



**CSHA**

**BOARD  
GOVERNING  
POLICIES**

## PREAMBLE

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As of the drafting of these new board governing policies in late 2018, CSHA is 52 years old and has achieved much over its lifetime. Untold individual years of volunteerism and the contributions of countless leaders have led the association to a place of recognized service and substance.

As the organization looks to the future, it seeks to build on its rich history and chart a course for the future. Encompassing both the passion and professionalism of its varied members, as well as the rich resources and best practices of the nonprofit arena, these board governing policies are crafted to undergird the association's sustainability across all areas, including governance, finance, strategy, advocacy, efficiency and communications.

It is the belief of the sitting board of directors named below that CSHA's existing governing documents are a hindrance to the future sustainability and impact of the organization. Evolved over many years, the documents contain acknowledged gaps, conflicts, confusion and ambiguity that today frustrate members, leaders and staff.

These new board governing policies and the new association bylaws that empower them have been drafted with both sound governance practices and legal requirements in mind. Drawing from a variety of nonprofit sources and governance models, these policies represent a custom document that takes into account CSHA's unique organization, community and mission.

Finally, these policies are the beginning, not the end. In an effort to simplify and clarify CSHA policies and practices, the policies contain only those roles and structures that are believed necessary today. Over time, as the organization continues to evolve, the CSHA Board of Directors will continue to make strategic, data-driven decisions about the organization and the policies necessary to empower it.

President .....	Beryl Fogel
President-Elect .....	Linda Pippert
Secretary .....	Terry Irvine Saenz
Treasurer.....	Cindy Sendor
VP Association Services .....	Lynda Oldenburg
VP Continuing Education .....	Christine Maul
VP Professional Services .....	Elaine Fogel Schneider
District Director 1.....	Anna Vagin
District Director 2 .....	Katie Jackson
District Director 3 .....	Jill Duthie
District Director 4 .....	Audrey Ostrowski-Gallagher
District Director 5.....	Courtney Young
District Director 6 .....	Brittany Sheldon
District Director 7.....	Gilda Dominguez
District Director 8 .....	Lisa Chattler
District Director 9 .....	Jaqueline Kotas
District Director 10 .....	Lisa LaSalle
SLPA Director.....	Megan Chais

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# **GOVERNANCE IMPLEMENTATION AND TRANSITION**

## INTRODUCTION

### **CSHA is a nonprofit association**

America's nonprofit organizations, of which CSHA is one, rely on the public trust to do their work. That's why it's so important that nonprofits continuously earn the public's trust through their commitment to legal requirements, ethical principles, transparency and accountability.

The 501c6 and 501c3 are two common IRS tax-exempt statuses for nonprofits. CSHA is a 501c6, while the CSHA Foundation, a separate legal entity, is a 501c3.

In addition, c6 and c3 organizations are required to file various annual IRS forms, depending on their size. They may also be required to pay taxes if they have "unrelated business income." While the applicable IRS schedules and required disclosures of the c6 and c3 vary, all tax-exempt entities are expected to have strong governance policies and practices in place that align with the tax-exempt requirements.

In CSHA's case, the organization is unusual in that it was established as a 501(c)(6) nonprofit public benefit corporation. This makes it subject to more extensive regulation and supervision by state governmental authorities (primarily the California Attorney General) than similar 501(c)(6) organizations which are organized as nonprofit mutual benefit corporations.

It's within that context that CSHA's nonprofit board role is defined. A board has a fundamental, legal responsibility to provide oversight and accountability for the organization. Referred to as the board's "fiduciary" responsibility, the board must ensure that the organization is appropriately stewarding the resources entrusted to it.

Certain individual or organizational actions and/or inactions may put a nonprofit's tax status at risk. As a result, the need to understand, embrace and operate in accordance with all relevant legal, ethical and best-practice standards cannot be overstated. In each case, the nonprofit board member and the entire board is accountable for putting the organization's interests before their own personal interests. The board member from a particular geographic area or professional specialty, for example, is charged with making decisions that, while informed by those backgrounds, are focused solely on the nonprofit's best interests.

Ultimately, tax-exempt status is granted by the federal government with the expectation that the organization will fulfill its purpose as stated in its approved application to operate as a nonprofit. The tax status is not granted or maintained for social activities or personal aggrandizement.

This body of Governing Board Policies is intended to define the roles, responsibilities, accountabilities and processes of the CSHA Board of Directors and other official organization leaders and volunteers in accordance with those realities.

### **This manual**

This Board Governing Policies manual contains the ongoing performance standards, values and expectations of the board of directors of the California Speech Language Hearing Association (CSHA).



1. **Purpose:** This manual is designed to help the board approach decisions from the perspective of its own previously established standards, values and expectations by:
  - A. Elevating efficiency by having all ongoing board policies and operational policies in one place.
  - B. Quickly orienting new board members to current policies.
  - C. Eliminating redundant or conflicting policies.
  - D. Having greater ease of reviewing current policy when considering new issues.
  - E. Providing clear, proactive policies to guide the CEO and staff, as well as board officers, members and committees.
2. **Consistency:** The board will ensure that each policy in this document is consistent with the law, the articles of incorporation and the bylaws, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approving minutes, electing an officer, etc.), which are recorded in board meeting minutes, all board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this manual.
3. **Transition:** Unless a prior board resolution or contract obligates the organization with regard to a specific matter, these updated policies supersede previous board resolutions and policies. If an actual or apparent conflict arises between this manual and other policies or board resolutions, the matter shall be brought to the board's attention for resolution.
4. **Changes:** The Board of Directors will regularly review these policies and, as deemed appropriate, adopt changes by a simple majority vote of the board. Changes made to these policies and the governance structure, processes and culture they embody, should be made with a focus on effective governance, strategy, simplicity, clarity, efficiency and transparency.

Proposed revisions may be submitted for board consideration by any board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly made available to the board and CEO.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the board finds appropriate/necessary. The board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the board chair and the CEO.

## **SECTION I: PRIORITY IMPACTS**

## **POLICY 1.0**

### **Vision, Mission and Priority Impacts**

DATE OF ADOPTION: JULY 1, 2019

#### **1.0 CSHA Vision Statement**

The vision of CSHA is a world where all people are empowered with the fundamental human right to engage and connect.

#### **CSHA Mission Statement**

As California's expert leaders in communication, cognition, hearing and swallowing, the mission of CSHA is to serve our profession, our members, our clients and our communities through evidenced-based leadership in professional practice, strategic advocacy, thought leadership and inter-professional collaboration.

#### **1.1 Priority Impacts**

With CSHA's vision and mission as strategic guidance, the board has established the following Priority Impacts for the organization:

**Priority Impacts - To be established by board of directors via 2019-20 strategic planning.**

## **SECTION II: BOARD GOVERNANCE**

## **POLICY 2.0**

### **Governance Commitment**

DATE OF ADOPTION: JULY 1, 2019

The purpose of the board of directors, on behalf of the membership, is to ensure that CSHA:

1. Achieves appropriate results for or on behalf of the membership at an optimal cost.
2. Avoids unacceptable actions and situations.

## **POLICY 2.1**

### **Governing Philosophy and Values**

DATE OF ADOPTION: JULY 1, 2019

The CSHA board will govern lawfully, using sound governance principles and best practices, with a style that emphasizes: (a) integrity and truthfulness in all of its practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and staff roles, (f) collective decisions, and (g) focus on the future. Accordingly:

1. The board will operate in all ways mindful of its obligation to the membership for competent, conscientious and effective fulfillment of its governance obligations. It will not allow any officer, individual, committee or working group to be an obstacle to this commitment.
2. The board will work at a strategic level, not a tactical one, and will make decisions that are in the best long-term interests of the association.
3. The board will cultivate a sense of group responsibility. The board, not the staff, is responsible for board performance. The board will lead CSHA by proactively setting performance expectations for itself and for the operating organization.
4. The board will use the expertise of its individual members to enhance its understanding of issues, but will not simply defer to that expertise as the judgment of the entire board.
5. The board will set performance standards and expectations for CSHA through the thoughtful establishment of written policies. The board's major focus will be on the achievement of priority impacts for, and on behalf of, CSHA's membership, not on the administrative/operational means of attaining those results.
6. The board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management and the membership with one voice, and continually building the board's capabilities and reputation as an effective leadership team.
  - A. Continual board development will include periodic discussion of its own performance and orientation of newly elected board members.
  - B. Orientation for new board members will include three primary components:
    - i. Governance process: The Board Governance Committee will ensure provision of training including the governance principles underlying this document, and review of CSHA's bylaws and these policies, with particular emphasis on the board members' code of conduct policy.
    - ii. Current strategic issues: The Board Governance Committee and the CEO will provide overview and background information on significant issues being addressed and likely to be addressed in the new board member's tenure.

- iii. Operational overview: The CEO will help new board members achieve a general understanding of CSHA's operating organization (financials, key personnel, key products/programs/services, FAQs, etc.).
- 7. Although the board may change these governing policies at any time, it will diligently observe those currently in effect.
- 8. All ongoing policies of the board are contained in this document, and they remain in effect, unless amended or deleted by board action.
- 9. The board will monitor and discuss its process and performance, as well as board meeting self-evaluation, prior to the adjournment of each meeting. Self-monitoring will compare board activity and discipline to the standards it has set for itself in the governance process and board-CEO relationship policies.
- 10. The board's activities will be open and accessible to reasonable scrutiny by the voting membership, with the exception of personnel or other matters of a sensitive or confidential nature.

## **POLICY 2.2**

### **Board Member and Officer Qualifications**

DATE OF ADOPTION: JULY 1, 2019

Basic qualifications for service as a director and officer of the CSHA Board of Directors are established in Article IV, Section 2 of the CSHA Bylaws. In addition, ASHA Bylaws specify qualifications for voting members of its affiliated state associations (see Board Governing Policy 6.1, *CSHA Member Categories and Qualifications*), which CSHA must follow.

In addition to those qualifications, the board has established the following:

The members of the CSHA Board of Directors are the seated directors of the nonprofit corporation. This role carries with it substantive responsibilities (see Board Governing Policy 2.3 Governing board role and shared responsibilities). The board is committed to maintaining a thoughtful, dedicated, diverse composition among its members, with a focus on individual contribution to the board's shared role.

The board will seek members who bring the expertise, passion and leadership background needed today and into the future.

#### **1. All members of the board shall possess:**

- A. A commitment to:
  - i. The CSHA vision and mission.
  - ii. CSHA's priority impacts.
  - iii. Effective board governance and continuing investment in board governance development.
- B. Experience in:
  - i. Strategic leadership. There are many definitions of strategic leadership. Katharine Colarelli Beatty, director of global portfolio management at the Center for Creative Leadership, identifies two key components of strategic leadership that distinguish a strategic board from an operational board:
    - The ability to take a broad view, asking probing questions and facilitating conversations.
    - The ability to take decisive action that is consistent with the strategic direction of the association.

According to the National Council of Nonprofits, "When there are paid staff in place, rather than steer the boat by managing day-to-day operations, board members provide foresight, oversight and insight."



One study on strategic leadership in the nonprofit sector (Phipps & Burbach, 2010), found several traits that are indicative of a strategic approach to nonprofit leadership and governance:

- Capacity to learn. Strategic leaders encourage organizational learning to explore both knowable and unknown futures.
  - Capacity for change. Strategic leaders are skilled at building the capacity for organizational change.
  - Context matters. Strategic leaders help build an organization's competitive advantage by creating, re/combining and transferring knowledge efficiently within the context of its competitive environment.
  - Organizational innovation. Strategic leaders encourage, support and sustain innovative ideas and actions, and are able to develop a road map that guides the evolution of the organization.
  - Mission trajectory. Strategic leaders foster greater alignment and focus throughout the organization, encouraging a more committed pursuit of the mission and board-established strategic priorities.
- ii. Board service. Individuals running for a seat on the CSHA Board of Directors should have some previous experience on a board, committee or task force in CSHA or another organization or entity.
  - iii. Public policy advocacy at the local, state and/or federal levels.
  - iv. Financial management oversight. Individuals running for a board seat should have some previous experience in reading, understanding and interpreting the financial reports of a board, committee or task force in CSHA or another organization or entity.
- C. An entrepreneurial outlook:
- Entrepreneurial organizations are those in which the leaders have entrepreneurial management styles, as evidenced by the organization's strategic decisions and operating management philosophies. Non-entrepreneurial organizations are those in which the top management style is decidedly risk-averse, non-innovative, and passive or reactive. (Covin and Slevin, 1998)

## **2. Chair-elect/chair**

With regard to the chair-elect position, the following skills are among the qualifications established by the board:

- A. Leadership
  - i. Ability to inspire and empower others.
  - ii. Ability to organize board tasks and delegate responsibilities.

- iii. Understand the difference between managing and leading.
- iv. Ability to lead board in prioritizing association resources to achieve priority impacts.
- v. Understand what it means to effectively govern.

**B. Strategic thinking**

- i. Ability to keep the big picture in mind and not allow self or others to be caught up in minutiae.
- ii. Ability to think independently, grow in knowledge and rely on data rather than opinions.
- iii. Ability to be goal- and future-oriented.
- iv. Ability to think critically, ask questions and challenge unsubstantiated opinions.
- v. Ability to understand issues from different perspectives.
- vi. Ability to understand and process large amounts of information (print, digital and verbal) effectively and efficiently.
- vii. Ability to synthesize multiple viewpoints and incorporate them into sound decisions.

**C. Collaboration**

- i. Ability to constructively collaborate with the CEO, board colleagues, members and external individuals and groups.
- ii. Ability to work independently.
- iii. Ability to interact with other board members in a group setting, both contributing to, and valuing the contributions of all members.
- iv. Ability to professionally, diplomatically and respectfully provide counsel and feedback to the CEO on behalf of the board of directors.

**D. Communication**

- i. Ability to articulate ideas, opinions, rationales and comments in a clear, concise and logical manner to address the audience's needs.
- ii. Ability to effectively communicate with a culturally and linguistically diverse team of board members, leadership entities, CSHA members and staff, verbally and in writing.
- iii. Ability to speak in front of small and large groups using both self-prepared and externally prepared material with a professional demeanor.

- iv. Ability to facilitate board meetings and discussions effectively, maintain focus on the agenda, and keep discussions at a strategic level.
  - v. Ability to achieve practical consensus in group discussions.
  - vi. Ability to advocate for the profession.
- E. Decision-making
  - i. Ability to use logic and reasoning to identify issues, as well as the strengths and weaknesses of alternative solutions, conclusions or approaches to problems.
  - ii. Ability to make informed decisions efficiently and take action when needed.
  - iii. Ability to be objective at all times about what is best for the whole of the association rather than what is best for a particular constituency.
- F. Analytical skills
  - i. Ability to understand and analyze financial reports.
  - ii. Ability to review and analyze proposed budgets in light of association resources and priority impacts.
  - iii. Ability to analyze reports of committees, task forces, etc., and comment on drafts of documents as appropriate.

### **3. Secretary/Treasurer**

With regard to the secretary/treasurer position, the following skills are among the qualifications established by the board:

- A. Financial knowledge
  - i. Thorough understanding of financial reports and how to analyze them.
  - ii. Demonstrated financial background at some level in another organization. (Supplemental training regarding nonprofit financial terminology and requirements may be provided.)
- B. Strategic thinking
  - i. Ability to keep the big picture in mind and not allow self or others to be caught up in minutiae.
  - ii. Ability to go beyond annual budgets, audits and financial reports to strengthen the financial leadership role of the board.
  - iii. Ability to ensure that budgets reflect the priority impacts of the board.
  - iv. Ability to think ahead, ensuring that the organization connects finance and mission, and explores the financial options and decisions needed for longer-term goals.

- v. Ability to think critically, ask questions and challenge unsubstantiated opinions.
  - vi. Ability to understand issues from different perspectives.
- C. Collaboration
  - i. Ability to constructively collaborate with the CEO and other staff to develop and monitor an annual budget.
  - ii. Ability to work independently.
  - iii. Ability to interact with other board members in a group setting, both contributing to and valuing the contributions of all members.
- D. Communication
  - i. Ability to add value in preparing for budget discussions and conveying budget information to the board.
  - ii. Ability to translate financial information and financial concepts for the board.
  - iii. Ability to help explain and reframe financial documents and issues for the board.
  - iv. Ability to interpret and translate board member questions or concerns about financial information to the board and staff.
- E. Decision-making
  - i. Ability to use logic and reasoning to identify issues, as well as the strengths and weaknesses of alternative solutions, conclusions or approaches to problems.
  - ii. Ability to be objective at all times about what is best for the whole of the association rather than what is best for a particular constituency.

In addition, the Board Nominations Committee will develop an annual description of the talents the board seeks to add to its membership in a given election cycle that are aligned with CSHA's ongoing work toward achieving board-established priority impacts. (See Board Governing Policy 2.10, *Board Nominations and Elections*).

## **POLICY 2.3**

### **Governing Board Role and Shared Responsibilities**

DATE OF ADOPTION: JULY 1, 2019

On behalf of the membership, the board's job is to define and ensure appropriate organizational performance.

To distinguish the board's own unique work from the work of its staff, the board will concentrate its efforts on the following work outputs that are necessary for proper governance and management:

1. **Connection between the CSHA Board and the membership:** The board will connect the interests of the membership with organizational performance (see Board Connection Committee).
  - A. **Needs assessment:** The board will regularly assess needs and trends affecting the membership as they relate to CSHA's activities and scope of influence, and will develop and maintain board governance policies that support the association's ability to address those needs.
  - B. **Advocacy:** The board will inform the membership of CSHA's accomplishments on their behalf and its future priorities.
2. **Performance standards:** The board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations:
  - A. **Priority impacts:** Organizational outcomes, benefits, recipients and their relative worth.
  - B. **Executive parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - C. **Governance process:** Description of how the board conceives, carries out and assesses its own work.
  - D. **Board-CEO relationship:** How authority is delegated to management and its proper use monitored; the CEO role, authority and accountability.
3. **Assurance of organizational performance:** The board will assure measurable progress toward the achievement of CSHA's priority impacts, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for reasonable progress toward achievement of priority impacts and adherence to executive parameters.

## **POLICY 2.4**

### **Board Work Plan**

DATE OF ADOPTION: JULY 1, 2019

To fulfill its role and responsibilities, the board will develop and follow a biannual work plan that (a) includes a review of priority impacts and (b) continually improves board performance through board education and interactions with staff, members, outside experts, etc.

1. **Biannual cycle:** The cycle will conclude in March of odd years, so that administrative planning and budgeting can be focused on both long- and short-term components of priority impacts in the subsequent two fiscal years.
2. **Work plan development:** The Board Governance Committee will prepare and present, for the board's consideration and approval at the June board meeting of odd years, a suggested work plan for the following two years' meetings. Considerations should include:
  - A. **Board education:** Identification of topics that will support the board's:
    - i. Understanding of external issues and trends that affect priority impacts.
    - ii. Understanding and practice of sound governance.
    - iii. Understanding of key areas of operations.
  - B. **Orientation/training for new board members:** Per Governing Board Policy 2.1.6.B.
  - C. **Membership connection:** How the board will connect with the membership, and methods of gaining strategic input from the membership.
  - D. **Policy review:** How the board will systematically review all of its policies, with an emphasis on priority impacts, over the course of the two years, (e.g., by priority, by topic, or other emphasis of the board's choosing).
  - E. **Assessment/evaluation of CEO performance:** Reviewing the schedule of planned monitoring activities to assure performance on priority impacts and executive parameter policies.
  - F. **Self-assessment:** Methods and timeline for periodic and objective evaluation of how well the board is fulfilling its role (i.e., in accordance with its board process and board/management delegation policies) and open discussion of how the board's performance can be improved.
  - G. **Meeting schedule:** Review and discussion of the (in-person) board meeting schedule for the coming two years to maximize board member attendance and participation.
3. **Priority impacts progress:** The board will act on the CEO's priority impacts progress reports received prior to each quarterly meeting, determining by majority vote whether each report:

- A. Provides reasonable substantiation of compliance with the policy.
  - B. Demonstrates reasonable progress toward the priority impacts.
4. **CEO annual compensation review:** Each year, at the June meeting, the Board Governance Committee will summarize and review the board's decisions on monitoring activities (monitoring reports, etc.) received during the previous year and will recommend to the full board any adjustments to CEO's compensation and benefits. (see Board Governing Policy 8.4, *Monitoring CEO Performance*). This work is also subject to California Government Code Section 12586(g).

## **POLICY 2.5**

### **Board Officers' Roles and Authorities**

DATE OF ADOPTION: JULY 1, 2019

As established in the CSHA bylaws, the board officers are made up of the chair, chair-elect, secretary/treasurer, and immediate past chair. Together, these officers comprise the Board Governance Committee.

#### **1. Chair**

As CSHA's "chief governance officer," the chair's primary role is to ensure the integrity of the board's processes, and secondarily to represent the board to the membership and outside parties.

- A. The chair is to ensure that the board acts in a manner consistent with its policies and any requirements legally and legitimately imposed upon it from outside the organization.
  - i. Board meeting discussion content will only include those issues that, according to board policy, clearly belong to the board to consider, monitor, or to decide, or to otherwise inform/educate the board so it can best fulfill its responsibilities.
  - ii. Deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.
- B. The chair is authorized to make decisions consistent with the governance process and board-CEO relationship policies, with the exception of (a) employment/termination of the CEO, or (b) instances where the board specifically delegates portions of this authority to others. The chair may use any reasonable interpretation of these policies.
  - i. The chair is empowered to preside at board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - ii. The chair will make appointments as may be specified in the bylaws and these board governing policies. Such appointments shall be brought by the chair during their service as chair-elect to the June board meeting for approval by the board of directors prior to taking office as chair on July 1.
  - iii. The chair has no authority to make decisions within the board's priority impacts and executive parameters policy areas. Therefore, the chair has no authority to individually "supervise" or "direct" the CEO. Rather, because the CEO reports to the board as a whole, the chair serves as the liaison between the board and the CEO, providing guidance and counsel consistent with board direction as reflected in these policies.



- iv. The chair may represent the board to the membership and outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to the chair. The chair may delegate this authority but remains accountable for its use.
- v. Except where specified otherwise in bylaws or board policies, the chair may appoint board members, or others, as appropriate, to serve on study groups, ad hoc teams, etc. The board chair may establish these short-term groups or teams to research or coordinate specific projects. Such groups are subject to board oversight and authority.
- vi. The chair will act as liaison with, and at his/her discretion, may seek perspectives and advice from all past chairs (presidents).

## **2. Chair-elect**

- A. The chair-elect fulfills any duties of the chair in times when the chair is unavailable.
- B. The chair-elect may also:
  - i. Perform such duties as requested by the chair and consistent with these policies.
  - ii. Succeed to the chair in the event of the resignation or incapacity of the chair.
- C. The chair-elect serves as the chair of the CSHA Advocacy Committee and the CSHA Political Action Committee (PAC).

## **3. Secretary/Treasurer**

- A. The secretary/treasurer serves as chair of the Board Finance Committee, ensuring the committee performs its various duties on behalf of the board. In doing so, the secretary/treasurer:
  - i. Serves as the principal liaison between the committee and the full board.
  - ii. Plays the lead role on the committee in collaborating with staff to develop the annual budget.
  - iii. Reports to the board at each board meeting on the status of the association's finances.
  - iv. Works with the CEO and/or their designee to:
    - a. Set an agenda for each meeting of the Board Finance Committee and notify members of each meeting.
    - b. Ensure that appropriate financial reports are made available to the board on a timely basis.

- B. The secretary/treasurer also fulfills the following duties:
- i. Ensures that the organization:
    - a. Maintains current bylaws and board governing policies.
    - b. Maintains lists of members, board members, officers and committees.
    - c. Keeps records of board meeting attendance.
    - d. Keeps accurate minutes of meetings, including documenting actions and decisions.
    - e. Notifies board members of meetings.
    - f. Keeps record of board attendance.
  - ii. Signs the approved minutes of each board meeting after the meeting minutes have been approved by the board.
  - iii. Serves as Secretary/Treasurer of the CSHA Political Action Committee (PAC).
    - a. Reports the financial standing of the PAC at each board meeting.

#### **4. Immediate past chair**

- A. The immediate past chair:
- i. Serves as an adviser to the chair and the board as a whole as needed and appropriate.
  - ii. Serves as a member of the Board Governance Committee.
  - iii. Serves as chair of the CSHA Foundation.
  - iv. Serves as chair of the State Honors Committee.

## **POLICY 2.6**

### **Board Member Individual Responsibilities**

DATE OF ADOPTION: JULY 1, 2019

Board member engagement and participation is integral to the board's leadership success. Therefore, each board member is expected to fulfill the following responsibilities:

1. **Commitment:** Board members are expected to, upon election or appointment to the board, sign a letter of commitment (see below) indicating that they have reviewed and commit to abide by CSHA's bylaws and these governing policies, as may be amended from time to time.
2. **Annual convention:** All board members must attend the annual convention and board activities/events at the annual convention.
3. **Board meeting attendance:** Board members are expected to attend scheduled board meetings: face-to-face and conference calls. Board members are expected to attend board meetings on a regular and punctual basis. Absence from more than 30 percent of the board's regularly scheduled (face-to-face and conference call) meetings in any fiscal year will constitute that member's resignation from the board.
  - A. In case of extenuating circumstances, a board member may request a waiver to this provision. Waivers may be granted only by vote of the board.
4. **Preparation and participation:** Board members are expected to review agenda materials in advance of board and committee meetings, and to participate productively in discussions, always within the performance standards/expectations of board behavior as outlined in these policies.
5. **Responsiveness:** Board members will be attentive to board communications and respond promptly to board and staff requests for feedback.
6. **Members as individuals:** The CEO is accountable to the board as a whole and not to individual board members. Therefore, the relationship between the CEO and individual members of the board, including the chair, is collegial and not hierarchical.
7. **Volunteerism:** Board members may choose to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
8. **Members in good standing:** As board members are recognized representatives of CSHA, they are expected to remain in good standing as members and within the CSHA professional community.
9. **Reimbursement protocols:** Board members will adhere to CSHA's policies pertaining to reimbursement for expenses incurred in fulfillment of duties as a board member.

10. **Communication of trends/opportunities:** Board members should inform the CEO or appropriate staff of opportunities that may be beneficial to CSHA, and of any trends, opportunities or constructive feedback.
11. **Communications on behalf of association:** At no time may any board member communicate with others inside or outside the association in a manner that implies organizational authority not explicitly granted to them by the association. To that end, no board member may create email addresses, names, designs or take any action that contains the CSHA name or brand, or conveys unauthorized official status.
12. **Support CSHA's fundraising programs:**
  - A. Board members will support fundraising efforts (corporate relations, sponsorship, underwriting, planned giving, etc.) by participating in face-to-face or virtual meetings, or other activities, as requested by the board and/or staff.
  - B. Board members will identify possible sources of financial support for the organization and provide contact information to staff.
  - C. Board members will provide CSHA staff with introductions to key people at organizations and companies that, in the board member's opinion, might be interested in providing CSHA with financial support.
13. **Participation in organizational activities:**
  - A. In addition to board meetings, board members are expected to:
    - i. Attend annual convention and board events/activities (required).
    - ii. Participate in Board Connection Committee activities (required).
  - B. Board members are also encouraged to:
    - i. Attend district events, as appropriate.
14. **Complete the board member letter of commitment form upon taking office:**
  - A. Each board member will complete the letter of commitment form upon taking office (see Board Governing Policy 3.6, *Board Member Letter of Commitment and Form*).
15. **Complete the board member conflict of interest form annually:**
  - A. Each board member will complete the conflict of interest form annually at the September meeting (see Board Governing Policy 3.5, *Board Member Conflict of Interest Policy and Form*).

**Authority of seated members of a nonprofit corporate board of directors**

It is important to note that, in accordance with established corporate law, only an individual person may hold a seat as an officer or member of a corporate board of directors during a specified term. In a nonprofit corporation like CSHA, regardless of whether the officer or board member is elected or appointed, the board position does not belong to the appointing or electing source (members at large, district members, etc.). The board position belongs to the individual, and only that individual has the rights and responsibilities of a corporate officer or director during the term. Thus, a non-director cannot step into the role of an officer or director and assume the powers and responsibilities attendant to the position.

## **POLICY 2.7**

### **Representation to the Board**

DATE OF ADOPTION: JULY 1, 2019

In addition to the official composition of the board of directors, the board may opt to seek input and engagement from representatives to the board from various groups, interests or expertise as it may deem appropriate. These individuals may also collaborate with the board and staff as appropriate.

1. Not members of the board

These individuals are not members of the board of directors. Rather, they offer insight and consultation to the board as appropriate in the execution of its strategic leadership and governance roles.

2. Authority to incur costs

These individuals may incur costs only as specifically provided for in the board-approved budget and must seek prior approval from the CEO before doing so.

3. Representatives to the board shall include:

A. SLPA representative: The incoming CSHA board chair shall appoint a SLPA representative, who may attend all board meetings at the discretion and invitation of the board. The term of the SLPA representative is one year, coinciding with the CSHA board chair's term of office.

i. SLPA representative qualifications:

a. Must submit of a statement of interest and current resume.

B. Student representatives: The incoming CSHA board chair shall appoint two student representatives, one from Northern California and one from Southern California. The Northern California student representative may attend, at the discretion and invitation of the board, board meetings located in Northern California, and the Southern California student representative may attend, at the discretion and invitation of the board, board meetings located in Southern California. The two representatives will coordinate and collaborate on their participation. The term of the student representatives is one year, coinciding with the CSHA board chair's term of office.

i. Student representative qualifications:

a. Must be members of CSHA.

b. Must be enrolled in an accredited SLP or AUD graduate program.

c. Must submit a statement of interest and current resume.

d. Must submit two (2) letters of recommendation from a faculty member/s.

## **POLICY 2.8**

### **Annual Appointments Chart**

DATE OF ADOPTION: JULY 1, 2019

The incoming board chair and incoming board chair-elect each have appointments to make that are approved by the board of directors at the June board meeting each year. The chair and chair-elect develop the appointments collaboratively, and in consultation with the CEO, in order to ensure committees are consistently comprised in accordance with Board Governing Policies.

#### **1. Appointments to be made by incoming chair**

- A. Board Connection Committee
  - i. Appoints one individual as chair to a one-year term.
  - ii. Appoints two individuals to a two-year term.
- B. Board Diversity Committee
  - i. Appoints chair to a one-year term.
  - ii. Appoints two individuals to a two-year term.
- C. Board Finance Committee
  - i. Appoints two individuals to a two-year term.
- D. Board Nominations Committee
  - i. Appoints one individual to a two-year term.
- E. Advocacy Committee
  - ii. Appoints one individual to a two-year term.
- F. Content Advisory Committee
  - i. Appoints one individual as chair to a one-year term.
  - ii. Appoints two individuals to a two-year term.
- G. Convention Program Advisory Committee
  - i. Appoints one individual as co-chair to a one-year term.
- H. State Honors Committee
  - i. Appoints two individuals to two-year terms.

- I. Professional Practices Advisory Committee
  - i. Appoints one individual as chair to a one-year term.
  - ii. Appoints two individuals to a two-year term.
- J. SLPA representative
  - i. Appoints one individual to a one-year term.
- K. Student representatives
  - i. Appoints two individuals (one each from the north and south) to serve a one-year term.
- L. SEAL and STAR representatives
  - i. Appoints one individual to serve in each role for two-year term.

## **2. Appointments to be made by incoming chair-elect**

- A. Convention Program Advisory Committee
  - i. Appoints one individual as co-chair to a one-year term.
- B. StAMP representative
  - i. Appoints one individual to serve a two-year term.



## **POLICY 2.9**

### **Board Meetings**

DATE OF ADOPTION: JULY 1, 2019

1. **Board meeting agendas:** The chair will develop the board meeting agenda in collaboration with the CEO. Board members may request or recommend any appropriate matters for board consideration be included in an upcoming agenda.
  - A. A board member may recommend or request a matter for board discussion by submitting the item to the chair at least 30 days prior to the regularly scheduled board meeting.
  - B. To ensure board member preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, reports, etc.) are to be received by board members at least seven (7) days prior to the scheduled board meeting.
  - C. By an affirmative vote of a majority of those present at a regular board meeting at which a quorum is present, additional matters may be added to the agenda of that meeting.
2. **Board meeting attendance by non-board members:** To best serve the organization, some individuals are invited to attend board meetings at various times as guests. These invited guests may or may not have their appropriate travel expenses reimbursed by the association. These individuals include:
  - A. **District directors-elect:** District directors-elect are elected during the election timeframe (January-February) each year (odd-numbered districts in odd years, even-numbered districts in even years). They are required to attend the June board meeting following their election and preceding their officially becoming a board member on July 1. This attendance includes an annual board orientation session held in conjunction with the board meeting. Approved expenses related to attendance at the June board meeting immediately prior to being seated as a board member on July 1 are reimbursed by CSHA.
  - B. **SLPA representative:** The SLPA representative may attend board meetings at the discretion and invitation of the board. Approved expenses related to attendance at board meetings are reimbursed by CSHA.
  - C. **Student representatives:** The Northern California student representative may, at the discretion and invitation of the board, attend board meetings located in Northern California, and the Southern California student representative may, at the discretion and invitation of the board, attend board meetings located in Southern California. The two representatives will coordinate and collaborate on their participation. Approved expenses related to attendance at board meetings are reimbursed by CSHA.

3. **Board dress code:** It is at board meetings that the official business of the nonprofit corporation is conducted. As such, the members of the corporate board of directors should display appropriate, professional conduct and attire, as they are important in order to maintain a level of professionalism and dignity of the work.
  - A. At two-day meetings, attire for the first day will be business casual. Attire for the second day will be smart casual.

## **POLICY 2.10**

### **Board Nominations and Elections**

DATE OF ADOPTION: JULY 1, 2019

All nominations and elections policies are subject to the CSHA bylaws. See also: Board Governing Policy 4.2, *Board Committees/Board Nominating Committee*; and Board Governing Policy 9.7, *Elections Timeline*).

#### **1. Nominations**

##### **A. Board seat cycles**

- i. District directors from odd-numbered districts (1, 3, 5, 7 and 9) stand for election in the first quarter of odd-numbered years and begin their two-year term of service on July 1 of the same year. District directors from even-numbered districts (2, 4, 6, 8 and 10) stand for election in the first quarter of even-numbered years and begin their two-year term of service on July 1 of the same year.
- ii. Candidates for CSHA chair-elect and secretary/treasurer stand for election in the first quarter of each year and begin their terms of service on July 1.

##### **B. Procedures for nominations**

- i. CSHA will publish the board-approved annual competencies for candidates. This notice will include the deadline by which nominations must be received by the CSHA office. The annual competencies for candidates shall include:
  - a. Eligibility requirements as established in bylaws (see Bylaws Section IV, 2.2, 2.3, 2.4).
  - b. Board member qualifications as established in Board Governing Policy 2.2, *Board Member Qualifications*.
  - c. Annual competencies sought in board candidates (as developed by the Board Nominations Committee and approved by the board of directors). These competencies shall include:
    1. The expertise, interests and experience that board and/or officer candidates will be evaluated against as a potential board member. Candidates shall be required to demonstrate previous governance experience from another organization or prior leadership service in an organization, committee, or work group.

2. Desired diversity criteria in order to ensure the board's composition is balanced and strengthened by differences among members regarding race, gender, age, professional and institutional disciplines, size of their organizations, and philosophies about the speech language hearing profession and its practice areas.
  - ii. Candidates will submit their nomination packets, as described below, to the CSHA office via a specified digital method.
    - a. Nomination packets shall include:
      1. A letter of intent describing the position being sought and level of interest in serving on the board. The letter shall also include:
        - a. Present professional position and employer.
        - b. Educational degrees earned, institution granting the degree and date conferred.
        - c. Past leadership and/or governance positions held in CSHA, ASHA or in other professional and/or community organizations.
        - d. Self-appraisal of no more than 500 words describing how the individual has demonstrated the expected competencies for the position being sought, what they believe to be the major issues facing the field and CSHA, and the skills or experience they would expect to contribute to the board's governance role.
      2. Candidate statement: Each candidate for district director, chair-elect and secretary/treasurer is allowed a maximum of 100 words to describe their reasons for seeking office.
      3. Signed CSHA conflict of interest form (see Board Governing Policy 3.5, *Board Member Conflict of Interest Policy and Form*).
      4. Signed letter of commitment (see Board Governing Policy 3.6, *Board Member Letter of Commitment and Form*).
  - iii. The Board Nominating Committee will review and evaluate all candidates within the context of the annual characteristics and competencies, and submit a slate of candidates to the board of directors for approval.
  - iv. The committee will communicate with all nominees regarding their selection status for the election.

## **2. Elections**

### **A. Voter eligibility**

In accordance with the CSHA bylaws, only professional and life members are eligible to vote. An individual must have established clear, active membership status at least 14 calendars days prior to the date ballots are mailed or delivered electronically in order to vote.

### **B. Election procedures**

- i. Elections are conducted annually during the first quarter.
- ii. Election information is promoted to the membership via CSHA communications channels.
- iii. Candidates are listed in alphabetical order on ballots.
- iv. Ballots are mailed first-class or delivered electronically to all voting members of the association (professional and life members).
  - a. In the case of mailed ballots, they will be sent a minimum of 30 days prior to the postmark due date for ballots to be returned via mail to the CSHA office. California Code Sections 5513 and 5514 specify additional requirements for written ballots.
    1. The due date will be printed on the outside of the ballot envelope and on the return ballot envelope.
    2. All ballots will be mailed on the same day.
    3. Returned ballots will be recorded, tallied and confirmed by the CSHA office, and kept confidential until notice is given to the board chair.
    4. Ballots are retained at the CSHA office for a period of one year.
  - b. Ballots delivered via digital methods will be sent 30 days prior to the response due date for digital ballots.
    1. Ballots will be tallied as appropriate to the digital method by the CSHA office, and kept confidential until notice is given to the board chair.
- v. Upon conclusion of the election, the board chair (who also serves as the chair of the Board Nominations Committee) will coordinate with committee members to notify all candidates regarding the results of the election.
  - a. Once all candidates have been notified, the board chair will ensure that the board of directors has been notified of the election results.
  - b. Once the board of directors has been notified of the election results, the CSHA office will publicize the elections results through appropriate communication channels.

**C. Annual board member orientation**

1. Incoming district directors, the incoming board chair-elect and incoming secretary/treasurer will attend the June board meeting following their election. In conjunction with this meeting, they will participate in the annual board orientation session prior to beginning their terms of service on July 1.

## **POLICY 2.11**

### **Board Election Campaigning**

DATE OF ADOPTION: JULY 1, 2019

#### **Guidelines on Campaigning and Communications**

##### **1. Preface**

It is the responsibility of the CSHA board, and in particular the Board Nominations Committee, to provide all members running for office an opportunity to campaign on a fair and equal basis. Equality must be considered from the perspectives of both the candidates and the members. CSHA believes that each candidate should receive equal opportunities to share information about the strengths of her or his candidacy with the membership. CSHA also believes that each member should have equal access to information regarding an individual's candidacy.

Active candidate campaigning is a change in policy in that previously CSHA did not allow candidates to campaign. However, the CSHA Board has determined that campaigning would bring more visibility to the board election process and encourage greater involvement of CSHA membership in the election process.

These guidelines promote positive trends and anticipate potential negative trends in campaigning. The guidelines will be revisited as necessary and appropriate, and the board welcomes feedback as we implement our campaigning structure.

##### **2. Purpose**

These campaign guidelines outline rules for candidates running for district director, CSHA Board chair-elect and CSHA secretary/treasurer and are designed to encourage equality in the election process. The purpose of these guidelines is to ensure that:

- All candidates are treated fairly and equally.
- All parties understand appropriate campaign activities and required actions.
- Members have sufficient information to make informed choices in elections.
- CSHA elections are conducted in a manner befitting a professional organization.

##### **3. Campaigning**

For CSHA's purposes, "campaigning" is defined as activities designed to increase a candidate's chance of being elected.

Each candidate for district director, CSHA board chair-elect and CSHA secretary/treasurer will have the opportunity to submit a written statement on the issues faced by the organization and to describe relevant experience that qualifies the candidate for the job. The candidates' statements will be accessible to the members in an electronic form that provides all candidates equal visibility to the voting membership. CSHA will share the candidates' statements and biographical information to the CSHA membership by including those materials on the CSHA website. Candidates are urged to focus on their qualifications and/or address CSHA priorities, statements, policies or actions in their own statements to the CSHA membership.

All candidates will receive this set of guidelines when they are informed of their nomination. Their nomination will not be confirmed until such time as they respond with an acknowledgment that they understand and agree to abide by the conditions of these guidelines.

In general, candidates should maintain the "spirit of the campaign," which promotes an atmosphere of friendly competition with others and respect for the election process. All candidates must abide by the CSHA Member Code of Conduct, CSHA Board Member Code of Conduct and the CSHA Digital Community Guidelines during their campaigns.

**A. Permitted practices**

The following practices are designed to give all candidates fair access to the CSHA membership while allowing the candidate to leverage his or her personal social network, social media and crowdsourcing of ideas. The following campaign practices are permitted:

1. Social media is allowed, and all candidates are encouraged to use the official #CSHAboard hashtag when using social media for campaign purposes.
2. Creating awareness of the general CSHA board campaign is encouraged, especially by pointing to the dedicated online space provided by CSHA to highlight campaign activity.
3. Sharing individual campaigns with friends, colleagues and others through more traditional means and conversations.
4. Engaging in online discussions with other CSHA members in official CSHA online communities.

**B. Prohibited practices**

The following campaign activities are not permitted:

1. Use of CSHA staff time or resources other than support provided for the election online space.
2. Funded actions (in-kind or financial) or activities for increasing a candidate's chance of being elected.
3. Spending money, whether personal funds or affiliate funds, for the purpose of supporting a candidate or campaign.



4. Campaigning statements made during CSHA's annual convention or other events.
5. Negative campaigning against other candidates.
6. Targeted lobbying of members of the Board Nominations Committee.
7. Targeted lobbying or leveraging of corporate membership to increase campaign visibility.
8. Promoting to the general membership through unmonitored "direct marketing techniques," such as mailings, organized phone calls or emails to large numbers of people with whom the candidate does not have a relationship. In other words, spamming of membership with campaign messages is not allowed.
9. Use of websites other than the official CSHA campaign webpage, such as a personal election statement or web page other than the official holder on csha.org.
10. Endorsement of candidates by persons holding CSHA positions of significant responsibility, such as board members, other leaders or CSHA staff.

**C. Clarification of permitted and prohibited practices**

If the candidate has questions about a particular practice, he/she should contact the chair of the Board Nominations Committee.

**D. Conduct of candidates**

Candidates shall conduct themselves in accordance with the CSHA Membership Code of Conduct.

**E. Sanctions if a candidate violates campaign guidelines**

The Board Governance Committee is empowered to investigate any alleged campaign violation and may take any action deemed appropriate, up to and including elimination of the candidate from the election and revocation of membership.

**F. Campaigning suggestions**

1. Think about how you'd like to position your campaigning toward supporting CSHA's strategic priorities.
2. Consider ways you can connect with your personal network online to support your candidacy for the CSHA board. Encourage every CSHA member you know to vote.
3. Showcase how you have supported the CSHA organization through volunteering.

## **POLICY 2.12**

### **Budgeting for Board Governance**

DATE OF ADOPTION: JULY 1, 2019

The board will consciously invest in its ability to govern effectively. Accordingly:

1. The board will allocate resources to ensure that it has sufficient skills, methods and supports to assure excellence in its governance and leadership.
  - A. Training will be used appropriately to orient new board members and to increase existing board members' skills and knowledge.
  - B. Outreach mechanisms will be used as needed to ensure the board understands members' viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance. The board will establish a budget addressing, at a minimum, the following line items.
  - A. Board meeting and planning costs (including board travel).
  - B. Board member travel/reimbursements (attendance at conferences, workshops, etc.).
  - C. Board training, including publications.
  - D. Fiscal audit.
  - E. Surveys, focus groups and other membership connection activities.
  - F. Committee functions.
  - G. Board contingencies.
3. The board will establish, during the budget development process, its budget for these prerogatives in the next fiscal year.

## **SECTION III: BOARD ACCOUNTABILITY AND FISCAL POLICIES**

## **POLICY 3.1**

### **Board Investment Policy**

DATE OF ADOPTION: JULY 1, 2019

The following policy has been adopted by the Board of Directors of the California Speech-Language-Hearing Association (CSHA) and is to be shared with the Board Finance Committee and any active portfolio managers responsible for investing unrestricted assets of the organization.

The Board of Directors will endeavor to operate CSHA's investment program in compliance with all applicable state, federal and local laws and regulations concerning management of investment assets (including, without limitation, Section 5240 of the California Corporations Code).

#### **1. Policy statement**

The primary objective of this policy is to establish an operating reserve for CSHA that will permit the organization to continue to operate during difficult financial times. Two examples for use of operating reserve funds are as follows:

- A. Maintain current level of operations while CSHA addresses longer term solutions to potential operating problems.
- B. Maintain current level of operations while CSHA addresses fiscal emergency situation.

The primary investment objective of this policy is capital preservation and liquidity.

#### **2. Operating reserve**

CSHA will maintain an operating reserve that will be no less than three months (minimum) and no more than one year (maximum) of the annual operating budget. The operating reserve will be reviewed by the Board Finance Committee at least annually to determine if the organization is in compliance with this policy.

A minimum of 75% of the increase in unrestricted net assets from the current year will be added to the operating reserve until the maximum reserve balance has been achieved. An amount should be built into the annual budget to build the operating reserve to the desired level.

The operating reserve funds will be invested in accordance with the investment policy adopted by the CSHA Board of Directors.

Earnings from the operating reserve investments will be added to the balance until the maximum reserve balance is achieved. Once the maximum balance is achieved, then the earnings can be used for general operations.

Any spending of the operating reserve funds must be approved in advance by the CSHA Board of Directors.

### 3. Investments

Since capital preservation and liquidity are the two main objectives for the investment of the operating reserve funds, the portfolio will be one with a short-term focus. Following are the investment guidelines for the investment of the operating reserve fund:

- A. The average maturity for all fixed income holdings in the portfolio shall not exceed three years.
- B. At least 10% of the portfolio should have a maturity of less than 90 days.
- C. Permissible investments for the portfolio are as follows:
  - i. Money market funds – These funds should be available upon demand, must be with a financial institution that is insured and must not exceed the insured limit at the institution. The following are all acceptable money market fund holdings:
    - a. Treasury bills.
    - b. Commercial paper.
    - c. Banker's acceptances.
    - d. Repurchase agreements.
    - e. Certificates of deposit.
  - ii. Certificates of deposit – These funds should be issued by financial institutions that are insured by the FDIC and are limited to \$250,000 in principal per institution.
  - iii. U.S. government obligations – The only restrictions on direct U.S. government securities will be a limit of 30% of the portfolio to any single issue and a maximum per issue of five years.
  - iv. Federal agency securities – The only restrictions on government agency securities that are indirect obligations of the federal government will be a limit of 30% of the portfolio to any single issue and a maximum maturity per issue of five years.
  - v. Corporate notes – The only restrictions on corporate notes will be a limit of 30% of the portfolio to any single issue and a maximum maturity per issue of five years.
- D. The Board Finance Committee is to receive regular reports of investment performance and investment activity.
- E. The utilization of outside investment professionals may be considered when implementing part or all of this program. Such professional service must be bound by these same guidelines while undertaking its investment management role.

#### **4. Authorization**

A resolution by the CSHA Board of Directors shall authorize the CEO to implement this investment policy in relation to investing the organization's operating reserve funds.

#### **5. Responsibilities**

The ultimate responsibility for investment oversight resides with the CSHA Board of Directors. The Board Finance Committee shall monitor the investment portfolio for compliance with this policy. The Board Finance Committee shall review the portfolio periodically at Board Finance Committee meetings and review the guidelines at least annually.

At least quarterly, the secretary/treasurer will report to the CSHA Board of Directors the investment performance of the operating reserve fund and compliance with the operating reserve policy.

## **POLICY 3.2**

### **Board Audit Policy**

DATE OF ADOPTION: JULY 1, 2019

As a California Nonprofit Public Benefit Corporation, CSHA is subject to California Government Section 12586(c) regarding audits and audit committees.

## **POLICY 3.3**

### **Board Antitrust Policy**

DATE OF ADOPTION: JULY 1, 2019

CSHA is a nonprofit organization recognized as a tax-exempt trade/professional association under Internal Revenue Code Section 501(c)(6). As such, it is not organized to and may not play any role in the competitive decisions of its members or their employees, nor in any way restrict competition among members or potential members. Rather, it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

The association provides a forum for exchange of ideas in a variety of settings, including its annual convention, educational programs, committee meetings, and board meetings. The CSHA Board of Directors recognizes the possibility that the association and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this policy statement clearly and unequivocally supports the policy of competition served by the antitrust laws and to communicate the association's uncompromising policy to comply strictly in all respects with those laws.

The consequences for violating the antitrust laws can be severe. A conviction can carry stiff fines for the association and its offending leaders, jail sentences for individuals who participated in the violation and a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced against associations, association members, and the association's employees by both government agencies and private parties (such as competitors and consumers) through treble (triple) damage actions. As the principal federal antitrust law is a criminal conspiracy statute, an executive who attends a meeting at which competitors engage in illegal discussions may be held criminally responsible, even if he or she says nothing at the meeting. The executive's attendance at the meeting may be sufficient to imply acquiescence in the discussion, making them liable to as great a penalty as those who actively participated in the illegal agreement.

The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Above all else, association members should be free to make business decisions based on the dictates of the market – not the dictates of the association.

Some activities by competitors are deemed so pernicious and harmful that they are considered per se violations – it does not matter whether or not the activities actually have a harmful effect on competition; the effect is presumed. These generally include price fixing, allocation of customers, markets or territories, bid-rigging and some forms of boycotts.

Other actions, such as standards development, certification programs, and access to association services and activities, generally are evaluated under a rule of reason – there is a balancing between the pro-competitive and anti-competitive aspects of the activities; the pro-competitive effects must outweigh the anti-competitive ones. These areas also should be approached with caution and legal guidance.



Given the severity of such penalties, the board of directors intends to take proper measures to ensure that violations of the antitrust laws do not occur.

It shall be the policy of CSHA to be in strict compliance with all federal and state antitrust laws, rules and regulations. Therefore:

1. This policy applies to all membership, board, committee and other meetings of the association, and all meetings attended by representatives of the association.
2. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of an organization's operations that might influence price such as:
  - A. Cost of operations, supplies, labor or services.
  - B. Allowance for discounts.
  - C. Terms of sale including credit arrangements.
  - D. Profit margins and markups, provided this limitation shall not extend to discussions of methods of operation, maintenance and similar matters in which cost or efficiency is merely incidental.
3. It is a violation of antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
4. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.
5. It is the association's policy that, if at any meetings attended by representatives of the association, the discussion borders on an area of antitrust sensitivity, the representatives shall ask both that the discussion be stopped and asks that the request to cease the discussion be made a part of the minutes of the meeting being attended. If others continue such discussion, the association's representative should excuse themselves from the meeting and request that the minutes show that they left the meeting at that point and why they left. Any such instances should be reported immediately to the CSHA board chair and CEO.
6. It is the association's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee member, staff member or other official representative annually and that the same be read, or understood at all meetings of the CSHA Board of Directors.

## **POLICY 3.4**

### **Board Member Code of Conduct Policy**

DATE OF ADOPTION: JULY 1, 2019

1. The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as board members.

Further, under state statutory and common law, nonprofit board officers and other members of the board of directors are fiduciaries and must act in accordance with the fiduciary duties of care, loyalty and obedience.

A fiduciary is someone who has special responsibilities in connection with the administration, investment, monitoring and distribution of property — meaning, the charitable or public assets of the institution, as well as intangible assets such as its reputation and role in the community.

Sound governance practice mandates that all board members be informed of the legal meaning and obligations of their fiduciary role and provided practical examples of issues that the board is likely to face and that require careful attention to the balancing of interests necessary to carry out the fiduciary role.

- A. Duty of care: Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
  - B. Duty of obedience: Board members must abide by CSHA's governing documents (Articles of Incorporation, Bylaws and these Board Governing Policies). Vigorous debate around the board table is expected and encouraged, but board members are obliged to support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.
  - C. Duty of loyalty: Board members must demonstrate unconflicted loyalty to the interests of the corporation, superseding any conflicting loyalties such as to self, segments of the membership, family members, advocacy or interest groups, staff, other organizations, or any personal interests as an individual consumer of CSHA's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
    - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
    - B. Board members are required to read and follow CSHA's Conflict of Interest policy (see Board Governing Policy 3.5, Board Member Conflict of Interest Policy & Form).

- C. Board members must not use their board positions to obtain staff employment for themselves, family members or close associates. Should a board member intend to apply for staff employment, they must first resign from the board.
  - D. Board members are required to sign an annual conflict of interest policy at the June board meeting.
- 3. Board members must not attempt to exercise individual authority over the organization.
  - A. Board members' interaction with the membership, public, media or other entities must recognize that board members are not to speak for the board or the CEO, except to share explicitly stated board decisions.
  - B. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the board.
  - C. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, except when participating in the board's duties as delineated in these policies.
- 4. Board members will treat one another, staff, members and all others with respect, civility, dignity and transparency. In all ways, board members must abide by the CSHA member code of conduct.
- 5. Board members must respect the confidentiality appropriate to board issues of a sensitive nature.
- 6. A board member aware of any credible information that suggests that a board policy has been violated by the board, a board member or the CEO, has an affirmative obligation to bring the concern to the board chair. If the chair is the subject of the concern, it should be brought to the chair-elect.
- 7. If a board member is alleged to have violated this code of conduct:
  - A. The chair (or chair-elect, if the chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
  - B. The chair (or chair-elect) will put the issue on the agenda for closed session. The respondent board member will be allowed to present his or her views prior to the board determining whether or not the action violated this code of conduct.
  - C. A board member found by the board (by majority vote) to have violated this code of conduct may be subject to subsequent censure or other board action, as long as consistent with the bylaws.

8. Directors seated on a nonprofit corporate board cannot remain willfully ignorant of the affairs of the association. Moreover, officers and directors acting outside of or abusing their authority as officers and directors may be subject to personal liability arising from such actions. Furthermore, officers or directors who, in the course of the association's work, intentionally cause injury or damage to persons or property may be personally liable, even though the activity was carried out on behalf of the association.

## **POLICY 3.5**

### **Board Member/Leadership Conflict of Interest Policy & Form**

DATE OF ADOPTION: JULY 1, 2019

Exhibit A in this Conflict of Interest policy must be signed on an annual basis by all duly seated board members, officers, committee chairs, committee members, staff, and any other individual engaged in any activities wherein others may perceive leadership conduct and/or authority on behalf of the association.

#### **1. Purpose**

The individual leaders of California Speech Language Hearing Association (“organization”), including but not limited to the organization’s directors (“directors”) and officers (“officers”), must act at all times in the best interests of the organization and must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the organization. Moreover, the organization’s officers and board of directors have an obligation to ensure that the organization maintains a bias-free decision-making process.

All interested persons (as that term is defined in section 2.A. below) are required to comply with the provisions of this conflict of interest policy (“policy”). The purpose of this policy is to inform interested persons about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help them to avoid conflicts of interest where necessary. This policy is intended to supplement but not replace any applicable federal and California state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

#### **2. Definitions**

##### **A. Interested person**

An “interested person” is any duly seated board members, officers, committee chairs, committee members, staff, and any other individual engaged in any activities wherein others may perceive leadership conduct and/or authority on behalf of the association.

##### **B. Financial interest**

- i. A person has a “financial interest” if the person has, directly or indirectly, through a business, an investment, or a family member (as that term is defined in section 2.C. below):
  - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
  - b. An arrangement regarding compensation (as that term is defined in section 2.D. below) with the organization or with any entity or individual with which the organization has a transaction or arrangement.

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
- ii. A financial interest is not necessarily a conflict of interest. An interested person who has a financial interest will have a conflict of interest only if the board of directors of the organization (“board”) decides under section 3.B. below that a conflict of interest exists.
- iii. Shares owned by an interested person in a publicly traded company shall not be considered a financial interest under section 2.B.1.

**C. Family member**

A “**family member**” includes an interested person’s spouse, brother, sister, spouse of a brother or a sister, parent, grandparent, great grandparent, child, grandchild, great grandchild, and spouse of a child, a grandchild, or a great grandchild. The relations in the preceding sentence include relations by blood, marriage or adoption. A family member also shall include any other person whose relationship to an interested person could be considered by an unrelated third party to be equivalent to those relations listed in the first sentence of this section 2.C. Determination of whether an individual is a family member shall be at the sole discretion of the board.

**D. Compensation**

“Compensation” means the salary, benefits, and any other amounts paid to an individual, and also includes gifts or favors that are substantial in nature.

**E. Conflict of interest**

A conflict of interest may arise when an interested person has some interest, including a financial interest, which presents or may present a conflict between the interested person’s obligations to the organization and the interested person’s personal, business, or other interests. Any circumstances under which the interests of an interested person may be seen as competing or at odds with the interests of the organization may lead to a conflict of interest. A “conflict of interest” exists when, in view of all of the facts and circumstances, the conflict is substantial enough that it would, or reasonably could, affect the interested person’s judgment with respect to making decisions concerning the organization.

### **3. Procedures**

#### **A. Duty to disclose**

An interested person must disclose the existence and nature of any actual, potential or apparent conflict of interest, including financial interests in a proposed transaction or arrangement being considered by the board, and all related material facts to the board. If an interested person discovers an actual, potential or apparent conflict of interest with respect to a decision of the organization that has already been made, or a transaction or arrangement that the board has already entered into, the interested person must immediately disclose the existence and nature of the actual, potential, or apparent conflict and all related material facts to the board.

#### **B. Determining whether a conflict of interest exists**

After the actual, potential, or apparent conflict of interest has been disclosed to the board and discussed as necessary with the interested person, the board shall determine whether a conflict of interest (as defined in section 2.E. above) exists or may exist. The interested person shall leave the board meeting while the matter is discussed and voted upon.

#### **C. Procedures for addressing the conflict of interest**

If the board decides that a conflict of interest exists or may exist, the following measures shall be taken:

- i. If the conflict of interest is general in nature (i.e., does not pertain to a specific transaction or arrangement being considered by the board), the interested person shall be recused from all deliberations and decision-making related to the matter which gives rise to the conflict of interest.
- ii. If the conflict of interest is specific in nature (i.e., pertains to a specific transaction or arrangement being considered by the board), the following shall apply:
  - a. The interested person may make a presentation to the board, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the measures to be taken regarding the conflict of interest.
  - b. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board shall determine by a majority vote of the disinterested directors:
  1. Whether the transaction or arrangement is in the organization's best interest and for its own benefit.
  2. Whether the transaction or arrangement is fair and reasonable to the organization.
  3. Whether to enter into the transaction or arrangement in conformity with such determination.

**D. Violations of this policy**

- i. If the board has reasonable cause to believe that an interested person has failed to disclose actual, potential, or apparent conflict of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the response of the interested person, making such further investigation as may be warranted in the circumstances, and determining that the interested person has in fact failed to disclose an actual or possible conflict of interest, the board shall take appropriate disciplinary and corrective actions.

**E. Board or committee actions; other organizational decision-making**

- i. Any action, decision, or determination by the board or committee of the board required or permitted under this policy shall not include the participation of a director with a conflict of interest in the transaction or arrangement under consideration.
- ii. Any interested person with a conflict of interest with respect to a general matter shall not participate in the deliberations or decision-making process related to that matter.

**4. Records of proceedings**

The minutes of board meetings at which conflicts of interest are addressed shall be prepared by the later of the next board meeting or 60 days after the final action by the board on the conflict of interest and shall contain:

- A. The names of the interested persons who disclosed or otherwise were found to have an actual, potential, or apparent conflict of interest in connection with an actual or possible transaction or arrangement; the nature of the actual, potential, or apparent conflict; the action taken to determine whether a conflict of interest was present and the date of the action; and the decision of the board as to whether a conflict of interest in fact existed.



- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, comparability data relied upon by the board and how the data was obtained, the terms of the transaction and the date it was approved, and a record of any votes taken in connection with the proposal.

## **5. Determination of compensation**

The following provisions shall apply with regard to determination of compensation:

- A. A director who receives compensation, directly or indirectly, from the organization for services rendered to the organization is precluded from voting on any matters pertaining to that director's compensation.
- B. A member of any committee of the board whose jurisdiction includes matters of compensation and who receives compensation, directly or indirectly, from the organization for services rendered to the organization is precluded from voting on any matters pertaining to that member's compensation.
- C. Provisions 1 and 2 of this section 5 are not intended to preclude directors or committee members from:
  - i. Determining the types and levels of reasonable expenses for which directors or committee members, as a group, may be reimbursed under the organization's bylaws.
  - ii. Providing information regarding compensation to the board or any committee of the board.

## **6. Annual statements**

Each interested person shall annually complete the conflict of interest statement in the form attached as Exhibit A.

## **7. Periodic reviews**

To ensure that the organization operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to this policy as well as to the organization's other written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement.

**8. Use of outside experts**

When conducting the periodic reviews as provided for in section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

## EXHIBIT A

### ANNUAL CONFLICT OF INTEREST STATEMENT FOR CALIFORNIA SPEECH LANGUAGE HEARING ASSOCIATION

Conflict of interest information for fiscal year beginning \_\_\_\_\_, \_\_\_\_\_

All capitalized terms not defined herein are as defined in the Conflict of Interest Policy (“Policy”) of California Speech Language Hearing Association (“Organization”).

I, the undersigned, certify:

1. I have received a copy of the Policy;
2. I have read and understand the Policy;
3. I agree to comply with the terms and conditions of the Policy; and
4. I understand that the Organization is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Listed below are all actual, potential, or apparent conflicts of interests and Compensation arrangements that I have not previously disclosed in writing to the Organization and the existence of which does or may result in a Conflict of Interest:

(attach additional pages if necessary)

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

## **POLICY 3.6**

### **Board Member Letter of Commitment & Form**

DATE OF ADOPTION: JULY 1, 2019

Anyone being nominated to serve on the board must sign the letter of commitment prior to being considered for nomination (see Policy 2.8).

#### **Letter of commitment**

As a member of the California Speech Language Hearing Association (CSHA) Board of Directors, I agree to:

1. Read, reference, and abide by the bylaws and board governing policies of the organization.
2. Act in the best interests of the association, and adhere to the CSHA Member Code of Conduct and the CSHA Board Member Code of Conduct.
3. Avoid any conflict of interest or appearance of a conflict of interest, and sign the annual board member conflict of interest form.
4. Not use my position on the board for personal or professional gain.
5. Actively participate in board development activities to benefit my service to the board.
6. Commit approximately 12 hours per month to board responsibilities in addition to board meetings.
7. Prepare for and attend at least 75 percent of board meetings (this includes virtual attendance via teleconference or video conference), unless excused by the board chair due to extenuating circumstances.
8. Provide proper financial oversight and ensure CSHA has adequate financial resources.
9. Support the CEO in the service of their duties to CSHA.
10. Maintain the confidentiality of information regarding the organization and its members.
11. At no time knowingly falsify information or share false information pertaining to the organization with any parties.
12. Maintain communication with other board members throughout the year as necessary and appropriate.
13. Conduct myself in a manner that enhances the organization's public standing.

14. Make an annual financial contribution to the CSHA Foundation (as indicated below) at a level I feel is significant and generous. This may be made as an annual one-time donation or in smaller amounts several times throughout each year of my term. I understand that my annual financial contribution to the CSHA Foundation, whether made as an annual one-time donation or in smaller amounts throughout each year of my term, may be deductible as a charitable contribution for federal income tax purposes. Consult your tax advisor.
15. Contribute to the financial success of CSHA by supporting the corporate relations program, and by introducing potential donors to CSHA and our mission, and encouraging them to support the organization.

My role as a board member is a critical role for this organization, and therefore, I understand that my failure to live up to these commitments may result in my removal from the board. Further, I understand that as a member of the CSHA Board of Directors, I will not receive any special treatment from the organization.

I agree that if, at any time, I am unable to fulfill the commitments of a member of the board, I will give 30 days' notice of resignation to the board chair and the CEO.

Annual contribution:

Name (printed):

Signature:

Date:

Term:

Name of board chair (witness):

Signature of board chair:

## **SECTION IV: COMMITTEES OF THE ORGANIZATION**

## **POLICY 4.0**

### **Committees of the Organization**

DATE OF ADOPTION: JULY 1, 2019

As provided in the bylaws (see Article VI: *Committees*), the organization may have a variety of committees and working groups, as established by the board of directors.

#### **Types of committees:**

The following types of committees may be established by the board of directors and included in these governing policies:

**Board committees:** Board committees support the work of the board and may include both members and non-members of the board. The exception to this policy, in terms of committee makeup, is the Board Governance Committee. Because this committee has the authority to act on behalf of the board of directors, California Law requires that only sitting board members may serve on this committee.

**Operational committees:** Operational committees are established to enhance the operational work of the association in support of the board-established priority impacts.

**Other groups or teams:** The board chair may establish short-term groups or teams to address specific issues or opportunities. Such groups are subject to board oversight and authority as necessary and appropriate.

**CEO-designated teams:** In addition to board-established committees or working groups, the CEO may, as they deem necessary and appropriate, assemble working groups or teams to inform their work on an as-needed basis. The working groups or teams dissolve after the work is complete.

## **POLICY 4.1**

### **Board Committee Principles**

DATE OF ADOPTION: JULY 1, 2019

Board committees may be established to help the board be more effective and/or efficient in its work. Board committees are not to interfere with the board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly,

1. The roles and authority of board committees are governed solely by the board of directors and CSHA's governing documents (articles of incorporation, bylaws, and board policies).
2. Board committees are accountable to the board, which, in turn, may accept, modify or reject a committee's recommendations.
3. Unless specifically authorized by the board, board committees may not make any commitment of organizational resources or funds, or seek outside funding.
4. Board committees may only speak or act for the board when formally given such authority for specific and/or time-limited purposes. The board will carefully state expectations and authority for each committee (in the board committee structure policy) in order not to conflict with authority maintained by the board or delegated to the CEO.
5. As the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
6. Board committees exist to help the board do its job, not to exercise authority over staff.
7. This policy applies to any group formed by board action, whether or not it is called a committee and regardless of whether it includes non-board members. This policy does not apply to committees formed under the authority of the CEO.
8. At no time may any committee communicate with others inside or outside the association in a manner that implies organizational authority not explicitly granted to it by the association. To that end, no committee, working group or other subgroup may create email addresses, names, designs or take any action that contains the CSHA name or brand, or conveys unauthorized official status.

#### **Responsibilities of board committee members**

Board committee members shall:

1. Read, reference, and abide by the Bylaws and Board Governing Policies of the organization;
2. Act in the best interests of the association, and adhere to the CSHA Member Code of Conduct;



3. Prepare for and attend at least 75 percent of committee meetings (including virtual attendance via teleconference or video conference), unless excused by the committee chair due to extenuating circumstances;
4. Avoid any conflict of interest or appearance of a conflict of interest;
5. Not use their position on the committee for personal or professional gain;
6. At no time knowingly falsify information or share false information pertaining to the organization with any parties; and
7. Conduct themselves in a manner that enhances the organization's public standing.

### **Appointments and terms**

Committee appointments that are not designated by definition in an officer position, including committee chairs, are made by the incoming CSHA board chair and/or chair-elect (except where designated otherwise) in consultation with the CEO and ratified by the CSHA Board of Directors at the June board meeting. Except where otherwise noted in board policy, approximately half of each committee is appointed by the incoming CSHA board chair each year for two-year terms, thus ensuring overlapping service on the committees.

Appointments of board committee members may include CSHA board members, CSHA members and CSHA non-members who do not currently serve on the board of directors. A non-member might be appointed for a variety of reasons, including specific knowledge or experience that would enhance a committee's work.

Individuals may serve no more than two terms as a member of a committee, consecutive or otherwise, and one term as committee chair, unless otherwise provided for in these Board Governing Policies.

## **POLICY 4.2**

### **Board Committees**

DATE OF ADOPTION: JULY 1, 2019

Board committees are those established by and with authority emanating from the board, regardless of whether their composition includes board members and or/non-board members. The only board committees are those that are set forth in this policy and appropriately chartered with a clear purpose, leadership, composition, authority and staff considerations. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource to (not a member of) each board committee. Concise minutes, reflecting topics discussed and any actions taken, will be kept of all committee meetings by a member of the committee and provided to the CEO for appropriate record maintenance. Minutes will be available to all board members upon request.

#### **1. Board Connection Committee**

- A. **Purpose:** A primary responsibility of a nonprofit corporate board is to maintain communication with the members it represents to ensure that the board is gathering the necessary information and insights from the members in order to inform the strategic leadership charged to it. The Board Connection Committee, operating under the purview of the board of directors, ensures that the board has intentional and constructive dialogue and deliberation with CSHA members, focused on the association's priority impacts and other organizational strategic objectives. Committee activities include:
- i. Developing and implementing mechanisms and plans, subject to board approval, that:
    - a. Ensure board awareness of member perspectives and values in order to inform the board's strategic leadership and decision making.
    - b. Ensure that the membership is informed of the board's work on their behalf.
    - c. Ensure that committee activities and plans include methods to be used, strategic information to be gathered and questions to be asked. This might include, for example, drop-in sessions at the annual convention hosted by board members seeking input on key issues and questions. It might also include comparable information gathering sessions at the district level.
    - d. Ensure that all board members are accountable to the board for participating in the member connections activities as identified in board-approved connection plans.
- B. **Leadership:** The incoming CSHA board chair appoints a committee chair to serve a one-year term that coincides with the incoming CSHA board chair's term as chair.

- C. **Committee makeup and terms:** The committee is comprised of a chair and four (4) members. Two committee members are appointed each year by the incoming CSHA board chair and approved by the board. Committee members serve a two-year term.
- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets quarterly via telecommunications. Additional electronic meetings may be scheduled as necessary. The committee meets in person at the annual convention in order to implement approved connection plans with members.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies. The committee ensures that its activities align with and complement, not overlap, staff functions.

## 2. Board Diversity Committee

- A. **Purpose:** The Board Diversity Committee plays a key role in supporting the board's commitment to ensuring a broad range of involvement and representation by CSHA's diverse audiences. CSHA believes that each individual is unique and recognizes our individual differences along the dimensions of race, ethnicity, gender, gender expression, sexual orientation, socio-economic status, age, physical abilities, education, training, experience, religious beliefs, political beliefs or other ideologies. As a result, CSHA seeks to foster diversity in member, volunteer and leader recruitment, development, opportunities for engagement and decision-making. Committee activities may include:
  - i. Actively promoting the value of diversity and inclusion in the association, supporting consistent, inclusionary member recruitment, engagement and development practices.
  - ii. Maximizing opportunities for individuals to contribute to the organization's priority impacts by actively fostering a diverse body of volunteer participants in appointments to committees, special projects, decision-making activities and leadership roles.
  - iii. Identifying and eliminating arbitrary barriers to participation by all stakeholders.
  - iv. Fostering and modeling cultural competence, including knowledge of cultural practices and differences that demonstrates individual and group accountability to diversity among the stakeholders.
  - v. Ensuring that diversity and inclusion initiatives are integrated through the organization's governance, policies and strategies, and continuously evaluating and communicating results.

- B. **Leadership:** The incoming CSHA board chair appoints a committee chair to serve a one-year term that coincides with the incoming CSHA board chair's term as chair.
- C. **Committee makeup and terms:** The committee is comprised of the chair and four (4) members. Two committee members are appointed each year by the incoming CSHA board chair and approved by the board. Committee members serve a two-year term.
- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets (via telecommunications) at least quarterly to conduct its business. It may also meet between regular board meetings as necessary to address urgent issues. The committee may meet in person at the annual convention.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

### 3. Board Finance Committee

- A. **Purpose:** The Board Finance Committee provides financial oversight for the association and consults with the board on strategic issues with financial implications. The Board Finance Committee duties also include oversight responsibilities for the audit process. As CSHA's revenues grow over time, the association may need to establish a separate audit committee, consistent with California Government Code Section 12586(e). At such time, the board of directors will be required to make the necessary changes to this policy.
  - i. Budgeting and financial planning
    - a. Collaborates with staff in the annual budget development process.
    - b. Approves the annual budget within the committee for recommendation to the full board for adoption.
    - c. Ensures board-approved financial policies are being followed.
    - d. Makes recommendations as appropriate for board consideration regarding revisions to the board's financial policies.
  - ii. Reporting
    - a. Collaborates with staff in developing accurate, useful reports for board consumption.
    - b. Works with staff to understand the implications of the reports.
    - c. Presents, with staff support, financial reports to the full board at each meeting.

- iii. Audit oversight
  - a. Reviews the board's audit policy annually to ensure compliance.
  - b. Makes recommendations to the board for appropriate revisions to the board's audit policy.
  - c. Confirms auditor's independence and engagement of auditor by no later than June each year.
  - d. Ensures that the auditor, in their work with the CEO and/or their designee, has unfettered access to organizational management and records.
  - e. Reviews with the auditor any problems encountered performing the audit, the audited financial statements and any management letter provided to the board.
- iv. Investment oversight
  - a. Monitors the association's investments to ensure they are consistent with the board's investment policy.
  - b. Ensures an annual report to the board (in writing and/or in person) by the board's financial adviser.
  - c. Annually reviews the board's investment policy and makes necessary recommendations to the board for changes to the policy.
  - d. Makes recommendations to the board regarding the performance of the investment advisor.
- B. **Qualifications:** Committee members shall have: the ability to read and understand fundamental nonprofit financial statements (including a statement of financial position, statement of activities and statement of changes in net assets, statement of cash flows and key performance indicators); and the ability to understand key operational and financial risks and related controls and control processes.
- C. **Leadership:** The secretary/treasurer serves as chair of this committee. The chair:
  - i. Serves as the principal liaison between the committee and the full board.
  - ii. Plays the lead role on the committee in collaborating with staff to develop the annual budget.
  - iii. Reports to the board at each board meeting on the status of the association's finances.
  - iv. Works with the CEO and/or his or her designee to:
  - v. Set an agenda for each meeting of the Board Finance Committee and notify members of each meeting.

- vi. Ensure that appropriate financial reports are made available to the board on a timely basis.
- D. **Committee makeup and terms:** The Board Finance Committee is comprised of the secretary/treasurer (who serves as its chair), and four (4) additional members. Two members are appointed each year by the incoming CSHA board chair and approved by the board. Two committee members must be non-officer board members. The remaining two members may include: board members, association members who are not board members and individuals who are not association members. Committee members:
  - i. Serve a two-year term.
  - ii. Attend (via conference call or in person) meetings called by the chair.
  - iii. Review all financial reports in sufficient time to provide thoughtful feedback to the staff and committee regarding the association's financial position.
- E. **Staff:** The committee is staffed by the CEO and/or his or her designee.
- F. **Meetings:** The committee meets as necessary via telecommunications. The committee may meet in person at the annual conference as necessary.
- G. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

#### 4. Board Governance Committee

- A. **Purpose:** The Board Governance Committee, operating under the purview of the board of directors, plays a key role in the governance effectiveness of the board. It also functions as the board's CEO Evaluation and Compensation Committee. Activities include:
- B. **Governance**
  - i. Ongoing evaluation of the board's work, emphasizing: assessment of the board's adherence to its governing policies; recommendations for board consideration regarding proposed policy revisions; and additional training opportunities to enhance the board's governance skills and capabilities.
  - ii. As directed by the board or requested by the board chair, preparing and/or reviewing proposed policy or bylaws revisions and implications for board consideration.
  - iii. As requested by the board chair, assisting in the development of meeting agendas, annual plan of work, strategic conversations and board development.
  - iv. Ensuring thorough orientation of new board members prior to them being seated.

- v. As necessary between board meetings, taking actions that would normally be the authority of the full board. Any actions taken by the Board Governance Committee between board meetings shall be placed on the consent agenda of the next regular meeting of the board for its action.
- vi. CEO evaluation and compensation
  - a. Conducts the annual CEO performance evaluation per Board Policies 8.3. and 8.4.
  - b. Recommends to the board, as appropriate, adjustments to the CEO's compensation and benefits package. Such recommendations:
    - Are to be presented to the board in a timely manner to allow board action to be taken by the June meeting each year.
    - Should be accompanied by current data as to comparable compensation for similarly qualified persons in comparable positions.
  - c. If directed by the board, the committee may commission a review by an independent consulting entity to evaluate CSHA's executive compensation program in the context of the competitive market.
- A. **Leadership:** The board chair serves as the chair of the Board Governance Committee.
- B. **Committee makeup:** The Board Governance Committee is comprised of the board officers (chair, chair-elect, secretary/treasurer, immediate past chair). Because this committee has the authority to act on behalf of the board of directors, California law requires that only sitting board members may serve on this committee.
- C. **Staff:** The committee is staffed by the CEO. The CEO shall not participate in setting CEO compensation (see Board Governing Policy 7.6, *Compensation and Benefits*).
- D. **Meetings:** The committee meets (via telecommunications) at least quarterly to conduct its business. It may also meet between regular board meetings as necessary to address urgent issues. The committee may meet in person at the annual conference.
- E. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

## 5. Board Nominations Committee

- A. **Purpose:** The Board Nominations Committee is responsible for seeking nominations of candidates to run for the CSHA board and officer positions, evaluating those nominations and recommending candidates to the board for election by voting members. The work of the committee is critical to ensuring the ongoing succession of board members to fulfill both the board's role and advance progress toward the achievement of CSHA's priority impacts.

The committee plays a key role in supporting the board's commitment to ensuring a broad range of involvement and representation by CSHA's diverse audiences. CSHA believes that each individual is unique and recognizes our individual differences along the dimensions of race, ethnicity, gender, gender expression, sexual orientation, socio-economic status, age, physical abilities, education, training, experience, religious beliefs, political beliefs or other ideologies. As a result, CSHA seeks to foster diversity in member, volunteer and leader recruitment, development, opportunities for engagement and decision-making.

No other group within the CSHA community carries such a direct responsibility for the quality of the board's composition as the Board Nominating Committee. Its composition and performance exerts a profound influence on the capacity of the organization to proactively identify, cultivate and vet board candidates. While its composition and leadership may evolve each year, it should be working throughout the year to fulfill its critical responsibilities for board leadership continuity.

CSHA's philosophy of recruitment is not based on a rigid, climb-the-ladder approach to board service. Rather, CSHA's approach is based on practice that demonstrates that the strongest candidates for board service emerge from a thoughtful process of candidate identification, nomination, screening and election.

It is the committee's job to manage the leadership succession process on behalf of the board, not to anoint new board members. The Board Nominating Committee invests time in these areas:

- i. Understanding the needs of CSHA and board governance going forward.
- ii. Drafting for board approval the annual competencies to be sought in candidates (see Board Governing Policy 2.10, *Board Nominations and Elections*).
- iii. Ensuring that the pipeline for potential candidates is as wide and accessible as possible.
- iv. Encouraging members of CSHA leadership, committees, districts, communities and other stakeholders to identify potential board candidates to deepen the leadership pool.
- v. Supporting communication to CSHA members regarding the process for identifying and electing the most-qualified candidates in a transparent, timely and comprehensive manner.
- vi. Carefully evaluating and screening prospective candidates to prepare a slate with the most-qualified candidates.
- vii. Presenting the slate to the board of directors for approval.



**B. Activities include:**

- i. District director nominations
  - a. Annually drafting the desired competencies of potential district directors that supplement existing board member qualifications (see Bylaws, Article IV, Sections 2.2 and 2.3, and Board Governing Policy 2.2, *Board Member and Officer Qualifications*). These annual competencies are informed by the strategic board work anticipated during the directors' term and beyond.
  - b. Seeking nominations from individuals within each district.
  - c. Evaluating individual nominations received based on Board Governing Policy 2.2, *Board Member and Officer Qualifications*, and annual desired competencies.
  - d. Recommending candidates for approval by the CSHA Board of Directors.
  - e. Submitting approved candidates for district director to the voting members of their respective districts.
- ii. Chair-elect and secretary/treasurer nominations
  - a. Annually drafting the desired competencies of potential chair-elect and secretary/treasurer candidates that supplement existing qualifications in board policy (see Board Governing Policy 2.2, *Board Member and Officer Qualifications*). These annual competencies are informed by the strategic board work anticipated during the officers' term and beyond.
  - b. Seeking nominations from individuals throughout the state.
  - c. Evaluating individual nominations received based on Board Governing Policy 2.2, *Board Member and Officer Qualifications*, and annual desired competencies.
  - d. Recommending candidates for approval by the CSHA Board of Directors.
  - e. Submitting approved candidates for chair-elect and secretary/treasurer to the voting members of the CSHA statewide voting members.

**C. Qualifications:** Board Nominating Committee members shall be composed of individuals who possess:

- i. A strong understanding of and commitment to the strategic governance role, structure and culture of the board and CSHA's priority impacts.
- ii. The ability to translate organizational needs into competencies that are sought in new board members during a given election cycle.
- iii. The ability to maintain confidentiality throughout the process.

- D. **Leadership:** The CSHA board chair serves as the chair of the Board Nominations Committee.
- E. **Committee Makeup and Terms:** The Board Nominations Committee is comprised of the chair (CSHA board chair), the CSHA chair-elect and two (2) additional CSHA board members. The two additional members serve two-year terms. One member is appointed by the incoming CSHA board chair each year and approved by the board.
- F. **Staff:** The committee is staffed by the CEO and/or their designee.
- G. **Meetings:** The committee meets (via telecommunications) as necessary to conduct its business. The committee may meet in person at the annual conference.
- H. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

## **POLICY 4.3**

### **Operational Committee Principles**

DATE OF ADOPTION: JULY 1, 2019

Operational committees are established to enhance the operational work of the association in support of board-established priority impacts. These committees are advisory in nature. Operational committees do not affect the board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly,

1. The roles and authority of operational committees are governed solely by the board of directors and CSHA's governing documents (Articles of Incorporation, bylaws, and board policies).
2. Operational committees inform the work of staff and, as such, are accountable to the CEO, who, in turn, is accountable to the board as delineated in these policies.
3. Unless specifically authorized by the board or the CEO, operational committees may not make any commitment of organizational resources or funds.
4. Operational committees may not speak or act for the association. The board will carefully state expectations and authority for each committee (in the Operational Committees & Structure policy) in order not to conflict with authority delegated to the CEO.
5. As the CEO works for the full board, he or she will not be required to obtain approval of an operational committee before an executive action.
6. Operational committees do not exercise authority over staff.
7. This policy applies to any group formed by board action, whether or not it is called a committee and regardless of whether it includes non-board members. This policy does not apply to committees, by whatever name, formed under the authority of the CEO.
8. At no time may any committee communicate with others inside or outside the association in a manner that implies organizational authority not explicitly granted to it by the association. To that end, no committee may create email addresses, names, designs or take any action that contains the CSHA name or brand, or conveys unauthorized official status.

#### **Responsibilities of operational committee members**

Operational committee members shall:

1. Read, reference, and abide by the Bylaws and Board Governing Policies of the organization;
2. Act in the best interests of the association, and adhere to the CSHA Member Code of Conduct;

3. Prepare for and attend at least 75 percent of committee meetings (including virtual attendance via teleconference or video conference), unless excused by the committee chair due to extenuating circumstances;
4. Avoid any conflict of interest or appearance of a conflict of interest;
5. Not use their position on the committee for personal or professional gain;
6. At no time knowingly falsify information or share false information pertaining to the organization with any parties; and
7. Conduct themselves in a manner that enhances the organization's public standing.

### **Appointments and terms**

Operational committee appointments that are not designated by definition in an officer position, including committee chairs, are made by the incoming CSHA board chair and/or chair-elect (except where designated otherwise) in consultation with the CEO and ratified by the CSHA Board of Directors at the June board meeting. Except where otherwise noted in board policy, approximately half of each committee is appointed by the incoming CSHA board chair each year for two-year terms, thus ensuring overlapping service on the committees.

Appointments of operational committee members may include CSHA board members, CSHA members and CSHA non-members who do not currently serve on the board of directors. A non-member might be appointed for a variety of reasons, including specific knowledge or experience that would enhance a committee's work.

Individuals may serve no more than two terms as a member of a committee, consecutive or otherwise, and one term as committee chair, unless otherwise provided for in these Board Governing Policies.

## **POLICY 4.4**

### **Operational Committees**

DATE OF ADOPTION: JULY 1, 2019

#### **1. Advocacy Committee**

- A. **Purpose:** The Advocacy Committee establishes the association's positions on state and federal legislation, regulatory and policy issues, subject to board review and approval as appropriate and necessary. Committee activities may include:
1. Adopting positions on bills and policy issues referred to the committee by staff.
  2. Providing technical assessment and policy advice to the board and staff.
  3. Articulating official CSHA positions to state and federal legislators and regulators and their staffs, and other entities and organizations as appropriate.
  4. Encouraging the understanding and involvement of CSHA membership in the legislative and policy processes.
  5. Seeking input from the chairs of the Professional Practices Advisory Committee and the Convention Program Advisory Committee via those committees' chairs.
  6. Seeking input and opinions of members on legislative, regulatory and policy issues.
  7. Assisting in the dissemination of legislative, regulatory and policy information to members and other organizations as appropriate.
  8. Collaborating in grassroots legislative, regulatory and policy activities via the Advocacy Network.
  9. Informing the development and ongoing updating of the CSHA Advocacy Policy Platform.
  10. Collaborating with other state-level speech language hearing associations, ASHA and other entities and organizations on state and federal legislative, regulatory and policy issues as appropriate.
- B. **Leadership:** The committee is chaired by the CSHA board chair-elect.
- C. **Committee makeup and terms:** The committee is comprised of a chair, the State Education Advocacy Leader (SEAL), the State Advocate for Reimbursement (STAR), the State Advocate for Medicare Policy (StAMP), and two (2) additional members. One of these two additional members is appointed each year by the incoming CSHA board chair. Committee members serve a two-year term.

## SEAL, STAR and StAMP

The SEAL, STAR and StAMP roles are part of ASHA's advocacy network that focus on priority issues. The SEAL and STAR positions are appointed by the incoming CSHA board chair in odd-numbered years, and the StAMP role is appointed by the incoming CSHA board chair in even-numbered years.

The roles are defined by ASHA as follows:

### *State Education Advocacy Leaders (SEALs)*

The SEALs network is to enhance and perpetuate the advocacy, leadership and clinical management skills of school-based ASHA members at the state and local levels to influence administrative and public policy decisions that affect the delivery of speech-language pathology and audiology services in school settings.

### *State Advocates for Medicare Policy (StAMPs) Network*

ASHA's State Advocates for Medicare Policy (StAMP) network enhances and perpetuates the advocacy, leadership and communication of ASHA members at the state level to influence administrative and public policy decisions that impact the Medicare coverage, reimbursement, and delivery of speech-language pathology services and audiology services.

### *State Advocates for Reimbursement (STARs)*

The State Advocates for Reimbursement (STARs) are ASHA-member audiologists and speech-language pathologists who advocate locally with legislators, state insurance commissioners, health plans, unions, and employers on matters related to Medicaid and private health plan reimbursement.

- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets several times per year during the legislative session as necessary via telecommunications. The committee may meet in person at the annual conference as needed.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

## 2. Content Advisory Committee

- A. **Purpose:** The Content Advisory Committee provides professional insights, perspectives and expertise that inform the development and ongoing execution of CSHA's content strategy across a variety of print and digital communications channels. Management of the communications program, including content strategy, is the responsibility of the CSHA staff.

Committee activities may include:

1. Advising in the development of written content, guided by organizational priorities as may be delineated in the strategic plan and content strategy.
  2. Recommending topics and story ideas.
  3. Recommending content experts and related resources.
  4. Serving as content experts.
- B. **Leadership:** The CSHA board chair appoints a committee chair to serve a one-year term that coincides with the CSHA board chair's term.
- C. **Committee makeup:** The committee is comprised of a chair and four (4) members. Two members are appointed each year by the incoming CSHA board chair. Committee members serve a two-year term.
- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets quarterly via telecommunications. Additional electronic meetings may be scheduled as necessary. The committee may meet in person at the annual convention as necessary.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

### 3. Convention Program Advisory Committee

- A. **Purpose:** The Convention Program Advisory Committee is charged with advising the staff convention manager on content development for the annual convention.

Committee activities may include:

1. Supporting the board-established priority impacts.
2. Conducting blind reviews of conference session proposals.
3. Committee co-chairs reviewing session scores and making final recommendations to the staff convention manager.
4. Advise the convention manager in the identification of potential invited speakers.
5. Maintaining ongoing communication with the Advocacy Committee chair, the Professional Practices Advisory Committee chair, and the Content Advisory Committee chair to inform the work of their respective committees.

- B. **Leadership and makeup:** The committee is comprised of two co-chairs. The incoming CSHA board chair and incoming CSHA board chair-elect each appoint one of the committee co-chairs to serve one-year terms that coincide with their respective terms. The co-chairs may collaborate with the chair of the Professional Practices Advisory Committee (who may also serve as the ASHA CE Content Consultant) and CSHA staff in the oversight and administration of ASHA CEUs in accordance with ASHA policy. In this capacity the co-chairs coordinate to ensure all sessions, workshops and other offerings meet ASHA requirements.
- C. **Staff:** The committee is staffed by the convention manager.
- D. **Meetings:** The committee meets as necessary and called by the conference manager via telecommunications. The committee may meet in person at the annual convention as needed.
- E. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

#### 4. State Honors Committee

- A. **Purpose:** The State Honors Committee is charged with selecting the recipients of state-level awards (see Board Governing Policy 9.10, *District, State and National Honors*).
- B. **Leadership:** The committee is chaired by the CSHA immediate past board chair.
- C. **Committee makeup and terms:** The committee is comprised of the chair and four (4) additional members. Two members are appointed each year by the incoming CSHA board chair. Committee members serve a two-year term.
- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets as necessary via telecommunications and called by the committee chair. The committee may meet in person at the annual convention as needed.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.



## 5. Professional Practices Advisory Committee

- A. **Purpose:** The Professional Practices Advisory Committee encompasses the range of professional practices of CSHA members, and advises in the development of professional development offerings, and ongoing and timely issues relevant to the association's work.

Committee activities may include:

1. Supporting the board-established priority impacts.
2. Reviewing and considering issues of importance to the practice of CSHA members.
3. Regularly seeking input from district directors in the conduct of its work.
4. Advising staff on issues such as the solicitation of members for outside research and issues related to peer-reviewed content.
5. Advising in the development of annual regional workshop programming and other CSHA professional development offerings.
6. Maintaining ongoing communication with the Advocacy Committee chair, the Content Advisory Committee chair, and the Convention Program Advisory Committee co-chairs to inform the work of their respective committees.
7. Referring to the CSHA board chair and CEO, via this committee's chair, issues for potential board and/or staff consideration.

- B. **Leadership:** Alternating CSHA board chairs appoint a committee chair to serve a two-year term that coincides with the CSHA chair's term. The committee chair may serve, as requested, as the ASHA CE Content Consultant, collaborating with staff in the oversight and administration of ASHA CEUs in accordance with ASHA policy. In this capacity the chair coordinates with the Convention Program Advisory co-chairs to ensure all sessions, workshops and other offerings meet ASHA requirements.

- C. **Committee makeup and terms:** The committee is comprised of a chair and seven (7) additional members. Three of those members are the paraprofessional representative, and the northern and southern student representatives. Two of the additional four members are appointed each year by the incoming CSHA board chair. Committee members serve a two-year term. The committee will include the following:

- Paraprofessional representative (1)
- Northern student representative (1)
- Southern student representative (1)

- In addition, the four (4) additional members shall collectively ensure the committee includes representation of the following areas of expertise:
  - Audiology
  - School-based expertise
  - Medical-based expertise
  - Private practice expertise
  - Early intervention expertise
  - International expertise
  - Leadership, supervision and mentoring
  - Student training/university preparation
  - Ethics
  - Business and industry
- D. **Staff:** The committee is staffed by the CEO and/or their designee.
- E. **Meetings:** The committee meets quarterly via telecommunications. Additional electronic meetings may be scheduled as necessary. The committee may meet in person at the annual convention as needed.
- F. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget. The committee has no management authority except for that specifically delegated to it in the bylaws or board policies.

## **SECTION V: CSHA DISTRICTS**

## **POLICY 5.1**

### **Geographic Districts**

DATE OF ADOPTION: JULY 1, 2019

#### **Geographic Districts**

CSHA's governance structure is made up of ten (10) geographic districts, each of which elects a director to the CSHA Board of Directors. The board of directors may alter, add or subtract districts by majority vote in accordance with its governance practices and policies.

Per Board Governing Policy 6.2, *CSHA Member Affiliation with Districts*, in order for a CSHA member to affiliate with and serve in any district-affiliated activity, the member must either reside in or be employed in that district. This includes running for the district seat on the CSHA Board of Directors, serving on any district-related committees, and being nominated for any recognition in that district.

The geographic districts and their inclusive counties or territories are:

1. **District One:** Del Norte, Humboldt, Mendocino, Sonoma, Marin and San Francisco.
2. **District Two:** Siskiyou, Modoc, Trinity, Shasta, Lassen, Tehama, Plumas, Glenn, Butte, Sierra, Lake, Sutter, Yuba, Nevada, Yolo, Colusa, Napa, Solano, Sacramento, El Dorado, Amador, Calaveras, Alpine, Tuolumne and Mono.
3. **District Three:** Alameda, Contra Costa, San Joaquin and Stanislaus.
4. **District Four:** Santa Clara, Santa Cruz and San Mateo.
5. **District Five:** Monterey, San Benito, Merced, Mariposa, Madera, Fresno, Kings, Tulare, San Luis Obispo and Kern.
6. **District Six:** Santa Barbara, Ventura, and the portion of Los Angeles County designated by ZIP codes beginning with 90.
7. **District Seven:** The portions of Los Angeles County designated by ZIP codes beginning with 91 and 93.
8. **District Eight:** Orange.
9. **District Nine:** San Diego and Imperial.
10. **District Ten:** Inyo, San Bernardino and Riverside.

## **POLICY 5.2**

### **District Structure**

DATE OF ADOPTION: JULY 1, 2019

#### **1. District director**

Each of CSHA's ten districts elects a district director to sit on the nonprofit corporate board of directors. Directors from odd-numbered districts are elected and seated in odd-numbered years, and directors from even-numbered districts are elected and seated in even-numbered years.

A. Authority:

- i. The district director ensures that the district operates in accordance with CSHA bylaws and board governing policies.
- ii. The district director is authorized to communicate within their district regarding district activities. Such communications must take place within the context of CSHA-established print and digital communications channels and practices, as well as applicable legal parameters. Questions regarding communications should be referred to the CSHA office.
- iii. The district director ensures that the district incurs costs only as provided for the district in the board-approved budget. All requests to the CSHA office for funding or reimbursement for district expenditures must first be approved by the district director prior to being submitted to the CSHA office.
- iv. The district director may make recommendations on behalf of the district to the CSHA office and the Professional Practices Advisory Committee regarding CSHA continuing education programs.
- v. The district director ensures the district supports CSHA leadership recruitment strategies.
- vi. The district director has no management authority except for that which may be specifically delegated to them in the bylaws or board governing policies.
- vii. See Board Governing Policies, Section II, *Board Governance*, for additional roles and accountabilities of district directors.

#### **2. District Advisory and Honors Committee**

- A. **Purpose:** The District Advisory and Honors Committee serves as a source of information flow and engagement among and between the CSHA members associated with that district and the CSHA Board of Directors. The committee also fulfills responsibilities in district honors as delineated below. Activities may include:
- i. Supporting CSHA's priority impacts as established by the board of directors.

- ii. Providing strategic input and insights to the board of directors in order to inform its strategic governing role.
- iii. Holds a meeting (virtually or in person) following each regularly scheduled quarterly meeting of the CSHA Board of Directors to review actions taken by the board and offer insights back to the board via the district director.
- iv. Supporting the Board Connection Committee in its effort to engage with the membership.
- v. Encouraging member participation in CSHA.
- vi. Assisting in the dissemination of information to members and others as appropriate.
- vii. Engaging in member recruitment and retention efforts within the district.
- viii. The committee recruits nominations for district-level honors and selects recipients based on established criteria (see Board Governing Policy 9.8, *District, State and National Honors and Timelines*).

B. **Leadership:** The district director serves as chair of the District Advisory and Honors Committee.

C. **Committee makeup:** The committee is comprised of the chair and up to ten (10) members appointed by the district director, at least one of whom must be a student member. Committee members must be active CSHA members. Members serve a two-year term that coincides with the district director's term. A committee member may serve a maximum of two successive terms at one time. If that member desires to serve again as member of the committee after serving two terms, a waiting period of at least four years is required. This waiting period begins after completing the prior term(s).

All new appointments to the committee are approved by the CSHA Board of Directors at the June board meeting prior to member service on the committee, and/or at any board meeting as required to fill a vacancy on the committee.

D. **Meetings:** The committee meets (via telecommunications) at least quarterly to conduct its business. It also may meet as necessary to address urgent issues. The committee may meet in person at the annual conference.

E. **Authority:** The committee may incur costs only as provided for the committee in the board-approved budget for the district. The committee has no management authority except for that specifically delegated to it in the bylaws or board governing policies. At no time may any committee communicate with others inside or outside the association in a manner that implies organizational authority not explicitly granted to it by the association. To that end, no committee, working group or other subgroup may create email addresses, names, designs or take any action that contains the CSHA name or brand, or conveys unauthorized official status.

## **SECTION VI: CSHA MEMBERS**

## **POLICY 6.1**

### **CSHA Member Categories and Qualifications**

DATE OF ADOPTION: JULY 1, 2019

The individual member categories listed below are established in the CSHA Bylaws.

**Professional.** The requirements for professional members must be consistent with the requirements established by the American Speech Language Hearing Association (ASHA). As such, professional members shall be persons who hold a graduate degree with major emphasis in speech-language pathology, audiology, or speech-language and hearing science; or a graduate degree and present evidence of active research, interest and performance in the field of human communication. Professional members have full voting rights.

**Paraprofessional.** 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. Paraprofessional members do not have voting rights.

**Associate.** Associate members shall be persons who do not qualify for professional membership, but who are qualified in a related profession (as may be defined in board policy) and who are members in good standing of said profession and who subscribe to the purpose of this association. Associate members do not have voting rights.

**Student.** 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 professional membership. Speech language pathology assistants enrolled in graduate school to become speech language pathologists are considered student members. Student members do not have voting rights.

#### **Grandfathered member category**

**Life.** Prior to the adoption of new bylaws and governing board policies in 2019, CSHA maintained a life member category based on the following criteria:

“Life members shall be persons who have attained the age of sixty-five (65) and have been professional members for the previous twenty (20) consecutive years.”

That category was sunsetted upon the adoption of new bylaws and board governing policies in 2019. Life members have full voting rights.

Individuals who achieved life membership status prior to the adoption of new bylaws and board governing policies in 2019 are grandfathered into the organization as life members and may maintain their status by meeting all other qualifications as may be specified and paying annual dues as established by the corporation.



**Additional member categories**

The CSHA Bylaws allow the CSHA Board of Directors to establish other categories of membership (see Bylaws Article III, Section 1.2).

**Voting members**

ASHA bylaws establish the requirements for voting members in state affiliates (SSLHA). Voting members must:

Hold: (1) a graduate degree with major emphasis in speech-language pathology, audiology, or speech, language or hearing science; or (2) a graduate degree and present evidence of active research, interest and performance in the field of human communication.

## **POLICY 6.2**

### **CSHA Member Affiliation with Districts**

DATE OF ADOPTION: JULY 1, 2019

In order for a CSHA member to affiliate with and serve in any district-affiliated activity, the member must either reside in or be employed in that district. This includes running for the district seat on the CSHA Board of Directors, serving on any district-related committees, and being nominated for any recognition in that district.

## **POLICY 6.3**

### **CSHA Member Code of Conduct**

DATE OF ADOPTION: JULY 1, 2019

This Member Code of Conduct outlines CSHA's expectations for all CSHA members as adopted by the CSHA Board of Directors.

All members, whether voting or non-voting, must abide by this code of conduct.

CSHA is a nonprofit association whose tax-exempt status is granted by the federal government in order to fulfill certain obligations to its members and broader contributions to society. It is neither a social club nor an avenue for individual self-aggrandizement.

CSHA expects its members to communicate professionally and constructively, whether in person or virtually, handling dissent or disagreement with courtesy, dignity and an open mind, being respectful when providing feedback, and being open to alternate points of view.

At no time may any member communicate with others inside or outside the association in a manner that implies organizational authority not explicitly granted to them by the association. To that end, no member may create email addresses, names, designs or take any action that contains the CSHA name or brand, or conveys unauthorized official status.

CSHA members are expected to conduct themselves with civility and respect at all times in their dealings with other members, association leaders, staff and all others.

When sharing information about the organization or any other CSHA members via public communication channels, CSHA expects its members to share responsibly and clearly distinguish individual opinion from fact. Unprofessional communications, gossip or other derogatory comments are harmful to the association and its mission, and will not be tolerated.

If a member makes a mistake in a posting, they should correct it as soon as possible. If someone else makes a mistake in a posting, the CSHA member should be tactful and respectful in how they correct them.

To minimize the risk that member or personal posts are perceived as an official association opinion, members should make it clear that they are speaking for themselves only, and not on behalf of the CSHA. Specifically, if a member posts personally and it has something to do with CSHA or subjects associated with the association, the member should use a disclaimer such as: "This post is my own and does not necessarily represent CSHA's positions or opinions." (A blanket disclaimer for an entire set of posts is appropriate, as long as the disclaimer is clearly visible - for example, in a blog sidebar.)

CSHA members are committed to providing a friendly, safe, supportive and harassment-free environment for all CSHA members, regardless of gender, age, sexual orientation, gender identity, gender expression, disability, physical appearance, body size, race, color, national origin, ethnicity, military or veteran status, religion or other characteristic.

## **1. Unacceptable behavior**

CSHA does not tolerate harassment of CSHA members, CSHA staff, or other persons involved in CSHA activities.

- A. Unlawful harassment in any form, including verbal, physical and visual conduct, threats, demands and retaliation, is prohibited. Sexual harassment includes “unwanted sexual advances, or visual, verbal or physical conduct of a sexual nature.” Sexual harassment may occur even if the conduct is not motivated by sexual desire. Unlawful harassment includes, but is not limited to:
  - 1. Verbal conduct such as epithets, derogatory comments, slurs, or unwanted sexual advances, invitations, jokes, or comments;
  - 2. Visual conduct such as derogatory posters, photography, cartoons, drawings, or gestures;
  - 3. Physical conduct such as assault (unwanted touching), blocking normal movement, or interfering with work directed at an individual because of his or her sex or any other basis;
  - 4. Threats and demands to submit to sexual requests in order to avoid some type of loss, and offers of benefits in return for sexual favors;
  - 5. Retaliation for having reported or threatened to report harassment or discrimination; or
  - 6. Verbal abuse of a sexual nature, graphic verbal commentaries about an individual’s body, sexually degrading words used to describe an individual, and suggestive or obscene letters, notes, or invitations.
  - 7. Sexual language and imagery are not appropriate for any member venue, including events, talks, workshops, social events and social media

## **2. Consequences of unacceptable behavior**

- A. If a CSHA member, in either real or virtual space, engages in inappropriate, harassing, abusive or destructive behavior or language, the CSHA Board of Directors will determine and take all action to address the situation, including, but not limited to, warning, suspending or expelling the offender, suspension or expulsion from membership in accordance with CSHA’s bylaws and board governing policies with no membership refund, and/or banning the offender from future CSHA membership, events and activities. The Board Governance Committee is authorized to act on behalf of the board in time-sensitive cases related to member misconduct. Any action taken by the Board Governance Committee related to member misconduct shall be reported out to the board at the next regularly scheduled board meeting.

- B. All CSHA members are expected to observe these rules and behaviors in all CSHA membership venues, including online venues and conference social events where CSHA members seek to learn, network, and enjoy themselves, free from any type of harassment. Please participate as a CSHA member responsibly and with respect for the rights of others.

Cooperation is expected from all CSHA members. Violations of this code of conduct are taken seriously. Credible reports of misconduct by CSHA members may be reported to the CSHA board chair or board chair-elect.

### **3. What to do**

- A. If you are being harassed, notice that someone else is being harassed or have any other concerns about an individual's conduct, please follow the incident reporting procedures below:
  - i. To report an incident or problem, please send a written complaint to the CSHA Board of Directors at [CSHAboard@CSHA.org](mailto:CSHAboard@CSHA.org). The board will evaluate the concern and may do one or more of the following, depending on the findings:
    - a. Contact the complainant and/or the offending member directly for further explanation.
    - b. Convene the CSHA Board of Directors for handling according to the CSHA Member Code of Conduct incident procedures.
    - c. Terminate, pursuant to the bylaws, Revoke the offending member's membership with no refund.
    - d. Take any other action deemed appropriate by the board.

## **POLICY 6.4**

### **CSHA Member Event Code of Conduct**

DATE OF ADOPTION: JULY 1, 2019

In order to provide all participants with the opportunity to benefit from CSHA events and activities, CSHA is committed to providing a friendly, safe, supportive and harassment-free environment for all conference attendees and participants regardless of gender, age, sexual orientation, gender identity, gender expression, disability, physical appearance, body size, race, color, national origin, ethnicity, military or veteran status, religion or other characteristic.

This code of conduct outlines CSHA's expectations at all CSHA conventions, conferences, workshops and meetings at the local, regional and state levels for attendees and participants, including all members, speakers, vendors, media representatives, commentators, exhibitors, sponsors and volunteers. Cooperation is expected from everyone, and organizers will actively enforce this code throughout this event. Violations are taken seriously.

#### **1. Expected behavior**

CSHA expects conference participants to communicate professionally and constructively, whether in person or virtually, handling dissent or disagreement with courtesy, dignity and an open mind, being respectful when providing feedback, and being open to alternative points of view. Likewise, when sharing information about the organization or any attendees or participants via public communication channels, CSHA expects participants to share responsibly and clearly distinguish individual opinion from fact.

#### **2. Unacceptable behavior**

CSHA does not tolerate harassment of event attendees or participants in any form. Harassment includes offensive verbal or written comments and negative behavior, either in real or virtual space, including those that are related to or are based upon gender, age, sexual orientation, gender identity, gender expression, disability, physical appearance, body size, race, ethnicity, religion or other group identity. Harassment also includes display of sexual images in public spaces, deliberate intimidation, stalking, following, harassing photography or recording, sustained disruption of talks or other events and unwelcome physical contact or sexual attention.

Sexual language and imagery are not appropriate for any event venue, including talks, workshops, social events and social media. Sponsors, exhibitors, speakers, media representatives, commentators and activity organizers may not use sexualized language, images, activities or other material, or otherwise create a sexualized environment.

### **3. Consequences of unacceptable behavior**

If an attendee or participant, in either real or virtual space, engages in inappropriate, harassing, abusive or destructive behavior or language, the event organizers will determine and carry out the appropriate course of action, including warning the offender, expulsion from the event with no refund and/or banning the offender from future CSHA events and activities. All participants are expected to observe these rules and behaviors in all event venues, including online venues and event-related social events. Event participants seek to learn, network and enjoy themselves in the process, free from any type of harassment. Please participate responsibly and with respect for the rights of others.

### **4. Room capacity**

Standing or sitting in aisles of session rooms is not permitted. All rooms are set to the maximum number of attendees allowed per the fire marshal.

### **5. Age restriction**

For the safety of children, no person under the age of 18 will be allowed on the exhibit hall floor at the CSHA Convention and Expo at any time during move-in and move-out hours. During all active operating hours of the CSHA Convention & Expo, no one under 16 years of age will be permitted to attend sessions or to visit the CSHA Expo unless that person is either a student presenter or an attendee having purchased a conference registration, in either case accompanied by an adult chaperone. Strollers or infant carriers (worn or carried) are not permitted at any time in the CSHA Expo or convention sessions. These policies are strictly enforced, apply to all exhibitors and attendees, and are without exception. CSHA reserves the right to request proof of age from anyone at any time.

This policy is in effect to address safety/liability concerns, as well as to ensure the CSHA convention and other events are exceptional professional development and learning opportunities for its attendees who have a vested interest in the content and learning taking place. Additionally, as sessions frequently are at capacity, this policy helps ensure that paid attendees have access to the convention and other event content to the fullest extent possible.

### **6. Video and studio recording**

Video and studio recording, including streaming, of sessions for commercial use is strictly prohibited. Recordings for noncommercial use are allowed with the permission of the presenter as indicated in the program listing for each session. Any recording should respect the presenter's rights and not be disruptive.

### **7. Video and photo consent**

Registration and attendance at, or participation in the CSHA convention and other events constitutes an agreement that allows CSHA to use and distribute the registrant's, attendee's and/or participant's image, name or voice in photographs, videos, websites, social media and/or print and digital collateral. If you have questions about this policy, please visit the info booth.

## **8. Legal notice**

The CSHA website and convention website are governed by the same rules and definitions.

## **9. What to do**

If you are being harassed, notice that someone else is being harassed or have any other concerns about an individual's conduct, please follow the incident reporting procedures below:

To report an incident or problem, please send a written complaint with the CSHA Board of Directors. The board will evaluate the concern and take one or more of the following actions, depending on the findings:

- A. Contact the complainant and/or the offending member directly for further explanation.
- B. Convene the CSHA Board of Directors for handling according to the CSHA Member Code of Conduct incident procedures.
- C. Terminate, pursuant to the bylaws, the offending member's membership with no refund.
- D. Take any other action deemed appropriate by the board.

This code of conduct is regularly reviewed and revised by the CSHA Board of Directors.

## **10. Privacy policy**

CSHA will collect certain personal information pursuant to its Privacy Policy. Please visit [cscha.org](http://cscha.org) for more information.



## **POLICY 6.5**

### **CSHA Member Accountability and Authority**

DATE OF ADOPTION: JULY 1, 2019

CSHA seeks to function responsibly, legally, ethically and transparently. The organization must, in fact, do so in order to maintain its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code. This means ensuring that not only the board of directors is equipped with necessary resources and knowledge, but also that other leaders and volunteers are as well.

The U.S. Supreme Court has established that nonprofit associations can be held liable for the actions of its officers, directors and other volunteers (including actions that bind the association financially), even when the association does not know about, approve of, or benefit from those actions, as long as the volunteer reasonably appears to outsiders to be acting with the association's approval (i.e., with its "apparent authority").

The Supreme Court has made clear that nonprofit associations are to be held strictly liable for the activities of volunteers that have even the apparent authority of the association. Even if an association volunteer does not in fact have authority to act in a particular manner on behalf of the association, the law will nevertheless hold the association liable if third parties reasonably believe that the volunteer had such authority.

The law thus requires an association to take reasonable steps to ensure that the scope of its agents' authority is clear to third parties and that agents (e.g., officers, directors, and committee members) are not able to hold themselves out to third parties as having authority beyond that which has been vested in them by the association.

As a direct result of this Supreme Court decision, CSHA hereby declares, and has worked to ensure this clarity throughout these board governing policies, that no member of the board of directors, committees or committee chairs, or other leaders, volunteers or members have the authority to make commitments on behalf of the association to outside individuals or groups without express written authority granted by the board of directors.

## **SECTION VII: EXECUTIVE PARAMETERS**

**POLICY 7.0**  
**General Executive Constraint**

DATE OF ADOPTION: JULY 1, 2019

The CEO shall take all reasonably prudent measures to ensure that there is no practice, activity, decision or circumstance in the organization that is imprudent, unlawful, unethical, in violation of commonly accepted business practices, or which places CSHA's tax-exempt status in jeopardy.

## **POLICY 7.1**

### **Treatment of Members/Clients**

DATE OF ADOPTION: JULY 1, 2019

With respect to interactions with members and clients, the CEO will implement and administer policies and practices to ensure conditions and procedures that are fair, safe, timely, responsive and dignified, and that provide appropriate confidentiality.

Further, the CEO will:

1. Elicit only that information from members/clients for which there is a clear business necessity.
2. Protect against improper access to member/client information.
3. Operate in a manner that clearly conveys to members/clients what may be expected from the services offered.
4. Operate with mechanisms for addressing and responding in a timely manner to inquiries, complaints or concerns raised by members, and assessing data as to concerns conveyed to continually improve member services.

## **POLICY 7.2**

### **Treatment of Staff**

DATE OF ADOPTION: JULY 1, 2019

Dealings with staff shall be humane, fair and dignified.

Accordingly, the CEO:

1. Will operate with personnel procedures that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Will not discriminate or retaliate against any staff member for expressing an ethical dissent.
3. Must ensure that employees are aware of the board's governing policies including, but not limited to, this treatment of staff policy.
4. May not prevent staff from grieving to the board when:
  - A. Internal grievance procedures have been exhausted; and
  - B. The employee alleges either:
    - i. That board policy has been violated to his or her detriment; or
    - ii. That board policy does not adequately protect the employee's due process.

## **POLICY 7.3**

### **Financial Condition and Activities**

DATE OF ADOPTION: JULY 1, 2019

With respect to the actual, ongoing condition of the organization's financial health, the CEO may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the board's priority impacts as established in the annually adopted association budget.

Further, the CEO:

1. May not expend more funds than have been received in the fiscal year to date unless the liquidity requirements below are met:
  - A. The CEO will, in collaboration with the board of directors, build operating cash over time to a level of \$600,000 and, once achieved, not allow operating cash to drop below that level for any reason other than normal working capital reasons. (As of the adoption of these policies in 2019, the operating cash balance is approximately \$300,000).
  - B. The CEO will not borrow funds, with exception of:
    - i. Credit cards used for normal business purposes, the balances on which are promptly paid.
    - ii. Accessing a board-authorized line of credit for working capital needs.
2. May not use board-designated long-term emergency reserves without prior board approval.
3. Will consistently settle payroll obligations and accounts payable in a timely manner.
4. Will ensure that tax payments and other government-ordered payments or filings are promptly and accurately filed.
5. Will report any actual financial performance by program (total program gross revenue, expense and/or net revenue) that exhibits a variance from budget of:
  - A. Greater than 10 percent for CSHA's annual convention and expo, but no less than \$50,000; and
  - B. Greater than 20 percent for non-conference activities, but no less than \$20,000.
6. May not acquire, encumber, lease or dispose of real property without board approval.
7. Operate without appropriately pursuing material receivables after a reasonable grace period.

8. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
  - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by board members and committee members, and others who are entitled to reimbursement from the CSHA office.
  - B. The board chair shall approve all CEO credit card payments and expense reimbursement reports.

## **POLICY 7.4**

### **Asset Protection**

DATE OF ADOPTION: JULY 1, 2019

The CEO is responsible for ensuring that all CSHA assets are protected and adequately maintained.

Further, the CEO:

1. Will ensure CSHA is insured:
  - A. Against theft and casualty losses to at least 80 percent of replacement value.
  - B. Against liability losses to board members, staff or the organization itself in an amount greater than the average for comparable organizations.
  - C. Against employee theft and dishonesty.
  - D. For workers compensation.
2. Will ensure that offices and equipment are not subjected to improper wear and tear, or insufficient maintenance.
3. Will employ risk management practices to minimize exposure of the organization, its board or staff to claims of liability or loss.
4. Will not make any purchase of a material amount wherein:
  - A. Prices and quality have not been compared.
  - B. Normally prudent protection has not been given against conflict of interest.
5. Will not operate without adhering to a records retention schedule, approved by qualified legal counsel, for the maintenance of documents and records.
6. Will ensure that the organization does not receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards (as set forth in the auditor's management letter and/or other correspondence).
7. Will ensure that the organization does not invest or hold operating capital in insecure instruments, or in non-interest bearing accounts, except where necessary to facilitate ease in operational transactions.
8. Will not encumber or dispose of real property without board authorization.
9. Will not allow CSHA's intellectual property, information, resources and files to be exposed to loss, improper access, misuse or significant damage.
10. Will not endanger CSHA's public image or credibility, and will notify the board of any concerns regarding same.



## **POLICY 7.5**

### **Budgeting/Forecasting**

DATE OF ADOPTION: JULY 1, 2019

Budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board priority impacts priorities, risk fiscal jeopardy, or fail to show a generally acceptable level of foresight.

Accordingly, the CEO must ensure that budgeting:

1. Includes credible projections of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
2. Is informed by long-range organizational planning.
3. Does not plan the expenditure in any fiscal year of more funds than are conservatively projected to be received, unless approved by the board prior to the budget taking effect.
4. Takes into account long-term reserves.
5. Provides for the board's governance prerogatives (see Board Governing Policy 2.12, Budgeting for board governance), such as costs of fiscal audit, board development, board and committee meetings, directors' and officers' liability insurance, and board legal fees.
6. Allocates at least one (1) percent of total expenses to emergency reserves, until reserves reach a threshold of 25 percent of annual operating expenses.

## **POLICY 7.6**

### **Compensation and Benefits**

DATE OF ADOPTION: JULY 1, 2019

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow jeopardy to CSHA's fiscal integrity.

Further, the CEO:

1. May not change his or her own compensation.
2. May not change his or her own benefits, except as stipulated in CEO's employment contract.
3. May not promise or imply anything other than "at-will" employment.
4. May not establish salaries and benefits that deviate materially from the professional market for the skills employed.
5. May not establish or change retirement benefits which:
  - A. Cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.
  - B. Provide less than some basic level of benefits to all full-time employees, though differential benefits designed to encourage longevity in key employees are not strictly prohibited.
  - C. Allow any employee to lose benefits already accrued from any preceding plan.

## **POLICY 7.7**

### **Emergency Executive Succession**

DATE OF ADOPTION: JULY 1, 2019

In order to protect the board from a sudden loss of chief executive services, the CEO will ensure that at least one other staff designee has a working knowledge of board and CEO issues and processes.

## **POLICY 7.8**

### **Communication and Counsel to the Board**

DATE OF ADOPTION: JULY 1, 2019

1. With respect to providing information and counsel to the board, the CEO will ensure that the board is informed as necessary and appropriate. Accordingly, the CEO:
2. Will submit Priority Impacts Progress Reports required by the board (see Board
3. Governing Policy 8.4, Monitoring CEO performance) in a timely, accurate and concise fashion.
4. Will make the board aware of relevant trends, anticipated adverse media coverage, and significant external and internal changes (both positive and negative), and particularly changes in the assumptions upon which any board policy has previously been established.
5. Will provide a mechanism for official board, officer or committee communication.
6. Will make the board aware in a timely manner of any actual or anticipated noncompliance with any policy of the board.
7. Will make the board aware of any board or board member actions that, in the CEO's view, are not consistent with the board's own policies on governance process and board/management delegation, particularly in the case of board or board member behavior that is detrimental to the working relationship between the board and the CEO.
8. Will deal with the board as whole, and not in a way that favors or privileges certain board members over others:
  - A. The CEO may fulfill individual requests for information.
  - B. The CEO may respond to officers or committees duly charged by the board.

## **SECTION VIII: BOARD/MANAGEMENT DELEGATION**

## **POLICY 8.0**

### **Board/Management Connection**

DATE OF ADOPTION: JULY 1, 2019

The CEO is the board's official connection to the operating organization, its achievements and its conduct.

The CEO shall be responsible for management and administration of the day-to-day operations of the organization in accordance with CSHA bylaws and the board's governing policies then in effect.

The CEO shall have the authority to hire and discharge agents, contractors and employees of the organization, and shall oversee and direct their activities in carrying out its work. The CEO shall serve as a primary resource to the board of directors and shall be the primary operational spokesperson for the organization.

## **POLICY 8.1**

### **Unity of Control**

DATE OF ADOPTION: JULY 1, 2019

Only officially passed motions of the board are binding on the CEO.

Accordingly:

1. No board member, officer or committee has authority over the CEO or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request — in the CEO's judgment — requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or board member may then refer the request to the full board for consideration.

## **POLICY 8.2**

### **Delegation to the CEO**

DATE OF ADOPTION: JULY 1, 2019

The board will direct the CEO through written policies setting forth the organizational priority impacts to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. Priority-impacts policies direct the CEO to achieve certain results, for certain recipients, at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Executive-parameters policies define the boundaries of legality, prudence and ethics within which the CEO is expected to operate. These policies describe those practices, methods, activities, decisions and circumstances within which the CEO must operate. These policies are systematically developed from the broadest, most general level to more defined levels. To ensure accountability for performance, the board will not prescribe organizational means delegated to the CEO.
3. A priority-impacts or executive-parameters policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish further policies, make decisions, take actions, establish practices and develop activities, as long as they are consistent with any reasonable interpretation of the priority-impacts and executive-parameters policies.
5. The board may change its priority-impacts and executive-parameters policies, thereby shifting the boundary between board and CEO domains. By so doing, the board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place, the board will respect and support choices made by the CEO that are in compliance with board policy, as reasonably interpreted.



## **POLICY 8.3**

### **Accountability of the CEO**

DATE OF ADOPTION: JULY 1, 2019

All board authority delegated to management is delegated through the CEO. Therefore, the authority and accountability of staff, as far as the board is concerned, is considered to be the authority and accountability of the CEO.

Accordingly:

1. Neither the board nor individual board members will give instructions to persons who report directly or indirectly to the CEO.
2. Neither the board nor individual board members will evaluate, either formally or informally, any staff other than the CEO.
3. The board will consider and evaluate CEO performance as synonymous with organizational achievement of board-approved priority impacts and compliance with executive parameters. No performance measure established by the board or by subsets of the board shall conflict with or modify this measure of performance.
4. Consequently, the CEO's accountability and evaluation are based on performance in two areas:
  - A. Organizational accomplishment of board-established priority-impacts policies.
  - B. Organizational operation within the boundaries of legality, prudence and ethics established in the board's executive-parameters policies.

## **POLICY 8.4**

### **Monitoring CEO Performance**

DATE OF ADOPTION: JULY 1, 2019

The board will systematically monitor CEO job performance, determining the extent to which progress is being achieved in the board-established priority impacts and whether operational activities fall within established executive parameters.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being fulfilled. Information that does not address progress toward the accomplishment of priority impacts and compliance with executive parameters will not be considered in the board's evaluation of CEO performance.
2. Board-established priority-impacts and executive-parameters policies are regularly monitored via internal reports. In cases where significant concerns are raised and internal reports are deemed by the board to be insufficient, direct board inspection may be undertaken by a majority vote of the board.
  - A. Internal report: The CEO discloses in writing the data supporting his or her assessment of, accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his or her interpretation.
  - B. Direct board inspection: A designated board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO. As an alternative, the board may retain an outside expert (i.e. auditor, attorney, etc.) to conduct a direct inspection.
3. In every case, the board commits itself to accept any reasonable CEO interpretation of the board policy being monitored. The board is the final judge of reasonableness, and will always judge with a "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the board or any of its members may have made.
4. In every case, the board will judge whether the report and/or data presented demonstrate reasonable accomplishment of, or compliance with, the board policy.
5. Reports determined by the board not to be reasonable, or data determined not to demonstrate reasonable accomplishment of, or compliance with, a board policy as interpreted, will be subject to a remedial process agreed to by the board. Such discussions will be in executive session (only voting board members, plus any other parties specifically invited by the board to attend).
6. All policies instructing the CEO will be monitored at a frequency chosen by the board. The board may choose to monitor any policy at any time, but will ordinarily depend on the following routine schedule:

## POLICY 8.4

### Monitoring CEO Performance, continued

DATE OF ADOPTION: JULY 1, 2019

POLICY	METHOD	FREQUENCY	ONGOING SCHEDULE (BY BOARD MEETING)
<b>Priority impacts</b>			
1.0 Broadest outcome	Internal	Annually	June
1.1 TBD	Internal	Annually	September
1.2 TBD	Internal	Annually	January
1.3 TBD	Internal	Annually	March
<b>Executive Parameters</b>			
7.0 General executive constraint	Internal	Annually	March
7.1 Treatment of members/consumers	Internal	Annually	September
7.2 Treatment of staff	Internal	Annually	June
7.3 Financial condition and activities	Internal	Quarterly	Mar / Jun / Sep / Jan
	External (auditor's report)	Annually	June
7.4 Asset protection	Internal	Annually	September
7.5 Budgeting/forecasting	Internal	Semi-annually	June (budget adoption) January (midyear update)
7.6 Compensation and benefits	Internal	Annually	March
7.7 Emergency executive succession	Internal	Annually	March
7.8 Communication and counsel to the board	Internal	Annually	September

## **POLICY 8.5**

### **Board Access to Staff Accountant in Internal Auditor Capacity**

DATE OF ADOPTION: JULY 1, 2019

Direct but limited access to the board by the staff accountant in an internal auditor capacity is an exception to the exclusive role of the CEO in connecting governance and management.

Accordingly:

1. If, after having brought to the CEO's attention any financial or operational impropriety discovered in the course of his or her own work, the staff accountant feels that the CEO has failed to address the impropriety, the staff accountant must report that impropriety to the board chair.
2. Impropriety in this context means a material weakness in financial/operational management or a violation of board policies regarding CSHA's financial/operational affairs.
3. Nothing in this policy impedes the CEO from exercising his or her board-granted prerogative to interpret applicable board policies, nor does it remove from the board the right to judge the reasonableness of the CEO's interpretation. However, impropriety as used in provision #1 above can indicate that in the opinion of the staff accountant, an interpretation made by the CEO is not "reasonable."
4. The staff accountant is in all other ways as subject to the CEO's managerial authority as are all other employees, and has no direct access to the board except as described in this policy. The CEO may not impede the staff accountant's official access as an "internal auditor" as described in this policy, or seek to inappropriately influence the content of the staff accountant's reporting to the board as set forth in this policy.
5. Nothing in this provision shall be deemed to limit or prohibit the board from hiring external or internal auditors who report to the board.

## **SECTION IX: OPERATIONAL POLICIES**

## **POLICY 9.0**

### **Operational Policies**

DATE OF ADOPTION: JULY 1, 2019

Operational policies are those established and maintained by the CEO within the context of executive parameters. Operational policies do not require board approval, but are included here for ease of reference.

## **POLICY 9.1**

### **CSHA Website Privacy Policy**

DATE OF ADOPTION: JULY 1, 2019

CSHA is sincerely committed to protecting the privacy of our membership, as well as all others who come to our website in search of resources and information. This Privacy Policy applies to Personal Data we collect on the CSHA website ([www.csha.org](http://www.csha.org)) and the CSHA Events website ([www.CSHAconference.org](http://www.CSHAconference.org)), any interactive services contained in those websites, and our advertising and applications on third party websites and services if those advertising and applications include links to this policy (collectively the “Website”). By using the Website, you consent to the data practices described in this Policy.

#### **COLLECTION OF YOUR PERSONAL DATA**

“**Personal Data**” (or personal information) means any information about you from which you can be identified. It does not include data where your identity has been removed.

CSHA collects Personal Data provided directly by you by filling in forms or corresponding with us by mail, phone, email or otherwise in order to transact with CSHA, which may include your email address, name, home or work address, telephone number, primary job function, transaction data including details of any goods or services purchased by you, profile data specific to your user profile or account, location-based data about event attendee engagement and content selection, and your preferences in receiving marketing from us and any third parties and your communication preferences.

CSHA may automatically collect anonymous demographic information, which is not unique to you, such as your ZIP code, age, gender, preferences, interests and favorites. This anonymous data may be derived from your Personal Data but is not considered Personal Data because it does not directly or indirectly reveal your identity. For example, we may aggregate usage data to calculate the percentage of users accessing a particular service. If we combine or connect this anonymous data with your information so that it can directly or indirectly identify you, we will treat the combined data as Personal Data which will be used in accordance with this Privacy Policy.

As you interact with the Website, CSHA does automatically collect technical information about your computer hardware and software automatically including: your IP address, browser type, domain names, access times and referring website addresses. The technical information helps CSHA improve the Website and to deliver a better and more personalized experience by enabling us to monitor the performance of CSHA systems so we can continue to improve our visitors’ experience, to estimate the audience size and usage patterns, to monitor operation of the service, to maintain quality of the service, to recognize you when you return to our Website, speed up your searches, store information about your preferences, and to provide general statistics regarding use of the Website.

CSHA uses a third party payment processor to handle all payment processing transaction data, and we, therefore, do not have access to any financial data, such as details about payments, billing addresses, or debit/credit card information.

Users may submit contributions directly (e.g., CSHA public message boards) on public and member areas of the Website, or transmitted to other users of the Website or third parties (collectively, “User Contributions”). User Contributions will be posted on and transmitted to others at your own risk. Please be aware that no security measures are perfect or impenetrable. Additionally, we cannot control the actions of other users of the Website with whom you may choose to share, or who may view, your User Contributions. Therefore, we cannot and do not guarantee that your User Contributions will not be viewed by unauthorized persons. CSHA does not monitor any of your private online communications.

### **USE OF COOKIES BY CSHA**

The Website uses “cookies” to help you personalize your online experience. A cookie is a small file placed on the hard drive of your computer. You may refuse to accept browser cookies by activating the appropriate setting on your browser. However, if you select this setting you may be unable to access certain parts, or fully experience the interactive features, of our Website. Unless you have adjusted your browser setting so that it will refuse cookies, our system will issue cookies when you direct your browser to our Website.

### **THIRD PARTY LINKS**

The Website may include links (and advertisements) to third-party websites, plug-ins, and applications. Clicking on those links or enabling those connections may allow third parties to collect or share data about you. We do not control these third party websites and are not responsible for their privacy statements/notices or other content on these third party websites. When you leave our Website, we encourage you to read the privacy notice of every website you visit and application you use to understand how those websites collect, use, and share your information.

### **THIRD-PARTY USE OF COOKIES AND OTHER TRACKING TECHNOLOGIES**

Some content or applications, including advertisements, on our Website are serviced by third-parties, including advertisers, ad networks and servers, content providers and application providers. These third parties may use cookies or other tracking technologies to collect information about you when you use our Website. The information they collect may be associated with your personal information or they may collect information, including personal information, about your online activities over time and across different websites and other online services. They may use this information to provide you with interest-based (behavioral) advertising or other targeted content. We do not control these third parties’ tracking technologies or how they may be used. If you have any questions about an advertisement or other targeted content, you should contact the responsible provider directly.



## **USE AND DISCLOSURE OF YOUR PERSONAL INFORMATION**

CSHA collects and uses your personal information to: operate the Website; deliver the services you have requested; provide a more personalized experience of CSHA services, products and customer support; to prevent potential fraud and enforce CSHA's Terms of Use; customize, measure and improve the Website and services; deliver marketing communications to you; and contact you by email or phone about your account or our services, including to provide you with information about CSHA services. CSHA may also contact you via surveys to conduct research about your opinion of current services or of potential new services that may be offered. CSHA may disclose aggregated and anonymous information about our users without restriction. CSHA does not use or disclose sensitive personal information, such as race, religion, or political affiliations, without your explicit consent.

CSHA may share Personal Data with contractors who help us perform statistical analysis, send you email or postal mail, provide customer support, or arrange for deliveries. All such third party contractors are prohibited from using your personal information except to provide these services to CSHA, and they are required to maintain the confidentiality of your personal information.

CSHA will disclose your personal information, without notice, only if required to do so by law or in the good faith belief that such action is necessary to: (a) conform to the edicts of the law or comply with legal process served on CSHA or the Website; (b) protect and defend the rights or property of CSHA; and, (c) act under exigent circumstances to protect the personal safety of users of CSHA, or the public.

We will only use your Personal Data for the purposes for which we collected it, unless we reasonably determine that we need to use it for another reason compatible with the original purpose. If you wish to get an explanation as to how the processing for the new purpose is compatible with the original purpose, please contact us at the email address provided in the Contact Information section below. If we need to use your Personal Data for an unrelated purpose, we will notify you and we will explain the basis which allows us to do so. Please note that we may process your Personal Data without your knowledge or consent, in compliance with the above rules, where such processing is required or permitted by law.

## **MARKETING**

We strive to provide you with choices regarding certain uses of your Personal Data, particularly around marketing and advertising.

### PROMOTIONAL OFFERS FROM THE COMPANY

We may use your name, contact, usage, and profile data to form a view on what we think you may want or need, or what may be of interest to you. This is how we decide which products, services, and offers may be relevant for you. We call this marketing and you will receive marketing communications from us if you have requested information from us or purchased services from us, and in each case, if you have not opted out of receiving that marketing.

### THIRD-PARTY MARKETING

CSHA does not sell, rent, or lease its member or customer lists to third parties. CSHA may, from time to time, provide certain Personal Data with qualified third party business partners for offerings that CSHA has determined to be of interest to our members.

### OPTING OUT

You can ask us or third parties to stop sending you marketing messages at any time by contacting us at: List Manager, 825 University Avenue, Sacramento, CA 95825; email: [mailinglists@csa.org](mailto:mailinglists@csa.org); phone: 916.921.1568.

### **CHILDREN UNDER THE AGE OF 13**

Our Website is not intended for children under 13 years of age and we do not knowingly collect personal information from children under 13 years of age. No one under age 13 may provide any personal information to or through the Website. If you are under 13, do not use or provide any information on the Website or on or through any of their features, use any of the interactive services, or provide any information about yourself to us, including your name, address, telephone number, email address or any screen name or user name you may use. If we learn we have collected or received personal information from a child under 13 without verification of parental consent, we will delete that information. If you believe we might have any information from or about a child under 13, please contact us at the telephone number or in writing to the addresses provided in the Contact Information section below.

### **SECURITY OF YOUR PERSONAL INFORMATION**

We have implemented technical, administrative and organizational measures designed to secure your personal information from accidental loss and from unauthorized access, use, alteration and disclosure. We also limit access to Personal Data to those employees, agents, contractors, and other third parties who have a business need to know. These individuals will only process your Personal Data on our instructions and they are subject to a duty of confidentiality.

Unfortunately, the transmission of information via the internet is not completely secure. Although we do our best to protect your personal information, we cannot guarantee the security of your personal information transmitted to or through our Website. Any transmission of personal information is at your own risk. We are not responsible for circumvention of any privacy settings or security measures contained on the Website. We have put in place procedures to deal with any suspected incident involving Personal Data and will notify you and any applicable regulator of an incident involving Personal Data where we are legally required to do so. All financial data is securely processed by a third-party processor.

## CHOICES ABOUT HOW WE USE AND DISCLOSE YOUR INFORMATION

We strive to provide you with choices regarding the personal information you provide to us. The following mechanisms are available to you to provide you with certain control over your information:

- Tracking Technologies and Advertising. You can set your browser to refuse all or some browser cookies, or to alert you when cookies are being sent. To learn how you can manage your Flash cookie settings, visit the Flash player settings page on Adobe's website. If you disable or refuse cookies, please note that some parts of this Website may then be inaccessible or not function properly.
- Disclosure of Your Information for Third-Party Advertising. If you do not want us to share your personal information with unaffiliated or non-agent third parties for promotional purposes, you can opt-out by sending an email to the email address provided in the Contact Information section below.
- Promotional Offers from CSHA. If you do not wish to have your contact information used by CSHA to promote our own products or services, you can opt-out by sending us an email stating your request to the e-mail address provided below in the Contact Information section. This opt out does not apply to communications with CSHA as a result of a purchase, product service experience or other transactions.
- Targeted Advertising. If you do not want us to use information that we collect or that you provide to us to deliver advertisements according to our advertisers' target-audience preferences, you can opt-out by sending us an e-mail stating your request to the e-mail address provided below in the Contact Information section.
- We do not control third parties' collection or use of your information to serve interest-based advertising. However these third parties may provide you with ways to choose not to have your information collected or used in this way.

## YOUR CALIFORNIA PRIVACY RIGHTS

California Civil Code Section § 1798.83 permits users of our website who are California residents to request certain information regarding our disclosure of personal information to third parties for their direct marketing purposes. To make such a request, please e-mail us at the address listed in the Contact Information section below.

## CHANGES TO THIS PRIVACY POLICY

CSHA will occasionally update this Privacy Policy to reflect organizational and user feedback. CSHA encourages you to periodically review this Privacy Policy to be informed of how we collect, use and protect your personal information. If CSHA makes material changes to how we treat users' personal information, we will notify you through a notice on the Website home page or by sending an email to the email address you provided to us.

**CONTACT INFORMATION**

To ask questions or comment about this Policy and our privacy practices, please reach us by email at [csa@csa.org](mailto:csa@csa.org) or by phone at 916.921.1568 during regular business hours.

## **POLICY 9.2**

### **CSHA Website Terms of Use**

DATE OF ADOPTION: JULY 1, 2019

These terms of use are entered into by and between you and the California Speech-Language-Hearing Association (“CSHA”, “we” or “us”). The following terms and conditions, together with any documents they expressly incorporate by reference (collectively, these “Terms of Use”), govern your access to and use of [www.csha.org](http://www.csha.org), [www.CSHAconference.org](http://www.CSHAconference.org), the services offered by CSHA via these websites, and when you interact with the events mobile application (the “website”), including any content, functionality and services offered on or through the website, whether as a guest or a registered user.

#### **1. ACCEPTANCE OF THE TERMS OF USE**

Please read the Terms of Use carefully before you start to use the website or create a user account. By using the website and/or clicking to accept or agree to the Terms of Use when this option is made available to you, you accept and agree to be bound and abide by these Terms of Use and our Privacy Policy, found at [www.csha.org](http://www.csha.org), which is incorporated into these Terms of Use by this reference. If you do not want to agree to these Terms of Use or the Privacy Policy, you must not access or use our website.

The website is offered and available to users who are 18 years of age or older. By using the website, you represent and warrant that you are of legal age to form a binding contract with CSHA, or if you are under 18 years of age, your parent or legal guardian has accepted this Agreement on your behalf. If you do not meet all of these requirements, you must not access or use the Website.

#### **2. CHANGES TO THE TERMS OF USE**

We may revise and update these Terms of Use from time to time in our sole discretion. All changes are effective immediately when we post them on our website, and apply to all access to and use of the website thereafter. Your continued use of the website following the posting of revised Terms of Use means that you accept and agree to the changes. You are expected to check this page from time to time so you are aware of any changes, as they are binding on you. If CSHA makes material changes to the Terms of Use, we will notify you through a notice on the website home page or by sending an email to the email address you provided to us.

#### **3. ACCESSING THE WEBSITE AND ACCOUNT SECURITY**

We reserve the right to withdraw or amend the website in our sole discretion without notice. We will not be liable if for any reason all or any part of the website is unavailable at any time or for any period. From time to time, we may restrict access to all or some parts of the website, including, without limitation, to registered users.

If you create a user account on the website, you agree that you are responsible for:

- Ensuring that you are aware of these Terms of Use and comply with them;
- Safeguarding your user account credentials from unauthorized use;
- Not permitting or attempting unauthorized access of the website.

To access the website, users will be asked to provide certain registration details or other information. It is a condition of your use of the website and any interactive services that all the information you provide to CSHA is correct, current and complete. You agree that all information you provide to register for the website and any interactive services is governed by our Privacy Policy, and you agree that all actions we take with respect to your information consistent with our Privacy Policy are taken by us to comply with our contractual obligations to you in providing the website.

If you choose, or are provided with, a membership number, user name, password or any other piece of information as part of our security procedures, you must treat such information as confidential, and you must not disclose it to any other person or entity. You also acknowledge that your account is personal to you and agree not to provide any other person with access to this website or portions of it, or the Interactive Services, using your user name, password or other security information. You agree to notify us immediately of any unauthorized access to or use of your user name or password or any other breach of security. You also agree to ensure that you exit from your account at the end of each session. You should use particular caution when accessing your account from a public or shared computer so that others are not able to view or record your password or other personal information. Any fraudulent, abusive, or otherwise illegal activity regarding usage or activity under your membership number or username may be grounds for revoking your access privileges at CSHA's sole discretion, and may violate applicable law, including without limitation California Penal Code section 502. Individuals who use the website or interactive services without authorization, or in excess of their permitted access, are subject to having their activities on the website or interactive services monitored and/or recorded beyond our normal monitoring and recording.

We have the right to disable any user name, password or other identifier, whether chosen by you or provided by us, at any time if, in our opinion, you have violated any provision of these Terms of Use.

#### 4. INTELLECTUAL PROPERTY RIGHTS

The website, interactive services, and entire contents, features and functionality (including but not limited to all information, software, text, displays, images, video and audio, and the design, selection and arrangement thereof), are owned by CSHA, its licensors or other providers of such material and are protected by United States and international copyright, trademark, patent, trade secret and other intellectual property or proprietary rights laws (“**Intellectual Property Rights**”). You acknowledge and agree that CSHA (and/or the licensors) exclusively owns all right, title and interest in and to the Content, including copyright rights, trade secret rights, trademarks, database rights and any other intellectual property rights anywhere in the world, and that you shall abide by all copyright notices, information, or restrictions contained in any Content (defined below) accessed through the website or interactive services. Nothing in these Terms of Use or the website or interactive services should be construed as granting, by implication, estoppel or otherwise, any license or right to use any of CSHA’s logos, trademarks or information displayed on the website or interactive services, without CSHA’s prior written permission in each instance. All goodwill generated from the use of the CSHA trademarks will inure to our exclusive benefit.

##### a) License to the Website and CSHA Content

These Terms of Use permit you to use the website, and any “Content” (a defined term which includes without limitation any materials, news articles, photographs, images, illustrations, audio clips, and video clips) available through the website and interactive services, for your personal and non-commercial use only. Except as otherwise provided in the Terms of Use, you must not reproduce, distribute, modify, create derivative works of, publicly display, publicly perform, republish, download, store or transmit any of the Content on our Website or Interactive Services, except as follows:

- Your computer may temporarily store copies of such Content in RAM incidental to your accessing and viewing those materials.
- You may store files that are automatically cached by your Web browser for display enhancement purposes.
- You may download Content from the website and interactive services (one machine-readable copy and one print copy) for your own personal, non-commercial use and not for further reproduction, publication or distribution. Certain Content is accompanied by permission to reproduce the materials for noncommercial purposes provided that proper attribution is made to CSHA; this Content is clearly noted.
- If we provide desktop, mobile or other applications for download, you may download the mobile application(s) provided you agree to be bound by the applicable end user license agreement for such applications.
- If we provide social media features with certain content, you may take such actions as are enabled by such features.

Unless you have CHSA's permission, you must not:

- Modify copies of any Content from the website or interactive services.
- Use any illustrations, photographs, video or audio sequences or any graphics separately from the accompanying text.
- Delete or alter any copyright, trademark or other proprietary rights notices from copies of Content from this website or the interactive services.

If you print, copy, modify, download or otherwise use or provide any other person with access to any Content or part of the website in breach of the Terms of Use, your right to use the website will cease immediately and you must, at our option, return or destroy any copies of the materials you have made. No right, title or interest in or to the website or any Content on the Website is transferred to you, and all rights not expressly granted are reserved by CSHA. Any use of the website not expressly permitted by these Terms of Use is a breach of these Terms of Use and may violate copyright, trademark and other laws.

**b) Feedback**

To the extent that you give us feedback, comments or suggestions concerning the website or interactive services (collectively, “**Feedback**”), you acknowledge and agree that all Feedback is CSHA's sole and exclusive property, and you hereby unconditionally and irrevocably assign and transfer to CSHA, your entire right, title and interest in and to any Intellectual Property Rights that you may now or hereafter have in or relating to the Feedback. To the extent that the foregoing assignment is ineffective for whatever reason, you agree to grant and hereby grant to CSHA a non-exclusive, perpetual, irrevocable, royalty-free, worldwide license (with the right to grant and authorize sublicenses) to make, have made, use, import, offer for sale, sell, reproduce, distribute, modify, adapt, prepare derivative works of, display, perform, and otherwise exploit such Feedback without restriction. At our request and expense, you will execute documents and take such further acts as we may reasonably request to assist us in acquiring, perfecting and maintaining our Intellectual Property Rights in, and other legal protections for, the Feedback.

**c) Trademarks**

The CSHA name, the CSHA logo and all related names, logos, product and service names, designs and slogans are trademarks and service marks of CSHA or its affiliates or licensors. You must not use such marks without the prior written permission of CSHA. All other names, logos, product and service names, designs and slogans used on this Website are the trademarks and/or service marks of their respective owners.



**d) Prohibited Uses**

You may use the website and interactive services only for lawful purposes and in accordance with these Terms of Use. You agree not to use the website:

- In violation of the CSHA website Terms of Use.
- To campaign or announce one's intention to run for any elected position or to endorse any candidates for CSHA boards or committees or other professional or governmental organizations. The exception to this prohibition is a CSHA-sponsored forum specifically designed for campaigning for a CSHA position, and other terms of use would apply.
- To post any content that is unlawful (including, without limitation, any laws regarding the export of data or software to and from the US or other countries), offensive, includes personal attacks and characterizations that question a person's motives or qualifications, threatening, libelous, defamatory, pornographic, obscene, or otherwise objectionable. • To infringe, violate, or misappropriate any third party's intellectual property rights or other proprietary or contractual rights; and shall refrain from posting full-text articles or other published materials.
- To engage, transmit, or procure the sending of, any commercial, advertising or promotional material, including any "junk mail", "chain letter", "pyramid scheme" or "spam" or any other similar solicitation. Notwithstanding the foregoing, CSHA may use its interactive services to promote CSHA products and services.
- To impersonate or attempt to impersonate CSHA, a CSHA employee, another user or any other person or entity (including, without limitation, by using e-mail addresses or screen names associated with any of the foregoing).
- For surveys for research purposes.
- To post any content that includes information about rates charged, efforts to exert collective pressure on payors, terms of contracts with insurance companies, internship salaries, etc.
- To engage in any other conduct that restricts or inhibits anyone's use or enjoyment of the website or interactive services, or which, as determined by us, may harm CSHA or users of the website or expose them to liability.

Additionally, you agree not to:

- Use the website or interactive services in any manner that could disable, overburden, damage, or impair or interfere with any other party's use of the website or interactive services, including their ability to engage in real time activities through the website or interactive services.

- Use any robot, spider or other automatic device, process or means to access the website or interactive services for any purpose, including monitoring or copying any of the material on the website or interactive services.
- Use any manual process to monitor or copy any of the material on the website or interactive services, or for any other unauthorized purpose without our prior written consent.
- Use any device, software or routine that interferes with the proper working of the website or interactive services.
- Introduce any viruses, trojan horses, worms, logic bombs or other material which is malicious or technologically harmful.
- Attempt to gain unauthorized access to, interfere with, damage or disrupt any parts of the Website or Interactive Services, the server on which the website or interactive services are stored, or any server, computer or database connected to the website or interactive services.
- Attack the website or interactive services via a denial-of-service attack or a distributed denial-of-service attack.
- Otherwise attempt to interfere with the proper working of the website or interactive services.

## 5. USER CONTRIBUTIONS

The website contains message boards, user web pages or profiles, forums, bulletin boards, and other interactive features, and users may use third party forums (collectively, “interactive services”) which allow authorized users to post, submit, publish, display or transmit to other users or other persons (hereinafter, “post”) content or materials (collectively, “User Contributions”) on or through the Interactive Services.

All User Contributions must comply with the Content Standards set out in these Terms of Use, and the CSHA Digital Community Guidelines (“Community Guidelines”). Any User Contribution you post to the interactive services is considered non-confidential and non-proprietary. By providing any User Contribution, you grant CSHA and our affiliates and service providers, and each of their and our respective licensees, successors and assigns the right to use, reproduce, modify, perform, display, distribute and otherwise disclose to third parties any such material for any purpose.

You represent and warrant that:

- You own or control all rights in and to the User Contributions and have the right to grant the license granted above to us and our affiliates and service providers, and each of their and our respective licensees, successors and assigns.
- All of your User Contributions do and will comply with the Terms of Use and Community Guidelines.

You understand and acknowledge that you are responsible for any User Contributions you submit or contribute, and you, not CSHA, have full responsibility for such content, including its legality, reliability, accuracy and appropriateness. You understand that CSHA is not responsible for the accuracy of any information submitted by any user.

CSHA IS NOT RESPONSIBLE, OR LIABLE TO ANY THIRD PARTY, FOR THE CONTENT OR ACCURACY OF ANY USER CONTRIBUTIONS POSTED BY YOU OR ANY OTHER USER OF THE WEBSITE OR INTERACTIVE SERVICES.

**a) Monitoring and Enforcement; Termination**

We have the right to:

- Remove, edit, modify or refuse to post any User Contributions for any or no reason in our sole discretion.
- Take any action with respect to any User Contribution that we deem necessary or appropriate in our sole discretion.
- Disclose your identity or other information about you to any third party who claims that material posted by you violates their rights, including their intellectual property rights or their right to privacy.
- Take appropriate legal action for any illegal or unauthorized use of the website or interactive services.
- Terminate or suspend your access to all or part of the website or interactive services for any or no reason, including without limitation, any violation of these Terms of Use or the Community Guidelines.

Without limiting the foregoing, we have the right to fully cooperate, in accordance with applicable law, with any law enforcement authorities or court order requesting or directing us to disclose the identity or other information of anyone posting any materials on or through the website or interactive services. YOU WAIVE AND HOLD HARMLESS CSHA AND ITS AFFILIATES, LICENSEES AND SERVICE PROVIDERS FROM ANY CLAIMS RESULTING FROM ANY ACTION TAKEN BY CSHA DURING OR AS A RESULT OF ANY LAW ENFORCEMENT AUTHORITIES' INVESTIGATIONS AND FROM ANY ACTIONS TAKEN AS A CONSEQUENCE OF INVESTIGATIONS BY CSHA OR LAW ENFORCEMENT AUTHORITIES.

We do not screen material before it is posted on the website or interactive services and do not actively moderate User Contributions, so we cannot ensure prompt removal of objectionable material after it has been posted. Accordingly, we assume no liability for any action or inaction regarding transmissions, communications or content provided by any user or third party. We have no liability or responsibility to anyone for performance or nonperformance of the activities described in this section. If you have any complaints regarding any User Contributions, please contact us at [csa@csa.org](mailto:csa@csa.org).

**b) Content Standards**

In addition to the Community Guidelines, these content standards apply to any and all User Contributions and use of interactive services. User Contributions must in their entirety comply with all applicable federal, state, local and international laws and regulations. Without limiting the foregoing, User Contributions must be accurate and must not:

- Contain any material which is defamatory, obscene, indecent, abusive, offensive, harassing, violent, hateful, inflammatory or otherwise objectionable.
- Promote any illegal activity, or advocate, promote or assist any unlawful act, including the promotion of sexually explicit or pornographic material, violence, or discrimination based on race, sex, religion, nationality, disability, sexual orientation or age.
- Infringe any patent, trademark, trade secret, copyright or other intellectual property or other rights of any other person.
- Violate the legal rights (including the rights of publicity and privacy) of others or contain any material that could give rise to any civil or criminal liability under applicable laws or regulations or that otherwise may be in conflict with these Terms of Use and our Privacy Policy and Community Guidelines.
- Be likely to deceive any person or cause annoyance, inconvenience or needless anxiety or be likely to upset, embarrass, alarm or annoy any other person.
- Impersonate any person, or misrepresent your identity or affiliation with any person or organization.
- Involve commercial activities or sales, such as contests, sweepstakes and other sales promotions, barter or advertising.
- Involve campaign activities unless the Interactive Services were specifically created by CSHA for such purpose.
- Solicit survey information for research purposes.
- Include information about rates charged, efforts to exert collective pressure on payors, terms of contracts with insurance companies, internship salaries, etc.
- Give the impression that they emanate from or are endorsed by CSHA or any other person or entity.

## **6. COPYRIGHT INFRINGEMENT**

We take claims of copyright infringement seriously. We will respond to notices of alleged copyright infringement that comply with applicable law. If you believe any materials accessible on or from the website or interactive services infringe your copyright, you may request removal of those materials (or access to them) from the website or interactive services by submitting written notification to us at Copyrights at CSHA, 825 University Avenue, Sacramento, CA 95825 USA (or by email at: [csa@csa.org](mailto:csa@csa.org), and you may also reach CSHA by phone at 916.921.1568). It is CSHA's policy to terminate the user accounts of repeat infringers.

## **7. RELIANCE ON INFORMATION POSTED**

The information presented by CSHA on or through the website and interactive services is made available solely for general information purposes. We do not warrant the accuracy, completeness or usefulness of this information. Any reliance you place on such information is strictly at your own risk. We disclaim all liability and responsibility arising from any reliance placed on such materials by you or any other visitor to the website or user of the interactive services, or by anyone who may be informed of any of its contents.

This website and interactive services include content provided by third parties, including materials provided by other users, bloggers and third-party licensors, syndicators, aggregators and/or reporting services. All information, statements and/or opinions expressed in these materials, and all articles and responses to questions and other content, other than the content provided by CSHA, are solely the opinions and the responsibility of the person or entity providing those materials. These materials do not necessarily reflect the opinion of CSHA. CSHA is not responsible, or liable to you or any third party, for the content or accuracy of any materials provided by any third parties.

Website, the Content, and any interactive services, or other services or functionality available via the website as it deems fit.

## **8. CHANGES TO THE WEBSITE**

We may update the Content available through the website and interactive services from time to time, but the Content is not necessarily complete or up-to-date and we are under no obligation to update such Content or other material. From time to time, CSHA may issue an update to the website, which may add, modify, and/or remove features; these updates may be implemented automatically with little or no notice.

## **9. INFORMATION ABOUT YOU AND YOUR VISITS TO THE WEBSITE**

All information we collect through the website (and any CSHA-maintained interactive services if applicable) is subject to our Privacy Policy. By visiting the website (or using CSHA-maintained interactive services), you consent to all actions taken by us with respect to your information in compliance with the Privacy Policy.

## **10. ONLINE PURCHASES**

All purchases through our website or other transactions for the sale of services or information formed through the website or as a result of visits made by you are governed by the applicable terms of purchase. Additional terms and conditions may also apply to specific portions, services or features of the website, including without limitation other license agreement(s) entered into by the parties. All such additional terms and conditions are hereby incorporated by this reference into these Terms of Use. The Privacy Policy shall control with respect to all matters of privacy of personal information and data processing.

## **11. LINKING TO THE WEBSITE AND SOCIAL MEDIA FEATURES**

You may link to our website homepage, provided you do so in a way that is fair and legal and does not damage our reputation or take advantage of it, but you must not establish a link in such a way as to suggest any form of association, approval or endorsement on our part without our express written consent.

This website and interactive services may provide certain social media features that enable you to:

- Link from your own or certain third-party websites to certain Content on this website or the interactive services.
- Send e-mails or other communications with certain Content or links to certain Content.
- Cause limited portions of Content to be displayed or appear to be displayed on your own or certain third-party websites.

You may use these features solely as they are provided or made accessible by us with respect to the Content they are displayed with and otherwise in accordance with any additional terms and conditions we provide with respect to such features. Subject to the foregoing, you must not:

- Establish a link from any website that is not owned by you.
- Cause the website, interactive services or portions thereof to be displayed, or appear to be displayed by, for example, framing, deep linking or in-line linking, on any other website.
- Link to any part of the website other than the homepage.
- Otherwise take any action with respect to the materials available through the website or interactive services that is inconsistent with any other provision of these Terms of Use.

You agree to cooperate with us in causing any unauthorized framing or linking immediately to cease. We reserve the right to withdraw linking permission without notice. We may disable all or any social media features and any links at any time without notice in our discretion.

## **12. LINKS FROM OUR WEBSITE**

If the website or interactive services contain links to other websites and resources provided by third parties, these links are provided for your convenience only. This includes links contained in advertisements, including banner advertisements and sponsored links. We have no control over the contents of those websites or resources, and accept no responsibility for them or for any loss or damage that may arise from your use of them. If you decide to access any of the third party websites linked to the website or interactive services, you do so entirely at your own risk and subject to the terms and conditions of use for such websites.

## **13. GEOGRAPHIC RESTRICTIONS**

The owner of the website is based in the state of California in the United States. We make no claims that the website or any of its Content is accessible or appropriate outside of the United States. Access to the website may not be legal by certain persons or in certain countries. If you access the website from outside the United States, you do so on your own initiative and are responsible for compliance with local laws.

## **14. DISCLAIMER OF WARRANTIES**

You understand that we cannot and do not guarantee or warrant that files available for downloading from the internet, the website, or the interactive services will be free of viruses or other destructive code. You are responsible for implementing sufficient procedures and checkpoints to satisfy your particular requirements for anti-virus protection and accuracy of data input and output, and for maintaining a means external to our site for any reconstruction of any lost data. CSHA WILL NOT BE LIABLE FOR ANY LOSS OR DAMAGE CAUSED BY A DISTRIBUTED DENIAL-OF-SERVICE ATTACK, VIRUSES OR OTHER TECHNOLOGICALLY HARMFUL MATERIAL THAT MAY INFECT YOUR COMPUTER EQUIPMENT, COMPUTER PROGRAMS, DATA OR OTHER PROPRIETARY MATERIAL DUE TO YOUR USE OF THE WEBSITE, THE INTERACTIVE SERVICES, OR ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES, OR TO YOUR DOWNLOADING OF ANY MATERIAL POSTED ON THEM, OR ON ANY WEBSITE LINKED TO THEM.

YOUR USE OF THE WEBSITE, ITS CONTENT, THE INTERACTIVE SERVICES, AND ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES IS AT YOUR OWN RISK. THE WEBSITE, ITS CONTENT, THE INTERACTIVE SERVICES, AND ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES ARE PROVIDED ON AN “AS IS” AND “AS AVAILABLE” BASIS, WITHOUT ANY WARRANTIES OF ANY KIND, EITHER EXPRESS OR IMPLIED. NEITHER CSHA NOR ANY PERSON ASSOCIATED WITH CSHA MAKES ANY WARRANTY OR REPRESENTATION WITH RESPECT TO THE COMPLETENESS, SECURITY, RELIABILITY, QUALITY, ACCURACY OR AVAILABILITY OF THE WEBSITE, THE INTERACTIVE SERVICES, OR THE CONTENT. WITHOUT LIMITING THE FOREGOING, NEITHER CSHA NOR ANYONE ASSOCIATED WITH CSHA REPRESENTS OR WARRANTS THAT THE WEBSITE, ITS CONTENT, THE INTERACTIVE SERVICES, AND ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES WILL BE ACCURATE, RELIABLE, ERROR-FREE OR UNINTERRUPTED, THAT DEFECTS CAN OR WILL BE CORRECTED, THAT OUR WEBSITE, THE INTERACTIVE SERVICES, OR THE SERVER THAT MAKES THEM AVAILABLE ARE FREE OF VIRUSES OR OTHER HARMFUL COMPONENTS OR THAT THE WEBSITE, ITS CONTENT, INTERACTIVE SERVICES, AND ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES WILL OTHERWISE MEET YOUR NEEDS OR EXPECTATIONS.

CSHA HEREBY DISCLAIMS ALL WARRANTIES OF ANY KIND, WHETHER EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE, INCLUDING BUT NOT LIMITED TO ANY WARRANTIES OF MERCHANTABILITY, NON-INFRINGEMENT AND FITNESS FOR PARTICULAR PURPOSE. THE FOREGOING DOES NOT AFFECT ANY WARRANTIES WHICH CANNOT BE EXCLUDED OR LIMITED UNDER APPLICABLE LAW.

## **15. LIMITATION ON LIABILITY**

IN NO EVENT WILL THE MAXIMUM AGGREGATE LIABILITY OF CSHA AND ITS AFFILIATES, AND THEIR LICENSORS, SERVICE PROVIDERS, EMPLOYEES, AGENTS, OFFICERS AND DIRECTORS, TO ANY PARTY (REGARDLESS OF THE FORM OF ACTION, WHETHER IN CONTRACT, TORT OR OTHERWISE) IN CONNECTION WITH THE WEBSITE, INTERACTIVE SERVICES, CONTENT, OR ANY OTHER SERVICES OR ITEMS OBTAINED THROUGH THE WEBSITE OR INTERACTIVE SERVICES EXCEED THE GREATER OF (i) ONE HUNDRED DOLLARS (\$100); OR (ii) THE AMOUNT YOU HAVE PAID TO CSHA FOR ACCESS TO THE APPLICABLE SERVICES IN THE SIX MONTHS PRECEDING THE CLAIM GIVING RISE TO SUCH LIABILITY. THE FOREGOING DOES NOT AFFECT ANY LIABILITY WHICH CANNOT BE EXCLUDED OR LIMITED UNDER APPLICABLE LAW.



## **16. INDEMNIFICATION**

You agree to defend, indemnify and hold harmless CSHA, its affiliates, licensors and service providers, and its and their respective officers, directors, employees, contractors, agents, licensors, suppliers, successors and assigns from and against any claims, liabilities, damages, judgments, awards, losses, costs, expenses or fees (including reasonable attorneys' fees) arising out of or relating to your violation of these Terms of Use or the Community Guidelines, or your use of the website or interactive services, including, but not limited to, your User Contributions, and use of the Website's Content, services and products other than as expressly authorized in these Terms of Use, or your use of any information obtained from the website or interactive services. You shall cooperate as fully as reasonably required in the defense of any such claim. CSHA reserves the right, at its own expense, to assume the exclusive defense and control of any matter subject to indemnification by you.

## **17. GOVERNING LAW AND JURISDICTION**

All matters relating to the website and the Terms of Use and any dispute or claim arising therefrom or related thereto (in each case, including non-contractual disputes or claims), shall be governed by and construed in accordance with the laws of the State of California without giving effect to any choice or conflict of law provision or rule. Any legal suit, action or proceeding arising out of, or related to, the Terms of Use or the website shall be instituted exclusively in the federal courts of the United States or the courts of the State of California located in the County of Sacramento. You waive any and all objections to the exercise of jurisdiction over you by such courts and to venue in such courts.

## **18. LIMITATION ON TIME TO FILE CLAIMS**

ANY CAUSE OF ACTION OR CLAIM YOU MAY HAVE ARISING OUT OF OR RELATING TO THE TERMS OF USE OR THE WEBSITE MUST BE COMMENCED WITHIN ONE (1) YEAR AFTER THE CAUSE OF ACTION ACCRUES, OTHERWISE, SUCH CAUSE OF ACTION OR CLAIM IS PERMANENTLY BARRED.

## **19. WAIVER AND SEVERABILITY**

No waiver by CSHA of any term or condition set forth in these Terms of Use shall be deemed a further or continuing waiver of such term or condition or a waiver of any other term or condition, and any failure of CSHA to assert a right or provision under these Terms of Use shall not constitute a waiver of such right or provision. If any provision of these Terms of Use is held by a court or other tribunal of competent jurisdiction to be invalid, illegal or unenforceable for any reason, such provision shall be eliminated or limited to the minimum extent such that the remaining provisions of the Terms of Use will continue in full force and effect.

## 20. ENTIRE AGREEMENT

The Terms of Use and Privacy Policy (and any other documents incorporated therein) constitute the sole and entire agreement between you and CSHA with respect to the subject matter contained herein, and supersede all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, regarding the same.

### Your Comments and Concerns

This website and certain interactive services are operated by CSHA. All feedback, comments, requests for technical support and other communications should be directed to: [csha@csha.org](mailto:csha@csha.org). Official correspondence/notices must be sent by mail to: Webmaster, CSHA, 825 University Avenue, Sacramento, CA 95825 USA.

## **POLICY 9.3**

### **CSHA Digital Community Guidelines**

DATE OF ADOPTION: JULY 1, 2019

Welcome to the CSHA community! Please take a look at our basic guidelines for participation before jumping in. The CSHA community is a place to seek the advice of your peers, benefit from their experience and take part in an ongoing conversation that's friendly, safe, supportive and harassment free.

The CSHA Website Terms of Use and these guidelines apply to all forums hosted by CSHA on its websites and mobile applications ("CSHA Forums"), and any third party social networking forums used by CSHA users, which include but are not limited to: Facebook, YouTube, MySpace, Twitter, Ning, Flickr, blogs, eBay, Craigslist, Skype, del.icio.us, Second Life, LinkedIn, social bookmarking, wikis, vlogs, epinions, World of Warcraft, Google Groups, and Youmeo (collectively the CSHA Forums and others are referred to as, "Forum" or "Forums"). By joining and using a Forum, you acknowledge that you have read, understand, and agree to the CSHA Website Terms of Use and these guidelines.

Please remember that social media Forums are not private. Some Forums may be open only to invited or approved members, but even then, users should not expect privacy among the members. If you choose to participate in such Forums, assume that anything you post will be seen, read, and open for comment, and may be used and copied by peers, colleagues, employers, potential employers, fellow members, and so on.

Only forums created and moderated by CSHA, or hosted on CSHA's websites, are CSHA Forums. Any other Forums containing CSHA or division logos or purporting to be an official CSHA Forum should be reported to CSHA immediately. The CSHA name and logos are trademarks of CSHA and its divisions (or are used with permission of their respective owners) and may not be used or displayed without the prior written consent of CSHA or the owner of such mark.

#### **Be a good community member!**

There are a few things that we've found go a long way toward making the community a helpful and pleasant place to be:

- Clearly and concisely state the topic of your comments in the subject line. This helps members respond more appropriately and makes it easier to search the archives by subject.
- Make sure to communicate professionally and constructively, handle dissent or disagreement with courtesy and be respectful when providing feedback.
- Post your message or documents only to the most appropriate lists or libraries. In other words, don't spam several lists or libraries with the same message.

For the best (and least annoying) experience, keep your subscriptions and notifications up to date under My Profile. If you are changing your email address, you do not need to remove yourself from the list and rejoin under your new email address. Simply change your settings.

**Don't make us delete your posts or take other action!**

For CSHA Forums, we don't want to delete your posts or restrict your access, but we will if your posts:

- Violate the CSHA Website Terms of Use.
- Campaign or announce one's intention to run for any elected position, or endorse any candidates for CSHA boards or committees or other professional or governmental organizations. The exception to this prohibition would be an official CSHA Forum specifically designed for campaigning for a CSHA position, and other terms of use would apply.
- Are unlawful, offensive, threatening, libelous, defamatory, pornographic, obscene, include personal attacks and characterizations that question a person's motives or qualifications, or are otherwise objectionable.
- Infringe, violate, or misappropriate any third party's intellectual property rights or other proprietary or contractual rights. Do not post full-text articles or other published materials.
- Engage, transmit, or procure the sending of any commercial, advertising or promotional material, including any "junk mail," "chain letter," "pyramid scheme" or "spam" or any other similar solicitation. However, CSHA may use its official CSHA Forums and other third party Forums to promote CSHA products and services.
- Impersonate or attempt to impersonate CSHA, a CSHA employee, another user or any other person or entity (including, without limitation, by using email addresses or screen names associated with any of the foregoing).
- Solicit survey information for research purposes.
- Include information about rates charged, efforts to exert collective pressure on payors, terms of contracts with insurance companies, internship salaries, etc.
- Engage in any other conduct that restricts or inhibits anyone's use or enjoyment of the Forums, or which, as determined by us, may harm CSHA or users or expose them to liability.

You also may not collect, use, or disclose data, including personal information, about other users without their consent, for unlawful purposes, or in violation of any applicable laws or regulations.

**The fine print**

Forums are open to any users. Views and opinions expressed by community members are not representative of or endorsed by CSHA. Community members represent that they own the content they author or post and grant CSHA a license to such content pursuant to the CSHA Website Terms of Use.

You are welcome to share any content owned by CSHA as long as it is for non-commercial, personal use and is properly attributed to CSHA as follows: "[Title], by CSHA, originally published [insert publication date] and used with CSHA's permission."

CSHA reserves the right to delete, move, or edit messages that are deemed abusive, defamatory, obscene, or otherwise unacceptable. To foster a climate that promotes both civil and fruitful dialogue, we reserve the right to suspend or terminate participation in a CSHA Forum if these guidelines or the Terms of Use are violated. CSHA also reserves the right to report any users or posts that violate these guidelines to the applicable third party Forum or legal authorities.

CSHA may, from time to time, establish and revise practices and limitations concerning the Forums and use of the Forums.

## **POLICY 9.4**

### **CSHA Alcohol Policy**

DATE OF ADOPTION: JULY 1, 2019

Alcohol is a part of American society, but increasing attention is focused on its responsible use. Any organization that provides alcoholic beverages at any of its events must manage the accompanying liability and risk. The organization, its leaders and members must understand applicable liquor laws and regulations applicable to their state, and ensure appropriate insurance coverage. In addition, alcoholic beverages must be served in a responsible manner in order to minimize the risk of a guest harming another or themselves and the subsequent liability for the organization.

#### **1. Alcoholic beverage liability**

Nonprofit organizations that sell or serve liquor during an event, whether statewide, regional or local, must maintain liquor liability insurance. Liquor liability exposure varies by state and depends upon the state's legislation, court precedents and common law interpretations. Potential liability may arise when:

- A. The organization has furnished liquor to a minor or a person under the influence of alcohol.
- B. The organization causes or contributes to the intoxication of a person.
- C. An individual to whom the organization has furnished liquor causes damage or injury of some sort (gets into a fight, gets into an auto accident, etc.).
- D. The organization violates alcoholic beverage laws, statutes or regulations.

#### **2. Alcoholic beverage policy**

CSHA believes that subsidizing alcoholic beverages at association events is contrary to its mission of service and is an inappropriate application of its tax-exempt status.

CSHA will not provide alcoholic beverages that are subsidized by CSHA at any events, whether the event is statewide, regional or local, nor will it reimburse individuals, committees or districts for liquor.

CSHA may, at its discretion, provide no-host bars at certain events, including the annual convention. If it does so, it will ensure that the event center, hotel, restaurant, caterer, professional bartenders or others provide and serve any alcoholic beverages.

CSHA districts, committees or other subgroups may not provide alcoholic beverages that are subsidized by CSHA at any events. These groups may provide alcoholic beverages that are hosted by an individual or entity other than CSHA, or which are paid for by the consuming individuals.

CSHA will maintain appropriate liability insurance coverage.

## **POLICY 9.5**

### **Proposal for New or Revised Program, Product or Service**

DATE OF ADOPTION: JULY 1, 2019

As CSHA explores options for future programs and services, it's important to reflect on the various components of all proposals and how they further the association's priority impacts.

Developing programs and establishing budgets that serve those organizational priorities means being clear about how a proposal supports those objectives. Below are a series of questions designed to assist the organization in making decisions on individual proposals.

SUBMITTED BY:

DATE:

#### **BACKGROUND INFORMATION**

Please describe the proposed program or service.

Are you proposing that CSHA develop, fund and/or offer this program in the current budget year already underway, or are you proposing it for a future budget year? Unless a proposal is of the highest priority, funding it in the current year, with an annual budget already approved, is unlikely.

How does this program align with and further CSHA's priority impacts, financial objectives, mission and/or thought leadership goals?

How will the success of this program be measured?

- What metrics or KPIs (key performance indicators) would be established so that success may be measured?

How would this program be different from other offerings that already exist?

How would it be the same as other offerings that already exist?

What problem or need would this program address?

What solution would this program or service offer?

#### **MARKET ANALYSIS**

Who are the audiences for this program?

What is the market demand for this program or service and how have you identified that market demand?

Who are the competitors for this program (company, individuals, etc.) and what do we know about their offering, pricing, reach, revenues, etc.?

With regard to market share, what is the size of the potential market for this program?

What percentage of that market do you project the program will achieve in years one, two and three?

What are the obstacles to the success of this program or service?

How do you quantify the program's return on investment (ROI) in both financial terms and in terms of priority impacts and mission fulfillment?

## **FINANCIAL AND OPERATIONAL SUPPORT**

What resources (funding, volunteer support, staffing, etc.) would be necessary to support this program?

If other sources of funding are available or are to be provided to support this program, would those resources be confirmed prior to CSHA being asked to evaluate the program's viability?

- If you are seeking outside funding in CSHA's name, has CSHA approved this effort prior to the outside funding being sought?

What is your pricing strategy?

- How would the program be priced?
- What is the pricing of competitive or potentially competitive offerings?

What are the projected revenues and expenses in the first year of operation? What are the three-year budget projections?

## **PROGRAM DEVELOPMENT**

What is the timeline for developing the program?

Who would be involved in developing the program?

What are the projected costs of program development?

## **MARKETING**

How would this program or service be marketed?

- What channels would be engaged?
- What is the projected timeframe for program rollout?

How will the marketing for this offering be driven by the CSHA brand?

What would be the cost of marketing (direct and indirect)?

## **SUMMARY**

Please provide your compelling argument for why CSHA should invest in the development, marketing and delivery of this new program or service.



## **POLICY 9.6**

### **Expense Reimbursement Procedure**

DATE OF ADOPTION: JULY 1, 2019

As a nonprofit organization, CSHA recognizes that stewardship of its resources is essential to the furtherance of its mission. Accordingly, CSHA expects individuals incurring expenses for which reimbursement will be sought to be cost conscious and to exercise discretion and good business judgment with respect to expenses incurred.

Individuals may incorporate personal travel with trips related to official association business; however, individuals shall not arrange CSHA-related travel at a time that is less advantageous to CSHA, or that involves greater expense to CSHA, in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals, or transportation, are the sole responsibility of the individual and will not be reimbursed by CSHA. Similarly, expenses associated with travel of an individual's spouse, family, or friends will not be reimbursed by CSHA.

With prior approval, individuals may be reimbursed for official association activities as follows.

#### **1. Reimbursement requests**

- A. Must be initiated by the individual requesting payment no later than sixty (60) days after the final date of the event using the form provided by CSHA.
- B. Received after sixty (60) days will not be accepted.
- C. Must include expense details with itemized receipts attached to the reimbursement request.
- D. Travel will be reimbursed only for CSHA-sanctioned activities (and not for adjacent meetings).
- E. For any full-day meeting attended, you may be reimbursed for hotel/travel/meal costs the evening before the meeting, the days of the meeting and the morning after.
- F. Must be approved and signed by the CEO.
- G. May only be authorized when the expense falls within the board-approved budget. Special requests must be approved by the CEO in consultation with the board chair.
- H. Costs in excess of those authorized under this policy require a written explanation and are subject to review by the CEO.
- I. Must be received by the last day of the fiscal year, which is June 30. Reimbursement requests submitted after that date are at risk of being denied. These decisions will be made by the CEO.

## 2. Travel

Individuals may be reimbursed for roundtrip travel from home to meeting place for the least-expensive mode of transportation (auto or plane).

### A. Automobile

- i. Roundtrip mileage will be reimbursed from home to meeting place, or from home to the airport, at the rate allowed by the IRS.
- ii. Automobile mileage requests must be accompanied by a Google Maps or MapQuest PDF or printout with exact mileage.
- iii. Only the driver may be reimbursed for this expense.

### B. Parking

Not to exceed \$30 per day (exceptions to be approved by the CEO).

### C. Bridge tolls

Reimbursed with receipt.

### D. Airfare

- i. You are encouraged to book your flights at least 21 days in advance in order to take advantage of reduced fares.
- ii. Coach fares will be reimbursed, with the maximum in-state, round-trip reimbursable fare being \$350.
- iii. Out-of-state travel will be reimbursed on a case-by-case basis.
- iv. CSHA is not responsible for fees incurred if you cancel/change your ticketed airline reservation for your personal schedule.
- v. Special circumstances require approval by the CEO.
- vi. CSHA does not reimburse for early-bird check-in.

### E. Ground transportation

Reimbursement is available for other modes of transportation in lieu of airfare (train fare, personal car, etc.) up to a maximum of the comparable rate utilized by other members traveling from the same location to the destination.

### F. Hotels

Hotel expense is not to exceed \$225 per night (prior approval of the CEO is required in the case of exceptions).

G. Meals

Meals (including gratuities) shall not exceed \$85 per day.

- i. Reimbursement for each meal (including gratuities) shall not exceed: breakfast \$20; lunch \$25; and dinner \$40.
- ii. Alcoholic beverages are not reimbursed.
- iii. Itemized receipts for meals are required. If the receipt is for more than one person, please note the individuals on the receipt.

H. Tips

Tips for meals, travel, hotel and hospitality services will be reimbursed to a maximum of 20%. Any additional tipping is the responsibility of the volunteer/staff member.

I. Personal expenses

CSHA does not reimburse for such personal expenses as telephone calls, internet services, baggage services, valet services, laundry or cleaning services, club fees, in-room entertainment, movies or mini-bar charges.

### 3. Guidelines for the expenditure of funds allocated to districts

A. Typically approved expenses include:

- i. District Advisory and Honors Committee meeting expenses:
  - a. Refreshments and/or meals during advisory meetings (not to exceed \$20 total per person for a breakfast, \$25 per person for a lunch meeting or \$40 per person for a dinner meeting) shall not exceed \$600.00 per year.
  - b. Mileage expenses to and from the advisory + honors committee meeting if the committee member travels in excess of 60 miles round trip in order to attend the meeting.
- ii. District activities designed to support CSHA strategic objectives. This may include receptions, dinners, etc., held in order to encourage member networking and participation, for the purposes of recruitment, and to advance the mission of CSHA.

B. Restrictions on the expenditure of funds allocated to districts

- i. District funds may not be used to pay for attendance at CSHA or non-CSHA conferences, or for any meals, accommodations or travel related to CSHA state or regional conferences or workshops.
- ii. District funds may not be used to pay for expenses that are covered elsewhere in the CSHA budget (i.e. speaker's fees, hotel rooms, etc.).

- iii. District funds may not be used to duplicate efforts already in place at the state level.
- iv. District funds may not be used to pay or reimburse for alcoholic beverages.
- v. For expenditures not specifically listed, district directors are required to seek prior approval from the CEO.

## **POLICY 9.7 ELECTIONS TIMELINE**

**NOTE: THESE CHANGES ARE PROPOSED TO DELAY THE START, AND EXTEND THE TIMING, OF THE NOMINATIONS AND ELECTIONS PROCESS.**

Elections for CSHA officers and directors will follow the following timeline.

### **May**

- Board Nominating Committee (BNC) drafts annual criteria for director elections.

### **June**

- BNC presents draft annual criteria for director elections to board for approval.

### **August**

- Staff communicates to members the open seats on the board and officers, opens nominations no later than August 15.
- Nominations due to CSHA Office by October. 15.

### **October - November**

- BNC reviews nominations and prepares recommendations of candidates for board approval at January board meeting.

### **January**

- Board approves candidate slate.
- Candidates are announced by CSHA staff via communications channels no later than January 30.
- Campaigning (per new policies) commences.

### **February**

- Elections take place (via electronic elections).
- Voting members in districts elect their respective directors.
- Statewide voting members elect officers.

### **March**

- Election results are announced via CSHA communication channels.

### **June**

- Newly elected directors and officers are invited to attend June board meeting, which includes an orientation session.

## **POLICY 9.8**

### **District, State and National Honors, and Timeline**

DATE OF ADOPTION: JULY 1, 2019

#### **CSHA district awards**

*District awards are selected by each district's District Advisory and Honors Committee.*

- Outstanding Service (to CSHA), may be presented to one recipient per year in each district.
- Outstanding Achievement (SLP, audiology), may be presented to one recipient per year in each district.
- Outstanding Leadership, may be presented to one recipient per year in each district.
- Outstanding speech-language pathology assistant (SLPA), may be presented to one recipient per year in each district.
- Outstanding Student (SLP, SLPA, and/or audiology), may be presented to one student per year in each of the university programs in each CSHA district.

#### **CSHA State awards**

*State Awards are selected by the CSHA Honors Committee.*

- Honors of the Association, presented annually up to two (2) individuals each year.
- Fellow of the Association, may presented to up to two individuals each year.
- Diversity Award, may be presented to one individual or organization each year.
- Public Service Award, may be presented to one individual or organization each year.
- Distinguished Consumer (adult and child), may be awarded to one adult and/or one child each year.
- Program of the Year, may be presented to one program each year.

#### **ASHA national awards**

*National awards are selected by the ASHA Foundation (ASHF) and Council of State Association Presidents (CSAP), as indicated. The one exception is that CSHA may name a state-level recipient of the State Clinical Achievement Award, which is then submitted to ASHF for consideration of the national Louis M. DiCarlo Award.*

- Louis M. DiCarlo Award for Recent Clinical Achievement (ASHF)
- Frank R. Kleffner Clinical Career Award (ASHF)
- Rolland J. Van Hattum Award For Schools-Related Professionals (ASHF)
- Nancy McKinley Award (CSAP)

**General criteria and limitations**

Individuals currently serving on the CSHA Board of Directors are not eligible to be nominated for awards at the district, state or national levels until their term of office or committee tenure ends.

**General categories of achievement and service**

The various district and state award nominations require written submissions that describe how the nominee has demonstrated the criteria for a specific award. Examples of areas within which nominees may demonstrate that they have met the criteria include, but are not limited to:

- Contributions to CSHA.
- Clinical service.
- Teaching in communication and science disorders and/or related areas.
- Research and publication.
- Administrative service.
- Service to related organizations.

## CSHA DISTRICT AWARDS

### OUTSTANDING SERVICE (TO CSHA)

This award, which may be presented to one deserving individual per year in each CSHA district, provides recognition for service to CSHA at the district level. The recipient of this award must be a current CSHA member and have been a CSHA member for at least three continuous years leading up to the nomination. This award may be received only once.

#### Criteria

This award recognizes service to the recipient's CSHA district. While this may be challenging to quantify, it is not demonstrated by the number of activities in which the nominee participated. Rather, it seeks to highlight meaningful service to the district and its members. Nominees may be recognized for:

- Working diligently on CSHA priorities at the district level.
- Demonstrating spirited support of the CSHA mission at the district level.
- Demonstrating exceptional collegiality and professional collaboration with CSHA members and/or others in the community.

#### Nominations and deadline

Any CSHA member may nominate another CSHA member for District Service Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 300 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA Office at [honors@csha.org](mailto:honors@csha.org), in accordance with the Honors Timeline. Nominations will be processed and forwarded to the chairs of the District Advisory and Honors Committees. *Nominations received after the published deadline will not be considered.*



## **OUTSTANDING ACHIEVEMENT (SLP, AUDIOLOGY)**

This award, which may be presented to one deserving individual per year in each CSHA district, recognizes outstanding district-level achievement in the profession. The recipient of this award must be a current CSHA member and have been a CSHA member for at least three continuous years leading up to the nomination. This award may be received only once.

### **Criteria**

This award recognizes exceptional achievement at the CSHA district level. While this may be challenging to quantify, it is not demonstrated by the number of activities in which the nominee participated. Rather, it seeks to highlight an achievement that is widely recognized in the district's professional community. Nominees may be recognized for:

- A singular professional achievement.
- Launching a series of activities, events or programs.
- Making contributions to their settings, patients and/or community.

### **Nominations and deadline**

Any CSHA member may nominate another CSHA member for District Outstanding Achievement Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 300 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA office at [honors@csa.org](mailto:honors@csa.org), in accordance with the honors timeline. Nominations will be processed and forwarded to the chairs of the District Advisory and Honors Committees. *Nominations received after the published deadline will not be considered.*

## **OUTSTANDING LEADERSHIP**

This award, which may be presented to one deserving individual per year in each CSHA district, provides recognition to a CSHA member for making a contribution to their settings, patients and/or community in their district. The recipient of this award must be a current CSHA member and have been a CSHA member for at least three continuous years leading up to the nomination. This award may be received only once.

## Criteria

This award recognizes demonstrated leadership contributions in the recipient's CSHA district. While this may be challenging to quantify, it is not demonstrated by the number of activities in which the nominee participated. Rather, it seeks to highlight meaningful contributions to the district, its members and the profession. Nominees may be recognized for:

- Demonstrating leadership skills, regardless of whether they are in a leadership position.
- Serving as an excellent role model.
- Inspiring others to work collaboratively and creatively.
- Inspiring and encouraging personal and professional development in others.
- Building strong relationships that support a high level of trust and credibility.
- Adapting readily to new situations, circumstances and opportunities.
- Mentors and cultivates colleagues, creating a culture of respect that fosters an atmosphere conducive to achievement.
- Contributes to the success of a CSHA initiative that benefits those in their district and beyond.

## Nominations and deadline

Any CSHA member may nominate another CSHA member for District Outstanding Leadership Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 300 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA Office at [honors@csha.org](mailto:honors@csha.org), in accordance with the honors timeline. Nominations will be processed and forwarded to the chairs of the District Advisory and Honors Committees. *Nominations received after the published deadline will not be considered.*

**OUTSTANDING SPEECH-LANGUAGE PATHOLOGY ASSISTANT (SLPA)**

This award, which may be presented to one individual per year in each CSHA district, recognizes outstanding clinical and professional work as a speech-language pathology assistant, as well as for the recipient's service to CSHA. The recipient must be a current CSHA member and have been a CSHA member for at least three continuous years leading up to the nomination (may include one year of student membership). This award may be received only once.

**Criteria**

This award recognizes the contributions of speech-language pathology assistants in each CSHA district. While this may be challenging to quantify, it is not demonstrated by the number of activities in which the nominee participated. Rather, it seeks to highlight meaningful contributions to the district, its members and the profession. Nominees may:

- Be recognized for making outstanding contributions to their district.
- Be recognized for outstanding clinical service in communication sciences and disorders.
- Be recognized for contributing to activities and inform the public, policymakers and other audiences about the nature of communication sciences and disorders.

**Nominations and deadline**

Any CSHA member may nominate another CSHA member for District Outstanding Speech-Language Pathology Assistant. The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 300 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA Office at [honors@cscha.org](mailto:honors@cscha.org), in accordance with the honors timeline. Nominations will be processed and forwarded to the chairs of the District Advisory and Honors Committees. *Nominations received after the published deadline will not be considered.*

**OUTSTANDING STUDENT (SLP, SLPA, AND/OR AUDIOLOGY)**

This award may be presented to one student per year in each of the university programs in each CSHA district. It recognizes a CSHA student member who is actively enrolled in an SLP, audiology or SLPA program, and who has demonstrated excellent academic work and a commitment to their discipline. The recipient must be a current CSHA student member. This award may be received only once.

**Criteria**

This award recognizes professional contributions to recipient's CSHA district. While this may be challenging to quantify, it is not demonstrated by the number of activities in which the nominee participated. Rather, it seeks to highlight meaningful contributions to the district, its members and the profession. At a minimum, nominees must demonstrate:

- Achievement of a grade-point average (GPA) of 3.0 or better in communication disorders coursework.
- A commitment to the professions of speech-language pathology and/or audiology through activities related to the professions.

**Nominations and deadline**

Any CSHA member may nominate a qualified student for District Outstanding Student Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Name of university being attended, with documentation confirming GPA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 300 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- One letter of support from a CSHA member.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA Office at [honors@csha.org](mailto:honors@csha.org), in accordance with the honors timeline. Nominations will be processed and forwarded to the chairs of the District Advisory and Honors Committees. *Nominations received after the published deadline will not be considered.*

## CSHA STATE AWARDS

### HONORS OF THE ASSOCIATION

This award, representing the highest honor of the association, is presented annually to up to two individuals each year. It recognizes sustained, outstanding service to CSHA and its strategic objectives, and to the profession at the district, state, national and/or international levels. An individual receiving this award must be a current CSHA member and have been a member for at least 10 continuous years leading up to the nomination. This award may be received only once.

#### Criteria

This award recognizes substantive contributions to CSHA and its strategic objectives. While this may be challenging to quantify, it is not demonstrated by a number of activities participated in. Rather, it seeks to highlight truly exceptional contributions to the association and the field in service to our communities.

#### Nominations and deadline

Any CSHA member may nominate another CSHA member for Honors of the Association by sending the nomination to the CSHA Honors Committee via email to the CSHA Office, attention “CSHA Honors Committee.”

The nomination must include:

- Nominee’s name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee’s current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the honors timeline. *Nominations received after the published deadline will not be considered.*

## FELLOW OF THE ASSOCIATION

This award, which may be presented to up to two individuals each year, recognizes contributions to CSHA in support of the association's strategic objectives. This may be represented by contributions across a number of organizational priorities, or to one major project or effort. An individual receiving this award must be a current CSHA member and have been a CSHA member for at least five continuous years leading up to the nomination. This award may be received only once.

### Criteria

This award recognizes contributions to CSHA and the profession at the district and/or state levels. While this may be challenging to quantify, it is not demonstrated by a number of activities participated in. Rather, it seeks to highlight meaningful engagement and contribution to the association and the profession

### Nominations and deadline

Any CSHA member may nominate another CSHA member for Fellow of the Association by sending the nomination to the CSHA Honors Committee via email to the CSHA Office, attention "CSHA Honors Committee." The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the honors timeline. *Nominations received after the deadline will not be considered.*

## DIVERSITY AWARD

This award, which may be presented to one individual or organization each year, recognizes distinguished contributions in the area of professional education, research, and/or clinical service to diverse populations, as evidenced by significant contributions and/or accomplishments in the field of communication sciences and disorders. An individual receiving this award must be a current CSHA member and have been a CSHA member for at least five continuous years. An organization receiving this award must employ and be represented by an individual who is an active CSHA member and who has been a CSHA member for at least five continuous years leading up to the nomination. This award may be received only once.

**Criteria**

This award recognizes contributions to CSHA and the profession by individuals or organizations who have distinguished themselves at the district and/or state levels through their outstanding commitment to making the services of our members and the profession more representative of and accessible to the diverse populations we serve. While this may be challenging to quantify, it may be represented by some of the following:

**Promotion of diversity**

- Actively working to reduce obstacles that prevent greater gender diversity and under-represented ethnic groups from entering the field.
- Acting as a role model to colleagues and leading by example in promoting diversity.
- Supporting diversity-related legislation, activities and issues in our field.
- Making a lasting impact on the profession's diversity.

**Mentoring**

- Recruiting and encouraging diverse ethnic and/or gender students to pursue a career in speech language therapy and audiology.
- Sponsoring, mentoring, and/or guiding culturally and gender-diverse students and those beginning their careers.

**Culturally competent care**

- Staffing to provide care to underserved patient populations.
- Teaching culturally competent care in a clinical and/or institutional setting.
- Acting in a leadership role in eliminating disparities in care and/or promoting culturally competent care.
- Writing and publishing materials that relate to culturally competent care and/or care disparities.

**Nominations and deadline**

Any CSHA member may nominate another CSHA member for the Diversity Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which makes a cogent, substantive argument for the nominee based on the criteria.

- Two letters of support from CSHA members.
- Nominee's current CV or resume

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the honors timeline. *Nominations received after the deadline will not be considered.*

## **PUBLIC SERVICE AWARD**

This award, which may be presented to one deserving individual or organization each year, recognizes individuals or organizations outside of CSHA who have made outstanding contributions that go beyond their for-profit activities.

### **Criteria**

This award recognizes an individual or organization that has made significant contributions to the field of communication sciences and disorders and/or audiology. The contributions must be comprised of activities or programs that are above and beyond those that produce revenues for the individual or organization. These significant contributions may include:

- The development of products or materials designed to benefit individuals who are communicatively challenged.
- Providing employment opportunities for those with special needs.
- Other activities that benefit those who are communicatively challenged.

### **Nominations and deadline**

Any CSHA member may nominate an individual or organization for this award by sending the nomination to the CSHA Honors Committee via email to the CSHA Office, attention "CSHA Honors Committee." The nomination must include:

- Nominee's name, address, email address and telephone number.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume, or organizational background information.

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the honors timeline. *Nominations received after the deadline will not be considered.*



**DISTINGUISHED CONSUMER (ADULT AND CHILD)**

This recognition, which may be awarded to one adult and/or one child each year, honors consumers of speech, language and/or audiology who have confronted and surmounted the many obstacles associated with speech/language and/or hearing challenges. The recipient of this award does not need to be a CSHA member. This award may be received only once.

**Criteria**

This award honors an individual whose primary residence is in California and who either:

- Has or has had a significant communication problem that required/requires the services of a speech-language-hearing professional; or
- Has the responsibility for a family member (a minor or dependent adult) with a significant communication problem that required/requires the cooperative efforts of both the speech-language-hearing professional and the consumer.

In addition, the consumer (self or family members):

- Has achieved a remarkable improvement in communication skills as a result of the combined efforts of the consumer and the professional.
- Has participated in activities that inform the public about the nature of his/her communication impairment and the remediation available.
- Demonstrates the qualities of strength and perseverance, and projects an attitude toward resolving his communication problem that can serve to inspire the public, encourage others with a similar impairment and enhance the feeling of self-worth for each communicatively handicapped individual.

**Nominations and deadline**

Any CSHA member may nominate someone for the Distinguished Consumer Award. The nomination must include:

- Nominee's name, address, email address, telephone number.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which makes a cogent, substantive argument for the nominee based on the criteria.
- Two letters of support from CSHA members.
- Nominee's current CV or resume.

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the honors timeline. *Nominations received after the deadline will not be considered.*

## **PROGRAM OF THE YEAR**

This award, which may be presented to one program each year, recognizes an outstanding speech/language and/or audiology (hearing) program for outstanding clinical service, innovative service delivery models, the coordination of related program services, the use of innovative techniques in the delivery of services, and/or research activities that benefit the field. A program receiving this award must employ and be represented by an individual who is an active CSHA member and who has been a CSHA member for at least three continuous years leading up to the nomination. A program may receive this award only once.

### **Criteria**

This award honors a program that has been in place for at least two years and which has demonstrated outstanding contributions/achievements in areas that may include:

- Clinical service.
- Innovative service delivery models.
- Coordination of related program services.
- Use of innovative techniques in delivery of services.
- Research activities, all of which culminate in a single outstanding program.

### **Nominating procedures:**

Any CSHA member may nominate another CSHA member for the Program of the Year Award.

The nomination must include:

- Nominee's name, address, email address, telephone number, CSHA membership status, number of continuous years as a CSHA member, awards received, and roles and offices held in CSHA.
- Signature of nominator and date of nomination.
- A written narrative, not to exceed 600 words, which describes the program and those it serves, specifies how long the program has been operating, and makes a cogent, substantive argument for the nominated program based on the criteria.
- Two letters of support from participating students, clients or parents.
- One letter of support from an administrator or professional associated with the program, but not a member of the nominated program staff/team.
- One letter of support from a CSHA member.

Complete nomination packets must be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA Office, in accordance with the Honors Timeline. *Nominations received after the deadline will not be considered.*

## ASHA NATIONAL AWARDS

### **LOUIS M. DICARLO AWARD FOR RECENT CLINICAL ACHIEVEMENT (ASHF)**

The DiCarlo Award, presented annually by the ASHA Foundation (ASHF), is a memorial recognition of Louis M. DiCarlo, who had a distinguished clinical career in communication sciences and disorders before his death in 1996 at 93.

The recipient of the national DiCarlo Award receives a recognition plaque and an award of \$2,000 to further their awarded work.

The ASHF selects one recipient each year from a group of State Clinical Achievement Award recipients. The foundation asks each state association to select one person from within the state to receive an award for demonstrated contributions to the advancement of knowledge in clinical practice in audiology or speech-language pathology within the previous six years. That person receives a certificate from ASHF and is named a State Clinical Achievement Award recipient.

State associations establish their own mechanisms for determining their State Clinical Achievement Award recipient, but they are advised to recognize a recent achievement based on criteria for the national DiCarlo Award.

#### **Criteria**

Nominees are not limited to any one type of clinical achievement or activity, and past nominees are eligible. However, the achievement must be specific, well defined and clearly within the previous six years. Eligible activities or accomplishments include, but are not restricted to, the following examples:

- A single achievement with a client or group of clients.
- A specific clinical service or training program.
- A specific achievement in a state or local organization or government agency activity.
- A specific accomplishment in clinical teaching, research or administration.

#### **Nominations and deadline**

Nominations for the California State Clinical Achievement Award must follow the criteria established (below) by ASHF for the DiCarlo Award. Nominations for the California State Clinical Achievement Award must be submitted to the CSHA State Honors Committee. If a state recipient is selected, the CSHA State Honors Committee will submit (online) that individual to ASHF as a nominee for the DiCarlo Award.

Nominators must complete the nomination and summary form and upload the nomination narrative. Absence of requested information will automatically exclude any potential nominee for consideration.

**1. Nomination and summary form (online)**

Nominators are asked to provide the following information:

- a. Nominee's contact information.
- b. Nominator's contact information.
- c. Recent achievement: Identify the year(s) of recent, specific achievement, which must be within the last six years. The nominator must give the rationale if the recent achievement spans more than one year.
- d. Summary statement: In three sentences or fewer, state why your state association selected this individual as your state nominee.
- e. Selection process: Describe the state association's process for selecting the state nominee and preparing the nomination.

**2. Nomination narrative (one PDF file, limit 10 pages)**

The nominator should prepare the nomination narrative (addressed to "Review Panel") to explain the rationale for nominating the individual. This narrative text should include the following A-E section headers:

- a. Identification and description of the outstanding clinical achievement. (Include information on when and where the specific achievement took place.)
- b. Description of the significance of the recent achievement.
- c. Explanation of how the nominee's actions have advanced knowledge in clinical practice.
- d. Explanation of the nominee's role in the achievement.
- e. Evidence of support for the nomination through letters, statements and/or other supporting materials (included in 10-page limit).

***Format***

All sections of the nomination narrative must be uploaded as ONE sequential PDF file. Selected font should be 12 point and uncondensed, and margins should be at least 1 inch. The nomination narrative should be single-spaced and no more than 10 pages. Any page(s) exceeding the limitation will be removed before circulation to the review panel.

**Submitting the nomination to CSHA**

CSHA may name one person per year to receive the state Clinical Achievement Award. Any CSHA member may nominate another CSHA member for this award. If CSHA names a recipient, that individual's completed nominations packet will be submitted to ASHF for the DiCarlo Award by CSHA.

Complete nomination packets that follow the ASHF nominations criteria above may be emailed in one PDF file to the CSHA State Honors Committee, care of the CSHA office, in accordance with the honors timeline. Nominations received after the deadline will not be considered.

Please see [www.ashfoundation.org](http://www.ashfoundation.org) for further information.

### **FRANK R. KLEFFNER CLINICAL CAREER AWARD (ASHF)**

This ASHA Foundation honor is awarded to an individual in recognition of outstanding contributions to clinical science and practice in communication science and disorders over a 20 year or longer period. The lifetime contributions may have been in clinical service, supervision, or administration of clinical service, clinical research, or any other activity that has promoted clinical excellence.

#### **Criteria**

Nominees for this award demonstrate outstanding contributions to clinical practice under the following conditions:

- The individual's work can have been done anywhere in the world.
- The contributions made by the individual must have been specific and multiple with significant impact on recipients of service.
- The contributions made by the individual must have altered or accelerated the course of quality of clinical care in speech-language pathology and/or audiology.
- The individual need not be a member of a professional organization, but should exemplify the ideals of the American Speech-Language Hearing Foundation and its advocacy for effective human communication.

#### **Nominations and deadline**

Please see [www.ashfoundation.org](http://www.ashfoundation.org) for the specific deadline (typically April 15) and all applicable forms. Applications are submitted directly to ASHF. Award applications are available from the ASHA Foundation starting in January of each year.

### **ROLLAND J. VAN HATTUM AWARD FOR SCHOOLS-RELATED PROFESSIONALS (ASHF)**

This award is a memorial recognition of Rolland J. Van Hattum, who had a distinguished career in the provision of services and support of audiology and speech-language pathology in the schools. It is presented by ASHF to an individual who has demonstrated outstanding commitment and specific contribution to the delivery of audiology or speech-language pathology services in a school setting.

A plaque and a monetary award is given to the annual recipient of this award. In addition, \$500 will be awarded to the school system that the recipient represents, to further the work for which she/he is being honored. The recipient is announced and honored at the annual ASHA Convention.

**Criteria**

Nominees for this award demonstrate outstanding commitment and specific contribution to the delivery of audiology or speech-language pathology services in a school setting. Eligible activities or achievements for which the award is given could include, but would not be limited to:

- The conduct of exemplary clinical services, supervision or research in a school setting.
- The development of an innovative program (e.g., clinical, training) in a school setting with an emphasis on those that are replicable.
- The promotion or enhancement of public or private support for audiology and/or speech-language pathology services in the schools.

**Nominations and deadline**

Please see [www.ashfoundation.org](http://www.ashfoundation.org) for the specific deadline (typically April 15) and all applicable forms. Applications are submitted directly to ASHF. Award applications are available from the ASHA Foundation starting in January of each year.

**NANCY MCKINLEY AWARD (CSAP)**

This award, presented by the Council of State Association Presidents (CSAP), recognizes a member of a speech-language and hearing association (SHA) for their exemplary contributions to their association. Recipients of this award have demonstrated selfless dedication and commitment to the development of an initiative or program designed to promote the work of the SHA and/or professionals in the field of communication sciences and disorders.

A monetary award is presented to the state SHA with which the awardee is affiliated. The awardee will receive a plaque or certificate in acknowledgement of having received the award.

**Criteria**

Selection criteria are listed at [www.csap.org](http://www.csap.org).

**Nominating procedures and deadline**

A nomination form is located at [www.csap.org](http://www.csap.org) as is a description of all needed documentation. There may only be one nominee per SHA. The electronic and paper copies of the nomination packet must be submitted to the CSAP office by approximately February 1 of each year. Please confirm the deadline with CSAP.

*For more information on any of the ASHA or ASHA Foundation awards, please see the ASHA website.*

## HONORS TIMELINE

### July

- Staff communicates to members no later than July 15 that nominations are open for honors at both the district and state levels. (Staff also communicates timelines relative to national honors presented by ASHF and CSAP.)
- District and state honors nominations are due to the CSHA office by September 30.
- CSHA office verifies status of nominations received by deadline and forwards district nominations to district director (who also serves as chair of the District Advisory and Honors Committee), and state nominations to chair of State Honors Committee.

### October-November

- District Advisory and Honors Committee reviews nominations and selects recipients of the various honors.
- State Honors Committee reviews nominations and selects recipients of the various honors.
- Committees inform the CSHA office by Nov. 15 of selected recipients.

### December

- Staff communicates to recipients and congratulates them.

### January

- Recipients are announced by CSHA office via CSHA communications channels.

### March

- Recipients are honored as appropriate at the CSHA Convention.

## **POLICY 9.9**

### **Publicity Waiver and Release Agreement**

DATE OF ADOPTION: JULY 1, 2019

#### **Background:**

A publicity waiver and release agreement is a legal release typically signed by the subject of a photograph and/or video that grants permission to publish the image(s) and/or sound in one form or another (e.g. website, digital media, social media and print collateral). The legal rights of the signatories in reference to the material is thereafter subject to the allowances and restrictions stated in the release. A release is generally needed whenever the use of the image or video is for commercial, as opposed to informational, purposes. If minor children appear in the image or video, the minor's parent or legal guardian must sign the release on behalf of the minor.

CSHA uses these releases where appropriate.

#### **Sample Publicity Waiver and release agreement:**

**(Please modify this sample to accurately describe the circumstances of a specific use.)**

21. I hereby acknowledge and understand that the California Speech-Language-Hearing Association (“**CSHA**”) desires to use the name, image, voice, likeness, professional and personal biographical information, creative activity/product, and other personal characteristics (“**personal attributes**”) of the individual identified below for its business purposes. In exchange for the intangible value I and/or the minor will gain by participating, and other good and valuable consideration, the receipt and sufficiency of which I acknowledge, I hereby grant CSHA permission for such use as set forth in this publicity waiver and release agreement (“**release**”).

22. I am, and/or the minor is, willingly and voluntarily participating in activities where my/our personal attributes may be obtained by CSHA.

23. I hereby grant CSHA the perpetual and irrevocable rights to display, publicly perform, reproduce, record, photograph, modify, create derivative works, license and otherwise use my, and/or the minor's, personal attributes, and all materials created by or on behalf of CSHA incorporating any of the foregoing (“**materials**”) in any medium or format whatsoever, now existing or hereafter created, for any purpose without further consent from or royalty or other compensation to me. CSHA shall be the exclusive owner of all intellectual property rights in the materials. I, on behalf of the minor and/or myself, hereby irrevocably transfer and assign to CSHA my and the minor's entire right, title and interest, if any, in and to the materials.

24. I understand that I have no right to review or approve materials before they are used, and that CSHA has no liability to me and/or the minor for any modification of the materials or its presentation of me and/or the minor. Any credit or other acknowledgment of me and/or the Minor, if any, will be determined by CSHA in its sole discretion. CSHA has no obligation to create or use the Materials.



25. By affixing my name and signature below, I, on behalf of myself and/the minor, hereby release, forever discharge, and hold harmless CSHA, its officers, members, agents, or employees, in connection with any liabilities, claims, damages, suits, and actions (“**claims**”) for infringement, libel, defamation, invasion of any rights of privacy, violation of rights of publicity, physical or emotional injury or distress, or any similar claim or cause of action in tort, contract, or any other legal theory arising directly or indirectly from use of the materials, including but not limited to any claims arising from or related to any improper use of, or publication or display that may occur on social media, websites or other forms of media of my and/or the minor’s, personal attributes, and whether resulting in whole or in part by the negligence of CSHA.

26. I further agree that this release shall extend to all claims that may exist, whether or not i know or suspect the existence of those claims, and i, on behalf of the minor and/or myself, expressly waive my rights under California Civil Code Section 1542, which provides as follows: “A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.”

27. This release is governed by and construed in accordance with the laws of the state of California, without regard to its conflict of laws rules, and is intended to be broad and inclusive as permitted by California law. If any portion of this release is held invalid, the remaining provisions shall, notwithstanding, continue in full legal force and effect. This release is binding on, and shall inure to the benefit of, any assigns and/or successors-in-interest to me and CSHA, its officers, members, agents and employees.

I have read and understand the foregoing, and by signing below, I express my understanding and intent to enter into this release willingly and voluntarily. I am at least 18 years old and if applicable I am a legally authorized representative permitted to sign this Release on behalf of the Minor named below. I have carefully read this release and I fully understand its contents.

*(Please fill in all applicable information below and write legibly.)*

Print name of the minor being recorded or photographed: \_\_\_\_\_

Name of parent/guardian: \_\_\_\_\_

Signature of parent/guardian: \_\_\_\_\_ Date: \_\_\_\_\_

Relationship to minor: \_\_\_\_\_

Print name of the adult being recorded or photographed: \_\_\_\_\_

Signature of adult being recorded or photographed: \_\_\_\_\_

Date: \_\_\_\_\_

## **POLICY 9.10**

### **CSHA Social Media Policy**

DATE OF ADOPTION: JULY 1, 2019

#### **Purpose**

This operational policy describes how the California Speech Language Hearing Association (CSHA) makes strategic, dignified and legal use of social media. For the purpose of this document, the term “social media” shall refer to a website or platform that allows the creation and exchange of user-generated content. Examples include, but are not limited to, the following: Facebook, LinkedIn, Pinterest, Twitter, YouTube, websites and other web-based services.

CSHA uses social media to build relationships within our profession, the media, the public and other audiences as part of our efforts to fulfill our vision and mission. Our use of social media enables CSHA to dialogue with and educate our various audiences about issues and trends as they affect our profession and the people we serve, and to ensure that the perspectives and needs of the field are clearly articulated and understood. It is with these purposes in mind that CSHA has adopted this policy for social media use.

CSHA’s policy on social media use will continually evolve as association needs for, uses of and experience with social media evolves and as social media itself evolves.

#### **Responsible use of social media is critical to our success**

CSHA’s use of social media is closely tied to its mission of leadership and advocacy on behalf of the profession. Consequently, it is critical that CSHA’s use of social media properly reflect the association’s public policy views and positions. Therefore, CSHA’s use of social media shall be under the general direction of the executive director and/or their staff designee. The executive director is accountable for social media management on behalf of the association.

Before an employee or member initiates a social media project, they must submit the proposal to the staff designee.

Notwithstanding the special role of staff outlined above, all CSHA staff and members have a role in ensuring that social media is used responsibly on behalf of the association. All staff and members are encouraged to call to the attention of the executive director and/or their designee any issues, concerns or problems that might interfere with the association’s responsible use of social media. Bringing an issue to the attention of the association immediately will enable CSHA to work toward an appropriate and timely resolution of the issue, concern or problem.

#### **Social media is about dialogue with members, media and the public**

CSHA uses social media to create a dialogue about issues that affect our field. The association welcomes as part of that dialogue anyone with any interest in issues affecting the speech, language, hearing field. However, we reserve the right to take appropriate actions against dialogue participants who fail to observe our guidelines respecting the proper use of our social media channels as outlined below.

**Social media is about civil discourse**

- CSHA accepts responsibility for the content it posts on its social media sites and will not impersonate, mislead or purposely obscure the association's identity when using social media. Social media is about enhancing the association's credibility and reputation.

CSHA also expects participants in dialogue on our social media sites to refrain from impersonating, misleading or purposely obscuring their identities.

- CSHA protects its own intellectual property and respects the intellectual property of others. We will not intentionally use copyrighted material without permission or use others' organization or business name, logo or other trademark-protected materials in a manner that may mislead or confuse others with regard to the company's brand or business affiliation. CSHA also expects that participants in dialogue on our social media sites will display the same respect for the intellectual property of CSHA and others. We will respond to clear and complete notices of alleged copyright or trademark infringement.
- CSHA recognizes the importance of maintaining the confidentiality of an individual's personal data and we will not include, reference or reveal such personal data in dialogue on our social media sites. We expect participants in the dialogue on our social media sites to similarly respect confidentiality and to refrain from including, referring to or revealing individuals' personal data.
- CSHA accepts differences and differing opinions about issues affecting our profession field and we strive to maintain a courteous, polite and professional dialogue about these issues, even when we might disagree with opinions expressed by others. CSHA expects that participants in dialogue on the association's social media sites also will accept differences and differing opinions by responding in a respectful way when they disagree or have a difference of opinion.
- CSHA does not use social media to bully, intimidate or threaten others and we expect participants in dialogues on the association's social media sites to refrain from bullying, intimidation and threatening harm or violence to anyone, including threats directed to the association or any of its staff or members.
- CSHA does not use social media to defame the reputation of others and we will not tolerate the use of the association's social media sites by any participants in order to defame the reputation of the association, any individuals or groups of individuals, or any organization or business entity.
- CSHA does not publish or post profanity or obscene or pornographic communication on its social media sites. We do not tolerate the use of profanity or posting obscene or pornographic images by any participants in dialogue on the association's social media sites, whether in a user profile or background or in a response, comment, or message posting or response.

- CSHA intends that social media serve as an effective communications tool for the association and will refrain from spamming and other abusive uses of the social media technology/capability. We expect that participants in dialogue on the association's social media sites will properly use the technology/capabilities as an effective communications tool and will not engage in spam or other misuse of communications technologies/capabilities.

**CSHA will take action to curb uncivil social media dialogue**

CSHA does not tolerate social media dialogue that does not conform to reasonable standards of civility outlined above. CSHA, therefore, will take appropriate steps to ensure that dialogue on the association's social media sites conform to such behavioral standards. Such steps may include blocking any user and ending any communication with the blocked user or involving proper law enforcement authorities, including when the association feels that an actual violent threats have been made.

**CSHA staff is accountable for the management of social media**

In keeping with legal counsel and best practices in association management, and to ensure compliance with same, the strategic and operational oversight of all CSHA social media is placed with the CSHA staff. Under the direction of the CEO, staff will coordinate with CSHA districts, committees and other subgroups to organize, manage and maintain all social media content under the CSHA organization umbrella.

Individual web sites and social media accounts for districts, committees and other subgroups are not permitted. Rather, content is coordinated, organized and posted by staff under the CSHA name.

Brand management is a key consideration in social media management. Staff is held accountable for protecting the association's brand and reputation via social media.

Staff also ensures that appropriate insurance is maintained to cover claims and the cost of defense, should it become necessary.

**Individual and personal social media engagement**

CSHA's use of social media reflects our official positions and views on public policy issues directly affecting our members and our field. Consequently, the association wants to make it as easy as possible for others to be able to distinguish CSHA-endorsed and/or adopted official positions disclosed through social media from any personal positions and views of individual employees.

We also don't want to burden employees or in any way "chill" their rights to freely express themselves, whether it is the right to free speech under the First Amendment, rights under federal labor laws like the National Labor Relations Act, or any other applicable legal right.

Therefore, to guarantee full exercise of employees' rights while simultaneously ensuring that others can distinguish official association social media disclosures from an employee's personal ones, we expect that only those authorized to speak on behalf of the CSHA in an official capacity do so via social media channels without including a disclaimer. It is also expected that all employees and members will comply with other posted CSHA policies.

Employees and members who are not authorized to speak on behalf of CSHA in an official capacity may share their opinions or thoughts about our association and association-related topics via social media channels as long as they include an appropriate disclaimer clearly acknowledging that their personal opinions do not reflect the policies, views and/or opinions of the association itself.

In addition, employees and members who identify themselves as affiliated with CSHA on a social media platform must include such a disclaimer. Such disclaimers do not necessarily need to be included directly in the particular social media post itself. However, disclaimers should be stated prominently and clearly once — preferably in the biography or about field — on the profile page of the social media account holder. Examples of appropriate social media disclaimers include:

- I work (or volunteer) for CSHA, but the opinions [or views] expressed here are solely my personal opinions [or views].
- I am not speaking as the official spokesperson of CSHA but my personal opinion is...

# **GOVERNANCE IMPLEMENTATION AND TRANSITION**

## Implementation & Transition Language

This Board Governing Policies manual will be implemented upon official adoption by the board of directors, contingent upon adoption of the new bylaws by the CSHA voting membership.

- After the board of directors adopts the new bylaws and board governing policies at its January 2019 meeting, the bylaws will be submitted to the active voting members of CSHA for approval.
- Once the bylaws are adopted by the membership, the implementation language below will be activated, setting in place a transition period where actions will be taken to ensure implementation of the new board governing policies on July 1, 2019.
- This implementation language will automatically sunset on July 1, 2019.

### **Board positions sunsetted**

- 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.

### **Impact of new term limits on previously elected district directors and directors-elect**

- The limit to the number of two-year 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.
- 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.
- Individuals who have previously been, or who will be elected as director-elects in 2019 will not attend board meetings at CSHA expense until the June board meeting immediately prior to their becoming a seated board member on July 1 of the appropriate year. This attendance includes an annual board orientation session held in conjunction with the board meeting. Approved expenses related to attendance at the June board meeting immediately prior to being seated as a board member on July 1 are reimbursed by CSHA.

**Impact of new terms and term limits on elected board officers**

- The limit to the number of one-year terms, successive or otherwise, a secretary/treasurer 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. 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.
- Once elected chair-elect and serving for one year in that role, that individual shall become board chair the following year, and immediate past chair two years after that for a single year.
- 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.

**Existing committees, roles and titles**

- Existing committees, roles and titles at the state and district levels, documented or not in the current standing rules and/or in various board meeting minutes, are sunsetted upon implementation of the new bylaws and policies.
- If a committee, role or title is not included in the new bylaws and policies, it ceases to exist on June 30, 2019. (Note: These committees and roles are not listed here because many were adopted by board action over a long period of time and were never incorporated into the standing rules. As a result, there is a significant challenge in ensuring a comprehensive list.)
- Some committees, roles and titles are re-created and/or redefined in the new bylaws and policies, and others are not.

**Appointments to new committees and roles**

Upon adoption of the new bylaws and policies, the officers designated to make committee and other appointments will collaborate with the CEO in preparing a list of appointments to be approved by the board of directors at its June 2019 meeting.

**Transition year appointments chart**

The incoming board chair and incoming board chair-elect each have appointments to make that are approved by the board of directors at the June board meeting each year. The chair and chair-elect develop the appointments collaboratively, and in consultation with the CEO, in order to ensure committees are consistently comprised in accordance with board governing policies.

The incoming chair-elect has additional appointments to make in the implementation year, in order to establish the regular appointment schedule reflected in these policies.



**Appointments to be made by incoming chair**

- **Board Connection Committee**
  - Appoints one individual as chair to a one-year term.
  - Appoints two individuals to a two-year term.
- **Board Diversity Committee**
  - Appoint chair to a one-year term.
  - Appoints two individuals to a two-year term.
- **Board Finance Committee**
  - Appoints two individuals to a two-year term.
- **Board Nominations Committee**
  - Appoints one individual to a two-year term.
- **Advocacy Committee**
  - Appoints one individual to a two-year term.
- **Content Advisory Committee**
  - Appoints one individual as chair to a one-year term.
  - Appoints two individuals to a two-year term.
- **Convention Program Advisory Committee**
  - Appoints one individual as co-chair to a one-year term.
- **State Honors Committee**
  - Appoints two individuals to two-year terms.
- **Professional Practices Advisory Committee**
  - Appoints one individual as chair to a one-year term
  - Appoints two individuals to a two-year term
- **SLPA representative**
  - Appoints one individual to a one-year term.

- **Student representatives**
  - Appoints two individuals (one each from the north and south) to serve a one-year term.
- **SEAL and STAR representatives**
  - Appoints one individual to serve in each role for two-year term.

**Appointments to be made by incoming chair-elect**

- **Board Connection Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **Board Diversity Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **Board Finance Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **Board Nominations Committee**
  - In transition year only, appoints one individual to a one-year term.
- **Advocacy Committee**
  - In transition year only, appoints one individual to a one-year term.
- **Content Advisory Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **Convention Program Advisory Committee**
  - Appoints one individual as co-chair to a one-year term.
- **State Honors Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **Professional Practices Advisory Committee**
  - In transition year only, appoints two individuals to a one-year term.
- **StAMP representative**
  - In transition year only, appoints one individual to serve a one-year term.

