



**CSHA**

# **BYLAWS**

**OF THE CALIFORNIA SPEECH  
LANGUAGE HEARING ASSOCIATION**

**ADOPTED: JULY 1, 2019**

## **ARTICLE I: Office**

The principal office of the California Speech Language Hearing Association (hereafter the “Corporation”) shall be in the state of California.

## **ARTICLE II: Purposes and Limitations**

### **SECTION 1 General Purpose**

**1.1 Public Benefit Corporation:** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for public purposes.

**1.2 Specific Purpose:** The specific and primary purpose of this Corporation shall be as set forth in the Corporation’s Articles of Incorporation.

**1.3 Limitations:** Notwithstanding, however, the powers conferred generally upon nonprofit corporations under the laws of the State of California, this Corporation shall be limited, except as an insubstantial part of its activities, to the exercise of only those powers reasonable and necessary in the accomplishment of the objectives and purposes hereinabove set forth. In no case shall the Corporation engage in any activity in furtherance of any purpose other than purposes permitted under Section 501(c)(6) of the Internal Revenue Code.

**1.4 Anti-Discrimination:** The policies and activities of the organization shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon race, creed, color, national origin, ancestry, age, sex, gender, sexual orientation, gender identification, religious beliefs, physical or mental impairment, or marital or veteran status.

## **ARTICLE III: Membership**

### **SECTION 1 Membership**

**1.1 Categories of Membership.** The following categories of membership are established in these bylaws: Professional, Paraprofessional, Associate and Student.

**1.2 Additional Categories of Membership.** The Board of Directors may establish other categories of membership, including but not limited to, Life Membership, in the Board Governing Policies.

**1.3 Qualifications for Membership.** The qualifications for each category of membership shall be established by the Board of Directors in the Board Governing Policies. Qualifications for the voting membership shall be consistent with those of the American Speech Language Hearing Association (ASHA) as necessary and appropriate to ensure maintenance of the Corporation’s official recognition by ASHA.

**1.4 References to “members.”** This Corporation may refer to persons of the non-voting classes as “members,” even though those persons are not voting members, but no such reference shall constitute any such person as a “member” within the meaning of California Corporations Code Section 5056. For the avoidance of doubt, (1) references in these bylaws to the “members” shall mean the voting members and the non-voting members collectively, but no such reference shall constitute any non-voting member as a “member” within the meaning of California Corporations Code Section 5056, and (2) references in these bylaws to the “members” shall mean members as defined in California Corporations Code Section 5056; i.e., the voting members.

**1.5 Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

- A. Resignation of the member;
- B. Expiration of the period of membership, unless the membership is renewed on the renewal terms established by the Corporation;
- C. The member’s failure to pay dues, fees or assessments as established by the Corporation (unless excused due to circumstances defined by the board);
- D. Any event that renders the member ineligible for membership or failure to satisfy membership qualifications;
- E. A determination by the Board of Directors, or a board committee authorized by the board to make such determination, that the member has violated the CSHA code of conduct and/or has engaged in conduct materially and seriously prejudicial to the Corporation’s purposes and interests.

**1.6 Suspension or Expulsion of Members.** A member may be suspended or expelled by the Board of Directors. Suspensions or expulsions may be done only for a specific cause, such as for serious misconduct that adversely affects CSHA’s operation, interests or reputation.

Before a member is suspended or expelled, there must be not less than fifteen (15) days prior written notice of the suspension or expulsion must be given to the member, giving the reasons therefore. The notice may be given by any method reasonably calculated to provide actual notice. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion by the Board of Directors or by the board committee authorized to make a determination about the status of the suspension or expulsion.

## **SECTION 2   Rights of Members**

**2.1 Voting Members.** Only Professional and Life members of the organization shall be eligible to vote or hold office in the organization. These voting members shall have the right to vote, as set forth in these bylaws, on the election of board members and officers, and shall have all other rights afforded members under the California Nonprofit public Benefit Corporations Law.

- A. **Voting Methods.** The votes of these members may be registered through any means legally allowed by the State of California. These statutes specifically allow the votes of members to be registered through electronic means (e.g., email).

**2.2 Solicitation of Ballots.** This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation that meets the requirements of Section 6.05(d) of these Bylaws, and responses may be returned by electronic transmission to the Corporation. “Electronic transmission to the Corporation” means a communication (1) delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to members for sending communications to the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication, (2) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission, and (3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

- A. **Solicitations by Written Ballot.** All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.
- B. **Required Elements of Ballots.** Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; (3) provide a reasonable time in which to return the ballot to the Corporation; and (4) provide, subject to reasonable specified conditions, that where the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.
- C. **Directors Elections.** In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

### **SECTION 3 Members Not Official Representatives of the Corporation**

No member, whether a voting- or non-voting member, shall in their capacity as a member, speak on behalf of, or hold themselves out as a spokesperson of, the Corporation, or otherwise act or purport to be a representative of the Corporation, unless the Board has specifically authorized and approved the member to act or speak as an official representative of the Corporation.

### **SECTION 4 Meetings of General Members**

**4.1. Annual Meeting.** There shall be an annual meeting of the membership of the organization. This meeting should be held in conjunction with, and at the location of, CSHA’s annual convention. The annual meeting may be held as part of the Board of Directors meeting held in conjunction with, and at the location of, CSHA’s annual convention.

- A. Annual Meeting Notice

Members of the organization shall be notified of any meeting no less than 30 days and no more than 60 days prior to that meeting in accordance with these bylaws. Notification may be by post card sent via first class mail, first class mail, or email.

- B. Purposes of the Annual Meeting

The purposes of the annual meeting may be to:

- i. Introduce and/or install the newly elected/appointed officers and members of the Board of Directors
- ii. Conduct such business of the organization as shall be determined by the Board of Directors
- iii. Provide information about the organization that will be of interest to the members
- iv. Present any awards that are appropriate to present at this gathering
- v. Provide a forum for Board connection with the membership.

**3.2. Special Meetings.** The Board of Directors may call additional meetings of the membership with a majority vote. Five (5) percent of the voting members may petition the Board of Directors to call a membership meeting. The notice for called meetings shall be given no less than 14 days in advance.

- A. **Calling Special Meetings.** A special meeting called by any person (other than the Board) entitled to call a special meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the President or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 6.05 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
- B. **Proper Business of Special Meeting.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

## **SECTION 4 Quorum**

**4.1 Percentage of Voting Power.** Five percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 6.05 of these Bylaws.

**4.2 Members Present.** Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## **SECTION 5 Voting**

Provided that a quorum has been attained, the affirmative vote of a majority of the voting members of the organization present at a meeting or participating in a vote by mail or electronic means shall be necessary and sufficient to make a decision of the voting members.

**SECTION 6    Voting by Mail or Electronic Means**

Voting members who would have the right to cast a vote in person shall have the right to vote by mail or electronic means.

**SECTION 7    Proxy Voting**

Voting by proxy is not allowed.

**SECTION 8    Record Date**

The record date for determining the voting members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the voting members entitled to vote at a members' meeting will be the date of the meeting.

## **ARTICLE IV: Board of Directors**

**SECTION 1    General Powers and Duties**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the voting members, the affairs and property of the organization shall be managed under the authority of the Board of Directors.

**SECTION 2    Board Composition and Terms**

**2.1 Board Composition.** Subject to the transition provisions set forth in Article IX of these bylaws, the board shall consist of ten (10) district directors (one from each of the ten CSHA districts), and four (4) officers (as defined in Article V). The Board of Directors shall have the authority via Board Governing Policies, to add elected or appointed seats to the board as it deems appropriate, but at no time shall the board be comprised of less than 14 members or more than 18 members. Unless they formally resign or are removed from office, directors and officers will remain in office until their successors are seated following election or appointment.

**2.2 Qualifications for all members of the Board of Directors.** All board members shall meet requirements established by the American Speech Language Hearing Association for service on a State Speech Language Hearing Association board of directors. The CSHA Board of Directors may establish additional qualifications in the Board Governing Policies and in the annual nominations process.

**2.3 Qualifications for District Directors.** To be eligible to serve as a district director, an individual shall be a qualified voting member capable of representing multiple constituencies and possessing sought-after leadership qualities to advance the organization. District Directors must continue to reside in, or be employed in, the district for the duration of their term as district director. The CSHA Board of Directors may establish additional qualifications in the Board Governing Policies and in the annual nominations process.

**2.4 Qualifications for Officers.** To be eligible to serve as an officer, an individual shall be a qualified voting member capable of representing multiple constituencies and possessing sought-after leadership qualities to advance the organization. The CSHA Board of Directors may establish additional qualifications in the Board Governing Policies and in the annual nominations process.

**2.5 District Director Term Length.** The term for district directors, and other elected or appointed directors, is two years. The terms and term limits for officers is described in Article V, Section 1.

**2.6 District Director Term Limits.** The limit to the number of terms, successive or otherwise, a district director may serve is two, without a waiting period of four years before seeking election to the seat again. The waiting period begins again after serving two additional terms.

### **SECTION 3 Meetings**

The board will have no fewer than four (4) regular meetings per year, including one which will take place in conjunction with CSHA's annual convention & exposition.

### **SECTION 4 Special Meetings**

Special meetings may be called by the board chair or shall be called at the written request of three (3) directors. Written notice of the date, time, and place of each special meeting shall be sent to each director at least three (3) days prior to the meeting. Actions of the Board of Directors at special meetings shall be limited to those relating to items posted in the notice/agenda for said meetings.

### **SECTION 5 Board Quorum and Voting**

A majority of the members of the Board of Directors in office shall constitute a quorum. If a quorum of the board members is present either through physical or virtual participation (as stipulated in Section 6, below), a majority vote of those present shall prevail as an act of the Board of Directors, unless otherwise specified in these bylaws. Voting by proxy is not allowed.

### **SECTION 6 Meeting Through Telecommunication**

The Board of Directors may conduct meetings through telephone conference calls, video conferencing, or by other similar electronic methods in which (1) all those directors participating in the meeting may simultaneously hear or read each other's communications during the meeting; or (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately communicate with all other participating directors.

### **SECTION 7 Meeting Attendance**

Reflecting the importance of attendance and participation, the Board may establish in its governing policies an attendance requirement, which may stipulate that absence from more regular meetings of the Board than allowed for in said requirement may be deemed cause for removal from the Board. Exceptions to this requirement may be made on an individual basis only by action of the Board of Directors.

**SECTION 8 Action Without Meetings**

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if all directors consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as an affirmative vote of the board of directors. The resolution is effective upon receipt of consent from all directors. Motions are adopted and effective on the date that all directors in office have responded with an affirmative “yes” vote by facsimile, electronic mail, or other form of wired or wireless communication permitted by statutes of the State of California. Such written consent or consents shall be filed with the Minutes of the subsequent board meeting.

**SECTION 9 Compensation and Reimbursement**

The members of the Board of Directors shall receive no compensation for serving on the Board of Directors. However, members of the Board of Directors may be reimbursed for normal and customary travel expenses when attending official CSHA board meetings or such other events as approved by the Board.

**SECTION 10 Rules of Order**

At the meetings of the Board of Directors, Robert’s Rules of Order (latest edition) may be invoked by the Board Chair or by majority vote of the Board, provided that in the event of an inconsistency between these bylaws and Robert’s Rules, these bylaws shall prevail.

**SECTION 11 Nomination and Election of Directors**

**11.1. Board Nominations Committee.** The Board Chair and Board Chair-Elect, along with up to three other members of the board, as described in the Board Governing Policies, will be seated as the Board Nominations Committee.

**11.2. Preparation of a Slate of Candidates.** The Board Nominations Committee shall establish a slate of candidates with competencies needed to advance the organization. Candidates must be voting members of the organization. The Board Nominations Committee will recommend a slate of candidates to the Board for approval. District Director candidates are elected by their respective districts. The CSHA Board Chair-Elect and Secretary/Treasurer are elected by the statewide voting membership. The processes that guide the work of this committee are further outlined in Board Governing Policy.

**11.3. The Elections.** Elections shall take place annually and shall be conducted in such a way that all voting members may vote for candidates to fill the open positions at the District Director level in their district, and for candidates for Board Chair-Elect and Secretary/Treasurer.

**11.4. Elections Resulting in a Tie.** In the case of a tie, the board will decide the victor by simple majority vote via written ballot or digital method as determined by the CSHA Board Chair.

**SECTION 12 Removal and Replacement of Board Members**

**12.1. Removal of a Member of the Board of Directors by Voting Members.** Elected directors may be removed with or without cause by resolution of the voting members, provided that a district director may be removed only by the vote of the voting members of the district that elected the director. Proper notice must be given in advance, as required for an annual membership meeting or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.



**12.2. Removal of a Member of the Board of Directors by the Board of Directors.** If at the beginning of a director's term on the Board of Directors, the bylaws prescribe qualifications for directors, the board of directors, by a two-thirds vote, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office. In addition, the board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors).

**12.3. Process for Removal by Directors for a Cause.** Prior to removal, the member of the Board of Directors shall be notified in writing. The member shall have 30 days to respond to the notification before a quorum of the Board of Directors or in writing by a letter sent to the Board Chair. The Board of Directors, after the 30-day period and after considering all data presented, may remove the member of the board by a two-thirds (2/3) vote of the remaining members of the Board of Directors.

**12.4. Filling Vacancies.** The Board of Directors shall, by affirmative vote of a majority of the remaining directors, fill vacancies on the board (including, but not limited to, those vacancies occurring by death, resignation and the removal of a director). A director appointed to fill a vacancy shall hold office during the unexpired term of the director he or she is replacing. If such unexpired term is less than six (6) months, it shall not be counted towards the applicable term limit for the position. (See Article V, Section 5, for information regarding filling officer vacancies.)

## **ARTICLE V: Officers**

### **SECTION 1 Elected Officers and Terms**

**1.1 Board Officers.** The officers of the Board of Directors shall include the Board Chair, Chair-Elect, Secretary/Treasurer, and Immediate Past Chair.

**1.2 Term of Board Officers.** The term of office for all officers is one year.

**1.3 Chair Sequence Limit.** No individual shall serve more than once in the Chair-Elect, Chair, Immediate Past Chair line of succession.

**1.4 Secretary/Treasurer Term Limit.** No individual elected as Secretary/Treasurer may serve more than two terms, successive or otherwise, without a waiting period of four years before seeking election to the office again. The waiting period begins again after serving two additional terms.

### **SECTION 2 Prohibition Against Holding Multiple Offices**

No member of the Board of Directors shall hold more than one office at a time. This restriction does not apply to board members who may be appointed to serve on Board Committees, Operational Committees, or other working groups as may be established.

### **SECTION 3 Election and Seating of Officers**

**3.1. Chair-Elect and Secretary/Treasurer.** The Chair-Elect and Secretary/Treasurer are elected annually for one-year terms.

**3.2. Assumption of the Board Chair Role.** Unless they resign or are removed from office, the Chair-Elect shall become Chair the following year and Immediate Past Chair two years after that for a single year. This ascendance of office shall be an exception to the two-term limit as set forth in Article IV, Section 2.6 above.

**3.3. Immediate Past Chair.** After serving as the Board Chair for one year, unless they resign or are removed from office, the Board Chair shall serve the subsequent year as Immediate Past Chair.

**3.4. Seating of Officers.** The terms of all officers begin annually on July 1.

#### **SECTION 4    Removal of Officers**

Any officer elected by the voting members may be removed pursuant to the removal provisions set forth in Sections 12.1 through 12.3 of Article IV.

#### **SECTION 5    Filling Vacancies**

In the event of a vacancy in the office of Board Chair (including a vacancy occurring by reason of the removal of the Board Chair), the Immediate Past Chair shall fill the resulting vacancy for the remainder of the term. Vacancies in the offices of the other elected officer positions (including vacancies occurring by reason of the removal of the officer) shall be filled in accordance with the provisions of Section 12.4 of Article IV; provided, however, that, the Board shall seek to fill a vacancy in the position of Immediate Past Chair with the most recent previous past chair, as available by order of succession.

#### **SECTION 6    Duties and Responsibilities of Officers**

The duties and responsibilities of officers shall be delineated in Board Governing Policies.

#### **SECTION 7    Chief Executive Officer**

**7.1. Appointment.** The Board of Directors shall employ an individual to serve as the Corporation's general manager and chief executive officer ("CEO"), with such duties, for such length of time, and at such compensation as the Board of Directors may determine. The CEO is not a member of the Board of Directors.

**7.2. Duties and Responsibilities.** The duties and responsibilities of the CEO shall be delineated in Board Governing Policies.

### **ARTICLE VI: Committees**

#### **SECTION 1    Authorization of Committees by the Board of Directors**

The Board of Directors may authorize the establishment of Board Committees, advisory groups, task forces or other working groups from time to time and assign duties to them. In establishing such committees the board shall state the purpose, charge, composition guidelines, timeline and authority of each committee.

**1.1. Non-directors on Committees.** A committee that exercises the authority of the board shall not include as members persons who are not directors. Any committee that does not exercise the authority of the board may include non-directors (see California Corporate Code Section 5212(b)).

**1.2. Authority of Committees.** No committee, advisory group, task force or other working group shall have the authority to: (a) approve any action for which this part also requires approval of the members or approval of a majority of all members, regardless of whether the Corporation has members; (b) fill vacancies on the board or in any committee which has the authority of the board; (c) fix the compensation of the directors for serving on the board or on any committee; (d) amend or repeal the bylaws or adopt of new bylaws; (e) amend or repeal any resolution of the board which by its express terms is not so amendable or repealable; (f) appoint committees of the board or the members thereof; (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and (h) approve of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him, or her by law.

## **ARTICLE VII: Liability and Indemnification of Officers and Directors**

Except as provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law (regarding self-dealing transactions), a person who performs the duties of a director in accordance with subdivisions (a) and (b) of Section 5231 of the California Nonprofit Public Benefit Corporation Law shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed for defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated. The organization shall indemnify its officers and directors to the full extent allowed by law.

## **ARTICLE VIII: Amendments**

### **SECTION 1 Amendments**

These bylaws may be amended by an affirmative vote of two-thirds (2/3) of the entire Board of Directors, unless doing so would materially and adversely affect the rights of voting members as to voting or transfer, provided that proposed amendments shall be submitted to the board at least seven (7) days prior to the meeting at which the vote on the amendments is to occur. Notwithstanding the foregoing, without the approval of the voting members, the board may not adopt, amend or repeal any bylaw that would (1) increase or extend the terms of directors; (2) allow any director to hold office by designation or selection rather than by election by the members; (3) increase the quorum or members' meetings; (4) repeal, restrict, create, expand or otherwise change proxy rights; or (5) authorize cumulative voting. In addition, the board may not, without the approval of the voting members, specify or change any bylaw that would fix or change the authorized number of directors, fix or change the minimum or maximum number of directors, or change from a fixed number of directors to a variable number of directors or vice versa.

### **SECTION 2 Submission of Amendments**

Any board member may submit amendments for consideration.

### **SECTION 3 Effective Date of Amendments**

Amendments to these bylaws shall not be retroactive, but shall carry a date after which implementation of the amendment or revision shall become binding upon the organization and its actions.

## **ARTICLE IX: Transition and Implementation**

The following pertains to the transition between the previous and new bylaws. Additional details are specified in the Board Governing Policies (see Governance Implementation and Transition). This transition and implementation language will sunset upon these bylaws taking effect.

- The board positions of Secretary, Vice President of Association Services, Vice President of Continuing Education and Vice President of Professional Services are sunsetted in these Board Governing Policies and new Bylaws that accompany their adoption.
- Individuals elected in 2019 to these four board positions prior to the new Bylaws and Board Governing Policies being adopted will be seated as Directors-at-Large on July 1, 2019 for a term of two years. This term shall NOT be counted with regard to any future board service of these four individuals as it relates to board term limits.
- The positions of Director-at-Large, as defined here, sunset at the completion of the two-year term.
- District directors and director-elects who were elected prior to 2019 shall NOT be retroactively subject to new term limits for their respective positions established in these governing documents. The new term limits will apply to them beginning July 1, 2019.
- Secretary/treasurers who were elected prior to 2019 shall NOT be retroactively subject to new term limits established in these governing documents. The new term limits will apply to them beginning July 1, 2019.
- The previously elected president-elect will serve one term as board chair and one term as immediate past chair, instead of two years as board president.
- The sitting board president will serve a one-year term as immediate past chair prior to leaving the board after her service as board president.