the ballots cast within thirty (30) days of the date ballots are mailed shall be required to pass any amendments); **OR**
 - 2. at the next properly called Annual Business Meeting of the Association (a two-thirds vote of the members attending the Annual Business Meeting of the Association shall be required to pass any amendments).
- C. As provided in the California Corporation Code, amendments to the Bylaws may be adopted only at a properly called business meeting of the Association by a vote of at least a majority of a quorum of the voting membership.

Article XII Discrimination

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

Revised: April 2003, June 2007, December 2011
Approved by the Voting Membership: April 2011