

Bylaws of the Wisconsin Speech-Language Pathology and Audiology Association, Inc.

ARTICLE I

Name

The name of this Association shall be the Wisconsin Speech-Language Pathology and Audiology Association, Inc., and shall be referred to in this document as WSHA. WSHA is a Wisconsin nonstock corporation that is recognized as tax exempt under Section 501(c) (6) of the Internal Revenue Code.

ARTICLE II

Purposes

Section 1. Purposes

- a. To promote appropriate academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders in Wisconsin;
- b. To promote the maintenance of current knowledge and skills of Wisconsin speech-language pathologists, audiologists and speech, language and hearing scientists;
- c. To encourage basic scientific study of processes of individual human communication with special reference to speech, language and hearing;
- d. To encourage evidence based clinical research and exchange of information among speech-language pathologists, audiologists and other professionals concerned with human communication and disorders;
- e. To promote investigation and prevention of human communication disorders;
- f. To encourage affiliation and cooperation with other persons and organizations having similar interests and objectives in the State of Wisconsin;
- g. To advocate the rights and interests of persons with communication disorders;
- h. To promote the individual and collective interests of speech-language pathologists, audiologists and speech, language and hearing scientists who are members of this association; and
- i. To provide legislative representation on health and education issues affecting our professions.

Section 2. Nondiscrimination Policy. The Association shall not discriminate on the basis of race, national origin, religion, age, gender, gender identification, sex, sexual orientation or handicapping condition. All programs and activities of WSHA shall be conducted in furtherance of this policy

ARTICLE III

Code of Ethics

The ethical conduct of the members shall be consistent with the WSHA Code of Ethics, as amended from time to time.

ARTICLE IV

Membership

Section 1. Categories of Membership.

- a. The membership of WSHA shall consist of four categories: Regular Members, Associate Members, Honorary Members, and Student Members (the "Membership"). The eligibility requirements for each category of members are set forth in Article IV.2. Eligible individuals may become a member by submitting the requisite membership application and paying the annual dues in accordance with Article IV.4.
- b. Notwithstanding anything to the contrary in Article IV.1.a, memberships are subject to the approval of the Board and, in the Board's sole discretion, the requirements for membership may be waived by the Board.

Section 2. Eligibility

- a. A "Regular Member" is a person that holds a graduate degree with major emphasis in speech-language pathology, audiology, speech, language, or hearing science, or education of the hearing impaired, or a member must hold a graduate degree and present evidence of active research, interest, and performance in the field of human communication. The Regular Members and the Honorary Members are referred to in these Bylaws as the "Voting Members."

b. An “Associate Member” is a person with an undergraduate degree, or a graduate degree in related professional disciplines, or with an interest in speech, hearing, or language that does not qualify as a Regular Member. There shall be no academic requirements for Associate Members.

c. An “Honorary Member” is an individual who, by virtue of long-term affiliation with WSHA, significant contribution to the profession or other criteria as stated in the Association’s Policies and Procedures is eligible to apply for, be nominated for, or be identified by the Board for, Honorary Membership. The Regular Members and the Honorary Members are referred to in these Bylaws as the “Voting Members.”

d. A “Student Member” is a person currently enrolled as a full-time student in a college or university who is majoring in communicative disorders, speech-language pathology, audiology or related disciplines.

Section 3. Rights and Privileges

a. The rights and privileges of WSHA shall be afforded only by those Regular Members, Associate Members and Student Members whose dues are paid for the current year. Honorary Members shall also be afforded the rights and privileges of WSHA without the payment of dues.

b. The right to hold office and to vote shall be limited to the Voting Members, which consists of the Regular Members and Honorary Members.

c. All of the Membership shall receive notification of the Membership meetings, conventions, and programs sponsored by WSHA, and receive copies of all WSHA publications intended for members.

Section 4. Dues of the Members

a. The annual dues of WSHA shall be recommended by the Executive Committee and confirmed upon the approval of at least two-thirds (2/3) of the Executive Board Members.

b. Dues are payable on an annual basis in advance of the membership year.

c. Honorary Members are not required to pay dues. Upon the recommendation of the Executive Board, the Board may agree to waive the dues for other Members.

Section 5. Membership Meetings

a. The Board may designate any place within the State of Wisconsin as the place of Membership meetings.

b. There shall be an annual meeting each calendar year held during the annual convention unless the meeting is called at a different time by the Board and the Membership is notified in accordance with Article IV.5.f (“Annual Meeting”). The agenda of the Annual Meeting shall include reports from the President and Vice-President-Finance, reports from committee chairs, and either presentation of the nominations for officers or election of the officers. The Annual Meeting shall be recorded and a transcript of the meeting shall be made available to all of the Membership.

c. Special meetings of the Members may be held at the call or the request of the President, a majority of the Executive Board Members, or the request of at least ten percent (10%) of the Voting Members. Notice of special meetings shall be given in accordance with Article IV.5.f.

d. Attendance at the Annual Meeting and any special meeting is open to all of the Membership; provided, however, that the right to vote is reserved for the Voting Members. Unless otherwise stated in these bylaws, all matters submitted to the Voting Members shall be determined by the majority vote, in person or by proxy, of the Voting Members participating in a meeting at which a quorum is present.

e. The presence in person or by proxy of at least ten percent (10%) of the Voting Members, shall constitute a quorum at all Membership meetings.

f. Notice of special meetings or the Annual Meeting, if not held during the annual convention, shall be given in writing and state the place, day, and the purpose or purposes for which the meeting is called. It shall be delivered not less than ten days and not more than 50 days before the meeting. The notice may be delivered by electronic mail, except to those persons who have indicated to the President of WSHA that they are unable to receive notices through electronic mail.

g. Action may be taken by written ballot if the following requirements are met:

1. The written ballot sets forth each proposed action and provides an opportunity to vote for or against each proposed action.

2. The written ballot states the number of responses needed to meet the quorum requirements and the percentage of approvals necessary to approve each matter, except for the election of the officers.

3. The written ballot states the time by which a ballot must be received by WSHA in order to be counted.

4. The votes cast by written ballot equals or exceeds the quorum required under Article IV.5.e and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

5. “Written ballot” includes a ballot transmitted or received in hard copy or by electronic means.

h. *Robert’s Rules of Order* shall be the official guide in the order and conduct of all Membership meetings.

Section 6. Termination. Membership may be terminated or suspended for nonpayment of dues provided that dues are delinquent for at least 60 days and written notice of the proposed action has been mailed to the delinquent member at the address shown on the records of WSHA. Members who are found to have committed an ethical violation by the Wisconsin Hearing and Speech Examining Board or the American Speech-Language-Hearing Association's Board of Ethics, or have been convicted of a felony offense, may have their membership suspended or revoked. An individual whose membership has been terminated or suspended for any reason may appeal the decision in writing to the Executive Board.

ARTICLE V

Officers of the Association

Section 1. Officers of WSHA. WSHA shall have the following officers:

President

President-Elect (who will become President) or Immediate Past President, as set forth in Article V.2.b.

Vice President-Finance

Vice President-Communications

Vice President-Governmental Affairs

Vice President-Health Care Services

Vice President-Education

Vice President-School Services

Vice President-Audiology

Vice President-Membership

Only Voting Members may serve as officers. The officers shall be elected in accordance with Section 4 of this Article, except for the President who shall assume office in accordance with Article V.2.b. Each officer shall have one vote on the Executive Board, except that the President shall vote only to break a tie vote.

Section 2. Terms and Conditions of Office.

a. The officers' terms shall be as follows: President, two (2) years; President-elect one (1) year; Immediate Past President, one (1) year, and Vice-Presidents, two (2) years. Officers shall serve until their successors are elected. Officers shall assume their duties at the beginning of the next Membership Year after he/she is elected.

b. The President-Elect shall assume the responsibilities of President after completion of his/her one-year term. The President shall become the Immediate-Past President at the end of his/her two-year term and shall serve in that role for one year. The President may not serve successive terms.

Section 3. Nominations. The Elections Committee shall be responsible each year for proposing a slate of nominees for officers by a date to be determined by the President. The Voting Members shall be notified of impending vacancies in the various offices prior to the formation of the slate. Any Regular or Honorary Member may submit nominations, in writing, to the Chair of the Elections Committee in a timely manner. The slate of nominees shall be distributed to the Voting Members at least three weeks prior to the date of the election of the officers. The Elections Committee shall nominate at least one (1) candidate for each office that is up for election that year.

Section 4. Election of Officers.

a. Officers shall be elected in the following groups:

1) In odd years, President-Elect, Vice Presidents of Health Care Services, School Services and Audiology Services.

2) In even years, Vice Presidents of Communications, Education, Finance, Governmental Affairs, and Membership.

b. Officers shall be elected by written ballots, pursuant to Article IV.5.g.

c. Persons receiving a majority of the votes cast shall be elected to that office.

d. In the event that no candidate receives a majority of votes on the first ballot, a subsequent ballot shall be taken, wherein the two candidates receiving the highest number of votes on the previous ballot shall be considered. In the event of a tie, the President (who has otherwise abstained from voting) shall vote to break a tie.

e. The elections shall be monitored by the Elections Committee, as defined in Article V3.

Section 5. Removal from Office.

Any officer may be removed from office by the Board for failing to meet the responsibilities of the office. Removal requires the affirmative vote of three-fourths (3/4) of the Executive Board Members present at a meeting at which a quorum is present, provided that the notice of the meeting at which the removal is to be considered states such purpose.

Section 6. Duties of Officers.

a. The President will have the necessary authority and responsibility for the administration of WSHA subject only to such Bylaws as may be adopted and such orders as may be issued by the Board.

- b. When this position is filled, the President-Elect shall serve to support the President and the activities of the Board. The President-Elect shall serve temporarily as President in the event that the President is unable to perform his or her duties. In the event that the President resigns, the President-Elect shall begin his/her term early and assume the Presidency, unless otherwise determined by the Board. If the President-Elect begins his/her term early, he/she may complete the former President's term and serve another full term as President.
- c. When this position is filled, the Immediate Past President shall serve to support the President and the activities of the Executive Board. The Immediate Past President shall serve temporarily as President in the event that the President is unable to perform his or her duties. In the event that the President resigns, the Immediate Past President shall serve as President until a replacement is selected, through a written ballot of the Voting Members. If a special election through written ballot is required pursuant to this paragraph, nominations for the new President shall be made according to the process set forth in Article V.3. If the Immediate Past President resigns, this position shall remain vacant through the end of the term, unless otherwise determined by the Board.
- d. The Vice-President of Finance is responsible for the ongoing management of WSHA's finances.
- e. The Vice-President of Communications is responsible for the ongoing management of WSHA's communications.
- f. The Vice-President of Governmental Affairs coordinates the grassroots advocacy activities of WSHA and serves as liaison with WSHA's lobbying services.
- g. The Vice-President of Health Care Services is responsible for leading and/or supporting all WSHA activities related to clinic, hospital, and private practice in speech-language pathology in Wisconsin.
- h. The Vice-President of Education coordinates the professional education activities and Convention planning/development.
- i. The Vice-President of School Services is responsible for leading and/or supporting WSHA activities related to the practice of speech-language pathology in Wisconsin schools.
- j. The Vice President of Audiology is responsible for leading and/or supporting WSHA activities related to the practice of audiology in Wisconsin.
- k. The Vice-President of Membership is responsible for recruiting and retaining members of WSHA.

Section 7. Vacancies Prior to an Election.

When a vacancy in an officer position, except President or Immediate Past President, occurs by reason of death, resignation, failure of qualification, or otherwise, the Board shall fill the vacancy and such person shall serve until the next Annual Meeting. A replacement officer shall be selected (or confirmed) by the Voting Members in accordance with the process set forth in Articles V.3 and V.4. The President shall be replaced as provided for in Articles V.6.b or V.6.c, as applicable. The Immediate Past President shall not be replaced, unless otherwise determined by the Board, consistent with Article V.6.c.

**ARTICLE VI
Executive Board**

Section 1. General Powers. The management, control and operation of the affairs and properties of WSHA are vested in the Executive Board (the "Board"). The Board shall be responsible for:

- a. decisions pertaining to the management issues and policies of WSHA.
- b. recommendations on issues to be included as agenda items for Board meetings.
- c. action on behalf of WSHA on emergency matters or on recurring matters that must be disposed of promptly.

Section 2. Composition.

- a. The members of the Board shall be the officers of WSHA, as set forth in Article V.1 of these Bylaws (the "Executive Board Members").
- b. The President shall appoint Liaison Representatives to the Board to provide consultative services appropriate to their advisory capacity. Liaison Representatives shall have no vote but shall be invited, at the sole discretion of the Board, to participate in Board or committee meetings as appropriate and inform the Board of any pertinent data that requires action or discussion by the Board or that is important to the Membership. Liaison Representatives serve at the discretion of the Board. Liaison Representatives may include but are not limited to: student representative(s), consumer representative(s), and others as designated by the President.

Section 3. Quorum. A majority of the Executive Board Members shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Executive Board Members is present, those members present may adjourn the meeting from time to time without further notice.

Section 4. Meeting. The Board shall meet at least four times annually. Special meetings may be held at any time, as determined by the President or petitioned by a majority of the Executive Board Members.

Section 5. Action by Written Consent. Any official action may be taken without a meeting provided all Executive Board Members receive notice of the proposed action in writing outlining the action to be taken and its proposed

effective date and time. The action shall be signed by two-thirds (2/3) of the Executive Board Members entitled to vote. Any such action approved by two-thirds (2/3) of the Board has the same effect as a two-thirds (2/3) vote at an official meeting and may be stated as such in the written record. For purposes of this section, pursuant to Section 181.0821(1m) of the Wisconsin Statutes, "in writing" includes a communication that is transmitted or received by electronic means, and "signed" includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

Section 6. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Executive Board Members may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Executive Board Member and each participating Executive Board Member is able to immediately send messages to all other participating Executive Board Members. Before the commencement of any business at a meeting at which any Executive Board Members do not participate in person, all participating Executive Board Members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 7. Compensation. Executive Board Members will not be paid a salary or stipend for their services as Executive Board Members. However, reimbursement may be provided for reasonable and necessary budgeted expenses.

Section 8. Notice. Meetings of the Board must be preceded by at least forty-eight (48) hours written notice to each Executive Board Member if personally delivered or if given by electronic mail, or seventy-two (72) hours notice if given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by electronic mail; provided, however, individuals who cannot receive notices electronically shall receive notice via mail or personal delivery.

Section 9. Conflict of Interest. No contract or other transaction between WSHA and one or more of its Executive Board Members or officers or any other corporation, firm, association, or entity in which one or more of the Executive Board Members or officers are directors or officers or has a material financial interest shall be entered into by WSHA unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Executive Board Members or officers. Common or interested board members or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

ARTICLE VII Committees

Section 1. Committees of the Executive Board.

a. The standing committees of the Board shall be the Executive Committee and any other committees designated from time to time by resolution of the Board. Each standing committee shall consist of three or more Executive Board Members, who shall be appointed by the President upon the approval of the Board. The Executive Committee has and may exercise, when the Board is not in session, the powers of the Board in the management of the affairs of WSHA, except for the election of officers or the filling of vacancies in the Board or committees. The designation of such committee or committees and the delegation of authority to them does not relieve the Board, or any of its members, of any responsibility imposed upon it or him or her by law. The Board may also designate one or more advisory committees to assist it in any capacity as it directs.

b. The Executive Committee shall consist of the President, the President-Elect or the Immediate Past President and the President's choice of one the Vice Presidents.

Section 2. Member Committees. WSHA may also have Member Committees, the composition and duties of which shall be set forth in the Association's Policies and Procedures. The President may create and dissolve committees with the advice and approval of the Board. All Member Committees are directly responsible to an Executive Board Member who approves, oversees, and reports on their rules of order and activities. The Chairs of the committees shall be appointed by the appropriate Executive Board Member. The Member Committees do not have the powers of the Board in the management of the affairs of WSHA.

ARTICLE VIII

Operations

Section 1. Policies and Procedures. The Board shall establish policies and procedures that govern the day to day operations of WSHA and that are consistent with these Bylaws. The policies and procedures shall be set forth in a document referred to as the Association's Policies and Procedures, which shall be reviewed and revised periodically by the Board. In event of a conflict between the Association's Policies and Procedures and the Bylaws or Articles of Incorporation, the Bylaws or Articles of Incorporation shall control. The Association's Policies and Procedures shall be accessible to the Membership by printed or electronic media.

Section 2. Administrative Services Agency. The Board may contract with an Administrative Services Agency ("ASA") to provide administrative and financial management services for WSHA. All contracts must be signed by the President. The ASA shall be selected and reviewed by the Board. The duties, responsibilities, and compensation of the ASA shall be at the direction of the Board. A representative of the ASA shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the ASA or any issue related to the ASA's contract, or when directed not to attend by the President. The representative of the ASA may participate in all discussions but shall have no vote.

Section 3. Other Contracted Services. The Board may contract with other persons or entities to provide consultative services. Representatives of such contracted service-providers may be invited, at the discretion of the President, to participate in Board or committee meetings as appropriate and inform the Board of any pertinent data that requires action or discussion by the Board, but shall not have a vote on any matter.

ARTICLE IX

Indemnification

WSHA shall provide the indemnification of officers and Executive Board Members (as its directors) that is mandatory under Wisconsin law and may, by resolution of the Board, provide for additional indemnification and allowance of expenses as permitted by law. WSHA may also maintain insurance to fund its obligations hereunder.

ARTICLE X

Assets of the Association

Section 1. Net Earnings. No part of the net earnings shall be used for the benefit of, or be distributed to its members, Executive Board Members, or other private persons, except that WSHA shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Assets of the Association. The purpose of any investments of WSHA is to generate prudent returns while maintaining necessary cash flow balances for annual operations. WSHA shall manage reserves of the association in such a manner as to balance the security of the principle being invested, monitor the generation of returns, and inform the membership accordingly.

ARTICLE XI

Amendments

These Bylaws may be amended by the membership. All proposed amendment(s) must be submitted in writing to the WSHA Executive Board. The Board shall evaluate the proposed amendment to determine that it concurs with the mission and purpose of WSHA, has no adverse effect on the management of the Association and is in compliance with relevant corporation tax laws. Upon review and approval by a quorum vote of a meeting of the Executive Board, the proposed amendment shall be published and distributed to by mail or electronic method to the membership at least 30 days prior to balloting. The proposed amendment(s) shall then be submitted to the entire WSHA Active and Honorary Members for vote by mail or electronic vote. Members shall be allowed 30 days after the mailing of the ballot to return their ballot. A simple majority of these members **voting shall be** necessary for approval. All proposed amendments not approved by the Executive Board shall require a written response sent to the author of the amendment. In addition, the Executive Board's justification for opposing the amendment shall be published in the Association newsletter.

Article XII

Fiscal and Membership Year

Both the fiscal year and the Membership Year of WSHA shall be determined by the Board and do not need to coincide. Applications for renewal shall be issued annually prior to the last day of the membership year.

Article XIII
Dissolution

In the event of the dissolution and liquidation of WSHA, any properties, funds or monies, securities or other assets belonging to WSHA, shall be disposed of as follows: all liabilities and obligations of WSHA shall be paid and discharged, or adequate provision shall be made therefore; assets held by WSHA subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements; and all remaining assets held by WSHA shall be transferred or conveyed, without obligation or restriction to the WSHA Foundation. If the WSHA Foundation is no longer in existence, then the assets shall go to the American Speech-Language Hearing Association (ASHA) to be used in whatever manner that they shall deem appropriate.

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