

BYLAWS

THE CALIFORNIA SPEECH-LANGUAGE HEARING ASSOCIATION

Revised April 2008

Article I – Membership

Section 1. Classes of Membership

- A. The five classes of membership shall be: Active, Associate, Student, Life and Paraprofessional.
- 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 and hearing sciences 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 Board (SLPAB) and have been registered by the Board as speech-language pathology assistants.

Section 3. Membership Privileges

- A. Active members shall have all privileges of the Association
- B. Associate members shall have all privileges of the Association except voting and holding office.
- C. Student members shall have all privileges of the Association except they may not vote or hold elected office.
- D. Life members shall have all privileges of the Association except holding elected office.
- E. Paraprofessional 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 to which the applicant is enrolled.
- 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 agree to:

- A. abide by the Code of Ethics;
- B. participate in continuing education;
- C. be responsible for communicating unique concerns and interests to the Board of Directors;
- D. 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 by a two-thirds vote of the Board of Directors.
- B. Membership is terminated when dues are delinquent.

Article II – 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.

Article III – 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 meetings 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 on the Commission Coordinating Committees 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 IV – Board of Directors and Officers

Section 1. Designation

A. The Board of Directors shall consist of the Officers of the Association: President, President-Elect, Secretary, Treasurer, and District Directors.

B. The Board of Directors 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 Board of Directors

A. The President shall:

1. Be Chief Executive Officer of the Association;
2. Preside over all meetings of the Association and the Board of Directors;
3. Call emergency meetings of the Association, the Board of Directors, or any of its Commissions;
4. Make appointments as specified in the Bylaws and the Standing Rules;
5. Be an ex-officio member of all Commissions and Committees;
6. Represent and promote the interests of the Association.

B. The President-Elect shall:

1. Preside over meetings of the Association and the Board of Directors in the absence of the President;
2. Perform such duties as may be designated by the President;
3. Succeed to the Presidency in the event of the resignation or incapacity of the President;
4. Succeed to the Presidency upon completion of the term as President-Elect.

C. The Secretary shall be responsible for:

1. Recording the proceedings of business meetings of the Association and the Board of Directors;
2. Reviewing all records, reports, correspondence, papers, and official documents of the Association except as otherwise designated by the Bylaws;
3. Informing the members of the Association of the actions of the Board of Directors as specified in the Standing Rules.
4. Ensuring currency of the Bylaws and Standing Rules.

D. The Treasurer shall be responsible for:

1. Reviewing of all monies due to and gratuities bestowed on the Association;
2. Reviewing and/or approving disbursement of monies as specified in the Fiscal Policy;
3. Reviewing the maintenance of certifiable current accounts of the Association;
4. Reviewing the preparation and submission of a financial report at the annual business meeting and reviewing of the preparation and submission of such additional reports as are requested by the Board of Directors;
5. Reviewing all records and accounts for annual audit and report thereof;
6. Reviewing the submission of such reports as a required by local, state, and federal government;
7. Reviewing the Association's audit and fiscal policies on an annual basis with an independent auditor.

E. Each District Director shall:

1. Represent the district constituency and provide district members with information about Association activities;
2. Report District concerns and recommendations to the Board of Directors and Commissions;
3. Be responsible for all District programs and meetings, and cooperate in the planning of inter-district meetings;
4. Appoint an Advisory Committee as specified in the Standing Rules;
5. Submit a written report at each meeting of the Board of Directors;
6. Appoint members to the Commission Coordinating Committees.

Section 3. Meetings

A. There shall be a minimum of two meetings annually, one of which shall be at the time and place of the Annual Convention. Additional or emergency meetings may be called by the President or on petition of five (5) or more members of the Board of Directors.

B. A quorum of the Board of Directors shall be nine (9) Board members, which number shall include at least five (5) of the District Directors.

Section 4. Committees

A. The CSHA Board of Directors shall create and dissolve standing committees, designate and change their charges and determine their size, composition, and terms. 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.

Article V – Commissions

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 & Outreach

B. It shall be the responsibility of each Commission to consider the interests of all members; interests relating to various professional fields, interest of various professional work settings, and interests of specialty areas.

C. The Commissions shall be a resource to the Board members.

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 Coordinating Committee consisting, whenever possible, of one representative from each district. These individuals will be appointed by the District Director.

B. Officers and Officers-Elect may not be appointed to Commissions.

Section 3. Powers and Duties

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

1. Monitoring of the Association office, elections, mailings, membership rolls, and files;
2. Overseeing the dissemination of information concerning the Association;
3. Overseeing the management of fiscal affairs;
4. Reviewing and maintaining the Articles of Incorporation, the Bylaws and the Standing Rules;
5. Overseeing the recruitment of new members through marketing efforts planned and designed in conjunction with the Marketing Chair and/or the Commission on Publications and Research;
6. Providing input to the Marketing Chair;
7. Monitoring of geographical district boundaries.

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

1. Working with the program and operations chairs to ensure the provision of an annual state convention and other continuing education opportunities for members;
2. Recommending the time and place of future annual conventions;
3. Developing and/or revising criteria for continuing education programming;
4. Developing and maintaining relationships with other professionals and/or professional organizations as well as with the public, especially for the purpose of presenting continuing education programs;
5. Creating opportunities to enhance public awareness of the value of human communication, and the resulting challenges when an individual is presented with a communication disorder. These efforts should be coordinated with the Marketing Chair and/or the Commission on Publications and Research;
6. Providing input to the Marketing Chair.

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

1. Monitoring all Association publications;
2. Overseeing the peer review process for all documents developed by the Association;
3. Maintaining documents and the archives of the Association including all relevant materials, as well as procedural handbooks and manuals;
4. Facilitating the Marketing of the Association and its services through its publications;
5. Providing input to the Marketing Chair.

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

1. Determining the need for initiation and surveillance of legislation in areas of interest to the Association;
2. Developing position statements on legislation for submission to the Board of Directors;
3. Communicating with members, legislators, representatives of other professions, and the general public with reference to legislative matters.

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

1. Determining the need for initiation and surveillance of legislation in areas of interest to members;
2. Developing position statements on legislation for submission to the Commissioner on Legislation;
3. Providing input to the Commission on Professional Development and Continuing Education on current educational needs and interests of members;
4. Reviewing and surveying clinical practice, including the development of peer reviewed documents pertaining to practice issues in the professions regardless of work setting;
5. Monitoring the Scope of Practice;
6. Maintaining liaisons with other agencies, associations, and institutions, including university programs, concerned with clinical practice;
7. Monitoring special interest groups and related professional organizations as they concern professional issues.

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

1. Identifying non-dues/non-convention revenues;
2. Identifying sponsors;
3. Securing donations;
4. Developing contacts with vendors in the area of speech-language pathology and audiology;
5. Raising private and/or corporate funds and building relationships to sustain CSHA's mission;
6. Assisting philanthropic organizations to meet their goals while furthering the mission of CSHA;
7. Developing and promoting opportunities for members to make contributions to the community through special projects.

Article VI – Elections

Section 1. Terms of Officers and Directors

President
two (2) years

Treasurer
two (2) years

President-Elect
two (2) years

District Directors
two (2) years

Secretary
two (2) years

Section 2. Eligibility

A. All active members are eligible to hold offices of President, President-Elect, Secretary and Treasurer.

B. Active 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. Procedures for Nominations

A. The State Nominating Committee will present nominations for President-Elect, Secretary, Treasurer and State Nominating Committee members.

B. The following policies and procedures apply to the State Nominating Committee and to the nomination of officers of the Association:

1. The Nominating Committee shall be composed of five (5) committee members elected by the voting membership. The President shall appoint a chair from among the five elected individuals. A minimum of two committee members shall be employed in the public schools, and at least one member shall be from another work setting;
2. The terms of office for the State Nominating committee shall be for two years with an alternating rotation of new members; two members will be elected in the odd numbered years, and three members will be elected in the even numbered years;
3. The Nominating Committee shall prepare a double slate for the offices of President, President-Elect, Secretary and Treasurer, as well as for the vacancies on the State Nominating Committee and send it to the Commissioner on Association Services;
4. The Commissioner on Association Services shall verify the eligibility of nominees, and monitor the publication and distribution of the proposed slate to the voting membership;
5. Written nominations shall be accepted from the membership postmarked within twenty-one (21) calendar days after the mailing of the Magazine in which the slate is published and accompanied by:
 - a) signatures of at least 1% of current Active and/or Life Members;
 - b) written consent of the nominees,
 - c) vita information as specified in the Standing Rules of the Board of Directors.

6. The commissioner on Association Services shall verify the eligibility of these additional nominees and prepare the final slate for submission to the voting membership.

7. An elected officer must complete the term of office for which he/she is elected and cannot run for a subsequent elected position that would overlap terms. That is, the original term of office must be completed prior to the beginning of a subsequent term.

C. Nomination of District Directors-Elect and District Nominating Committees:

1. Each District shall elect a Nominating Committee of four (4) members; two members shall be elected each year to a two-year term.

2. The District Director-Elect shall serve as the fifth member of the Nominating Committee and as its chair.

3. The District Nominating Committees shall prepare a double slate for Director-Elect or Nominating Committee vacancies and send it to the Commission on Association Services.

4. The Commissioner on Association Services shall verify the eligibility of the nominees, and prepare the final slate for submission to the District membership.

5. Written nominations shall be accepted from the District membership within twenty-one (21) calendar days after the mailing of the CSHA magazine in which the slate is published and accompanied by:

a) signatures of at least 10% of the current Active and/or Life members within the District;

b) written consent of the nominee;

c) Vita information as specified in the Standing Rules of the Board of Directors.

6. The Commissioner on Association Services shall verify the eligibility of these additional nominees and prepare the final slate for submission to the District membership.

D. No one individual may run for two different elected positions during the same election year.

E. It is the responsibility of the Nominating Committee to consider the interests of all members; interests relating to the various professional fields, interests in various professional work settings, and interests in specialty areas.

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

Identifying non-dues / non-convention revenues;

Identifying sponsors;

Securing donations;

Developing contacts with vendors in the area of speech-language pathology;

Raising private and/or corporate funds and building relationships to sustain CSHA's mission;

Assisting philanthropic organizations to meet their goals while furthering the mission of CSHA;

Developing and promoting opportunities for members to make contributions to the community through special projects.

Section 4. Election Procedures

A. Elections shall be by mail ballot of the eligible voting membership

B. The Commission on Association Services shall supervise the election procedures.

Section 5. 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. If the vacancy is in the presidency, the President-Elect shall automatically become and serve as President for a term specified by the following conditions:

a) If there is less 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.

b) If there are more than 12 months remaining, 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.

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 of 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. District Director Board Position: The vacancy shall be filled by the Director-Elect who shall immediately assume the position of the Director. The Director-Elect position shall be filled as specified in the next section.

C. Director-Elect Board Position: 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:

a) If twelve (12) months or more remains on the Elect's term, a special election will be held to fill the vacancy of the Director-elect following the nomination and election procedures specified in Sections 3 and 4 of Article VI. OR

b) If only twelve (12) months or fewer of the Elect's term remains, the vacancy will be filled following the regular election cycle for that district. At that time the ballot would have up to four (4) candidates listed for two (2) positions; Director-Elect and Director-Elect-Elect. District member's 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 is Director-Elect-Elect.

D. District Nominating Committee positions: 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.

E. State Nominating Committee positions: 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.

Article VII – Publications

The Association may issue such publications as are recommended by the Commission on Publications and Research and approved by the Board of Directors.

Article VIII – Association Honors and Awards

Section 1. Honors and Awards of the Association

The Association may bestow honors and awards at the discretion of the Board as defined in the Standing Rules.

Section 2. Honorary Membership

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.

Article IX – 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

The quorum for the Annual Business Meeting shall consist of those members who attend the meeting.

Section 4. Emergency

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.

Article X – 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 1 to May 31 of each year.
- C. The term of office year shall be from June 1 to May 31 of each year
- D. The Annual Convention and Business Meeting shall be in the spring.

Article XI – 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 XII – Amendments

Section 1. Amendments to the Bylaws

A. Proposed Bylaws 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:

- i) by mail ballot (two thirds of the ballots cast within thirty (30) days of the time ballots are mailed shall be required to pass any amendments); OR
- ii) 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).

Section 2.

As provided in the California Corporation Code, amendments to the Articles of Incorporation 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 XIII – Discrimination

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

~ END ~