



# DSHPSHWA - Association Bylaws

## **Article I. Name**

The name of this corporation is the Directors of Speech and Hearing Programs in State Health and Welfare Agencies, Inc.

## **Article II. Purpose**

The purpose of this corporation shall be:

- A. To foster a better understanding of programming for speech, language, and hearing conditions within the public health and welfare setting.
- B. To encourage the development of more efficient programs for the diagnosis, treatment, and care management of speech, language, and hearing conditions within the public health and welfare setting.
- C. To encourage research studies related to speech, language, and hearing conditions within the public health and welfare setting.
- D. To provide a means for continued professional growth relative to programming for speech, language, and hearing conditions within the public health and welfare setting.

## **Article III. Membership**

The membership of this corporation is defined as those persons who direct, develop, and/or coordinate speech-language and/or hearing programs in the administrative units (and/or a designee from the State administrative units) of State and Territorial health and welfare agencies, or in other State and/or Federally supported programs for children and youth with special health care needs (CYSHCN). This requirement may be waived in special instances by a recommendation of the Vice-President- Membership and by a 2/3 affirmative vote of the Board of Directors.

## **Article IV. Dues**

There shall be no dues charged for membership in this corporation. A registration fee shall be charged for entrance to the annual meeting of the corporation. This amount shall be determined by the corporate Board of Directors and based upon the financial needs of the corporation at the time of the meeting.

## **Article V. Officers**

- A. The following officers of this corporation shall serve as members of the Board of Directors and promote the views of the association membership:
  1. Past-President
  2. President
  3. President-Elect
  4. Secretary-Treasurer
  5. Vice President-Membership
  6. Vice President-Archives
  7. Vice President-Communications and Outreach
  8. Member-at-Large
  9. Member-at-Large
  10. Federal Consultant (up to 2, Ad Hoc)



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### B. Duties:

1. The Past-President shall:
  - a. Serve as Chairperson of the Nomination Committee;
  - b. Develop the slate of officers for election at the annual meeting by the corporation;
  - c. Perform duties granted or assigned by the membership and/or the Board of Directors.
2. The President shall:
  - a. Serve as the Chairperson of the Board of Directors;
  - b. Preside at all regular meetings of the corporation, adhering to the guide, "Robert's Rules of Order Newly Revised";
  - c. Call emergency meetings of the corporation, Board of Directors, or any of its committees;
  - d. Appoint committee chairpersons and familiarize appointees with duties and responsibilities;
  - e. Fill vacancies of elected officers, subject to the approval of the Board of Directors
  - f. Serve as a member of the Board of Directors for one (1) and as Past President upon retiring from the office of President;
  - g. Distribute copies of the bylaws to all incoming officers elected at the annual meeting and briefly outline their respective duties;
  - h. Perform duties granted or assigned by the membership and/or the Board of Directors.
  - i. Serve as liaison to federal partners representing the membership of the corporation.
3. The President-Elect shall:
  - a. Assume duties as requested by the President;
  - b. Discharge the duties of the President in the absence of the President or during a vacancy in that office;
  - c. Arrange and develop the meeting agenda for the annual meeting with consultation with the Board of Directors;
  - d. Prepare and submit a budget for the annual meeting to the Board of Directors for their approval;
  - e. Notify all members of the corporation of the annual meeting sixty days before the meeting date, enclosing proposed agenda;
  - f. Assume the office of President at the annual meeting of his/her second elected year;
  - g. Perform duties granted or assigned by the membership and/or the Board of Directors.
4. The Secretary-Treasurer shall:
  - a. Record and file the regular minutes of all official meetings of the corporation, receive copies of reports of officers and committee chairpersons, handle all correspondence necessary to the performance of his/her official duties;
  - b. Distribute official minutes to the members of the Board of Directors within thirty (30) days after the activity;
  - c. Maintain accounts of the corporation's funds;
  - d. Present the financial status of the corporation and minutes of the previous business meeting at the annual meeting;



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- e. Perform duties granted or assigned by the membership and/or the Board of Directors.
5. The Vice President – Membership shall:
  - a. Recruit new members into the corporation that meet eligibility requirements;
  - b. Update the membership list each year based on three years of activity related to the annual meetings;
  - c. Distribute the updated membership list to each member of the corporation within 60 days of the annual meeting;
  - d. Keep Board of Directors informed of additions, deletions, changes to membership;
  - e. Perform duties granted or assigned by the membership and/or the Board of Directors.
6. The Vice President – Archives shall:
  - a. Develop and maintain a topical reference file of all motions, resolutions, amendments, policies, procedures or any other such actions;
  - b. Keep documents of historical relevance (minutes, program agendas, membership lists, etc.);
  - c. Receive copies of all correspondence received or sent on behalf of the corporation;
  - d. Perform duties granted or assigned by the membership and/or the Board of Directors.
7. The Vice President-Communications and Outreach shall:
  - a. Work collaboratively with Board of Directors on projects and activities that involve outreach to members, potential members, and other interested individuals;
  - b. Works collaboratively with the Board of Directors on projects and activities for continued relevant professional development for members
  - c. Works collaboratively with the Board of Directors on the continued technical development and content maintenance of all DSHPSHWA media platforms;
  - d. Perform duties granted or assigned by the membership and/or the Board of Directors.
8. The Members-at-Large shall:
  - a. Works collaboratively with the Board of Directors on projects and activities for continued relevant professional development for members
  - b. Works collaboratively with the Board of Directors on projects and activities that involve outreach to members potential members, and other interested individuals various
  - c. Works collaboratively with the Board of Directors on the continued technical development and content maintenance of all DSHPSHWA media platforms;
  - d. Perform duties granted or assigned by the membership and/or the Board of Directors.



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### C. Terms and Conditions of Office:

1. The President-Elect will serve one year as President-Elect, one year as President and one year as Past-President. The Secretary-Treasurer, Vice-Presidents, and members-at-Large will serve two years.

All newly elected officers shall assume office at the conclusion of the annual meeting of the new term of office year. The secretary-treasurer will assume office as soon as possible after the annual meeting allowing for closure of books, but no later than ninety (90) days post-election.

Elections for open positions will be held at the annual meeting. If a vacancy occurs in the offices before the current term of office expires, the President, with a 2/3 affirmative vote of the Board of Directors, shall appoint a member to serve the unexpired term of office.

2. No member shall hold more than one office simultaneously.
3. All officers must have been an active participant in the corporation for at least two years.

### Article VI. Board of Directors

#### A. Designation:

The members of the Board of Directors shall be the officers of the corporation.

#### B. Meetings:

All meetings of the Board of Directors shall be meetings called by the President or by a majority of the Board of Directors.

#### C. Powers and duties:

1. Formulate policies of the corporation.
2. Select time and place of meetings.
3. Transact all corporate business between meetings.
4. Create and terminate committees as needed.
5. membership
6. In order to approve measures, a quorum of the members of the Board of Directors shall be required. A quorum shall consist of a majority of voting members in attendance.
7. Shall report action and recommendations to the membership at the regular meetings of the corporation.



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### Article VII. Meetings of the Corporation

- A. Regular meetings:

There shall be at least one regular meeting of the corporation each year. The program of each meeting shall include at least one business meeting. Notification shall be made sixty days before the meeting with a proposed agenda and federal endorsement letter (optional). Election of officers shall be held at the business portion of the annual meeting.
- B. Special meetings:

Special meetings may be called by the President with the approval of the Board of Directors. Notification, including time of meeting and reason for meeting, shall be made to the membership.
- C. Attendance:
  - 1. Attendance at annual meeting(s) is limited to individuals who meet the requirements of membership (Article III) and who pay the meeting registration fee. Only those individuals (and/or a designee from the State administrative unit) who meet these requirements shall be allowed to attend and vote during the business meeting portion of the annual meeting.
  - 2. Annual meetings are open to persons other than members ONLY upon invitation by the Board of Directors

### Article VIII. Election of Officers

- A. Elections:

Election of officers shall take place at the annual meeting of the corporation.

  - 1. The Past President will serve as Chairperson of the Committee on Nominations. The Committee on Nominations shall consist of three members of the corporation including the Chairperson. The committee shall be appointed by the Past-President no later than 60 days prior to the annual meeting. Committee members must be voting members of the Corporation and be an active participant in DSHPSHWA for at least two years. The Past-President (Chairperson of the Committee on Nominations) will provide a slate of officers for presentation at the annual meeting.
  - 2. Nominations from the floor shall be entertained.
  - 3. Voting for contested offices shall be by secret ballot.
  - 4. Officers shall be elected by a majority vote of the total voting membership present at the annual meeting.
- B. Quorum:

A quorum shall consist of a majority of voting members in attendance.

### Article IX. Amendment

Amendment to these bylaws may be initiated by the Board of Directors or in a written proposal to the Board of Directors by a voting member. Proposed amendments shall be passed by majority vote of the Board of Directors in advance



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of the vote thereon by the voting membership. Voting on an amendment may be either at any business meeting or by ballot of the entire membership. Decision to employ the latter voting procedure may be reached by 2/3 vote of the members present at a business meeting or by 2/3 vote of the members of the Board of Directors. Amendments that pass become effective upon their approval by the membership; unless a specific effective date is determined to allow for easier implementation.

### **Article X. Committees**

Committees can be appointed by the President and/or the Board of Directors. All committees will be Ad Hoc with clearly defined objectives and timelines. Objectives and timelines will be developed by the appointing persons(s) in agreement with the Committee Chair. The committee chair should make a status report at annual meetings.

### **Article XI. Disposition of Corporation Assets**

If the Corporation dissolves, the monetary assets of the Corporation will be equally divided and donated to the American Speech-Language-Hearing Foundation and the American Academy of Audiology Foundation.

### **Article XII.**

All procedures not specified shall be in accordance with the guide, "Robert's Rules of Order, Newly Revised."