

**Texas Speech-Language-Hearing Association
55th Annual Business Meeting
George Brown Convention Center, Houston
Thursday March 3, 2011**

Notice of Proposed Bylaws Changes

Article II – Purpose

PROPOSED:

The purpose of this Association shall be:

- a) to encourage and promote the role of the speech-language pathologist and audiologist as a professional in the delivery of clinical services to persons with **[disorders of human communication and other related]** disorders;
- b) to encourage basic scientific study of processes of individual human communication with ~~special reference to speech, hearing, and language;~~ **[such disorders;]**
- c) to encourage clinical research and the interchange of information among speech-language pathologists, audiologists, and other professionals concerned with **[disorders of human communication and other related disorders;]**
- d) to promote prevention of disorders of ~~human communication~~ **[such disorders;]**
- e) to provide continuing educational activities and opportunities for professional growth and fellowship;
- f) to promote the highest standards of preparation and practice in speech-language pathology and audiology;
- g) to promote public awareness and influence public opinions concerning the professions of speech-language pathology and audiology and the needs of persons with **[disorders of communication and other related disorders;]** and
- h) to encourage affiliation and cooperation with other persons and organizations having similar interests and objectives.

RATIONALE:

These changes will update the TSHA Bylaws to include related disorders such as swallowing and balance disorders without having to specify each of the current disorders and those we may be faced with in the future.

Article VI – Nomination, Elections, and Voting

PROPOSED:

~~The Nominations/Election Committee shall be appointed by the President at least six (6) months prior to the Annual Convention and the membership shall be advised through the newsletter so they may provide input to the committee. The President shall designate a Chairperson and a committee of four (4) to serve for a period of one year.~~

[The Nominations Committee shall be comprised of a chair, appointed at the discretion of the President, to serve for a two-year term. Three additional committee members shall be appointed by the Chair.]

RATIONALE:

To remove policies and procedures in the Bylaws.

Article VII – Officers

PROPOSED:

Section 6:

B. President Elect and C. Immediate Past President
[Chair Financial Advisory Committee]

RATIONALE:

This responsibility currently exists within the Policy and Procedures Manual for these positions.

PROPOSED:

Section 9:

Two student representatives shall be appointed for a two-year term as nonvoting members of the TSHA Executive Board. [Appointments will be made on a rotating basis so that one student is named each year.] **Appointments will be made no later than May of each year** [the Executive Board Budget Meeting of the fiscal year] **by the President in consultation with the Executive Board after a thorough review of each student's resume or portfolio, in order that the student can begin duties effective July 1.** ~~Appointments will be made on a rotating basis so that one student is named each year.~~

RATIONALE:

The last Executive Board Meeting of the fiscal year rotates between various months.

Article XI – Publications

PROPOSED:

Section 2:

Editorial and Reporting Responsibilities

D. The editors of all publications of the Association shall be appointed for specific terms by the Executive Board on recommendation by the Publications Board [Chair].

RATIONALE:

Publication editors now serve as members of the Publications Board. They cannot recommend or govern themselves; therefore, the Publications Board Chair will make the recommendations.

PROPOSED:

E. Editors shall have the responsibility for their respective publications and are responsible to the Publications Board [Chair].

RATIONALE:

Editors cannot be responsible to the Publication Board which is comprised of the Editors.

Article XVII – Indemnification

PROPOSED:

The Association shall indemnify all officers, employees, committee members, council, executive board members and all other volunteers of the Association for their activities conducted according to the policies and procedures of the Association to the extent permitted or required by Chapter 8, Texas Business Organizations Code, and shall purchase insurance for such indemnification to the extent determined by the Executive Board.

~~Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact the he/she, his/her testator or intestate, is or was a director, officer or employee of the Association or of any Association, which they served as such at the request of this Association, shall be indemnified by the Association against the reasonable expenses, including without limitation, attorney's fees and amounts paid in satisfaction of judgment or in settlement, other than amounts paid to the Association by them, actually and necessarily incurred by or imposed upon them in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in the connection with or as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such officer, director or employee is liable for gross negligence or criminal malfeasance in the performance of their duties. Any amount payable pursuant to this Section may be determined and paid, at the option of the person to be indemnified pursuant to procedure set forth from time to time in the Bylaws or by any of the following procedures: (a) Order of the court having jurisdiction of any civil or criminal action, suit or proceeding, (b) Resolution adopted by a majority of a quorum of the Executive Board of the Association without counting in such majority or quorum of any interested director, (c) Resolution adopted by the holders of a record of a majority of the outstanding shares of stock of the Association having voting power. Such right of indemnification shall not be exclusive of any other right which such officers, directors and employees of the Association and the other persons above mentioned, may have or hereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any provisions of the Articles of Incorporation of Bylaws, agreement, vote of shareholders, provisions of law or otherwise as well as their rights under this section.~~

RATIONALE:

To simplify the current language related to the Indemnification policy.