

Bylaws

Article I – Name

This organization shall be known as the Texas Speech-Language-Hearing Association (TSHA), hereinafter referred to as TSHA or the Association.

Article II – Purpose

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 communication disorders;
- b) to encourage basic scientific study of processes of individual human communication with special reference to speech, hearing, and language;
- c) to encourage clinical research and the interchange of information among speech-language pathologists, audiologists, and other professionals concerned with human communication and disorders;
- d) to promote prevention of disorders of human communication;
- 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 communication disorders; and
- h) to encourage affiliation and cooperation with other persons and organizations having similar interests and objectives.

Article III – Code of Ethics

The professional conduct of the members of the Association shall be governed by the Code of Ethics of the Texas Speech-Language-Hearing Association.

Article IV – Membership

Section 1. The membership of the Association shall consist of:

Active Members – must hold 1) a graduate degree with a 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. Active members are full voting members.

Life Members – those members of the Association who have served as President of the Association, or, those persons who, upon recommendation of the Honors Committee, have been awarded Life Membership to the Association, or those persons 65 years of age and over who have been Active or Associate Members in good standing for at least 20 consecutive years or 25 cumulative years. Life Members who were Active Members prior to becoming a Life Member will continue as full voting members. All Life Members are exempt from dues payment.

Associate Members – those members holding at least a bachelor's degree in the professions of speech-language pathology and/or audiology or education of the hearing impaired, or other professions concerned with human communication and its disorders.

Student Members – those members who are in the process of pursuing credentials for entry into the professions of speech-language pathology and/or audiology or education of the hearing impaired, or other professions concerned with human communication and its disorders.

Affiliates – those persons who do not qualify for the above membership categories, but who wish to be officially affiliated with the Association.

Section 2. Associate members, student members, and affiliates enjoy all the privileges of membership, except for the privileges of voting and holding office.

Section 3. 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 the Association. Members who, after adjudication as prescribed by the Texas State Board of Examiners or the American Speech-Language-Hearing Association's Board of Ethics are found to have committed an ethical violation, 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.

Section 4. Members may voluntarily withdraw from membership by notifying the Association in writing and surrendering their current membership certificate. Any member resigning shall pay all obligations owed the Association before the effective date of the resignation and there will be no reimbursement of dues.

Section 5. When any person has ceased to be a member of the Association for any cause, the Executive Board may reinstate such person to membership in accordance with the prevailing policies and procedures of the Association.

Article V – Dues

All members, except Life Members, shall pay annual dues as established by the Executive Board.

Article VI – Nominations, Elections, & Voting

The Nominations/Elections Committee Chairperson shall be appointed by the President. The President shall work with the Chairperson to designate a committee of four (4) to serve for a period of two (2) years.

It shall be the duty of the Nominations/ Elections Committee to solicit nominations from the membership and develop a slate of no more than two (2) candidates for each office.

The committee shall report to the membership at the annual business meeting. Nominations may be made from the floor during the business meeting with the prior consent of the nominee. The Nominations and Elections Committee will review credentials for any person nominated from the floor to determine eligibility for office, and provide the Executive Board with a slate of no more than two candidates for approval. A candidate who is unopposed may be elected by a majority vote at the annual business meeting.

The elections shall be declared official upon receiving a majority of votes as required.

Article VII – Officers

Section 1. The elected officers of the Association shall be the President, who serves as President-elect and Past President, and six Vice Presidents. The six Vice Presidents shall be the Vice President for Member Engagement, the Vice President for Advocacy, the Vice President for Educational and Scientific Affairs, the Vice President for Professional Services, the Vice President

for Research and Development and the Vice President for Audiology. These officers shall hold office as follows: President, two (2) years; President-elect, one (1) year; Vice Presidents, two (2) years; Past President, one (1) year. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

Section 2. Elections for officers will be held every year. The Vice Presidents for Educational and Scientific Affairs, Advocacy, and Research and Development will be elected on odd numbered years. The President-elect and the Vice Presidents for Member Engagement, for Professional Services and for Audiology shall be elected on even numbered years.

Section 3. In the event that any Executive Board member is unable to complete his/her term of office, the Board shall appoint an officer pro-tem for the vacant position until the next regular election is held.

Section 4. Ex-officio officers of the Association are nonvoting officers who are appointed by the TSHA Executive Board.

Section 5. The Executive Board shall be chaired by the President and shall be composed of the elected and ex-officio officers of the Association. When an officer's elected or appointed term of office expires, his/her membership on the Board is automatically terminated. The Executive Board will have general supervision of the affairs of the Association between annual business meetings of the membership.

Section 6. The duties of the officers are as follows:

a) President

- appoints chairs of those standing committees that report to the President;
- serves as the chief executive officer of the Association with final decision, authority, and responsibility;
- presides over all Board and Council meetings, communicating with Councilors primarily through the coordinating Vice Presidents;
- makes recommendations to the Vice Presidents regarding Council appointments and other appropriate appointments for the proper dispatch of Association business;
- represents the interests of the Association;
- keeps the Executive Board informed of all matters regarding the business of the Association.

b) President-elect (alternating with Immediate Past President)

- serves as Parliamentarian;
- serves as Secretary for the Association;
- serves as chief financial officer for the Association;
- coordinates Long Range Planning for the Association;
- performs other duties as assigned by the President.

Should the President temporarily be unable to fulfill the duties of the office, the President-elect shall serve in that capacity.

c) Immediate Past President (alternating with the President-elect)

- serves on the Executive Board in any capacity designated by the President;
- serves as Parliamentarian;
- serves as Secretary for the Association;
- serves as chief financial officer for the Association;
- coordinates Long Range Planning for the Association;

- performs other duties as assigned by the President.

Should the President temporarily be unable to fulfill the duties of the office, the Past President shall serve in that capacity.

d) Vice President for Member Engagement

- is responsible for promoting public awareness and influencing public opinions concerning the professions of speech-language pathology and audiology and the needs of individuals with communication disabilities;
- is responsible for encouraging affiliation and cooperation between the Association and/or persons or organizations having mutual interests and objectives;
- appoints chairs of designated standing committees.

e) Vice President for Advocacy

- is responsible for activities relating to legislation and regulation;
- is responsible for coordinating activities of the Legislative Consultant and the Director of Legislation;
- is responsible for encouraging affiliation between the Association and other persons or organizations having similar legislative interests and objectives;
- appoints chairs of designated standing committees.

f) Vice President for Professional Services

- is responsible for the identification and promotion of issues related to the advancement of clinical practice;
- is responsible for the development and maintenance of member services.
- appoints chairs of designated standing committees.

g) Vice President for Educational & Scientific Affairs

- appoints chairs of designated standing committees;
- is responsible for developing, coordinating, and implementing educational programs for the membership;
- is responsible for providing forums for the presentation of scientific endeavors of Members.

h) Vice President for Research and Development

- is responsible for the development of new topics of interest and ideas leading to the advancement of speech-language pathology and audiology;
- is responsible for the promotion of selected areas of interest which may include technology, administration, clinical technique, research, and education in the fields of speech-language pathology and audiology;
- appoints chairs of designated standing committees.

i) Vice President of Audiology

- is responsible for identification of needs of audiology constituency;
- is responsible for coordinating with other VP positions to address needs for engaging audiologists in the association.

Section 7. No member shall serve more than three (3) terms as an elected officer or serve more than two (2) consecutive terms on the Executive Board.

Section 8. Any Executive Board member can be removed from office for failing to meet the responsibilities of the office in an ethical manner. Removal from office requires a majority vote of the Executive Board.

Section 9. Two student representatives shall be appointed for a two-year term as non-voting members of the TSHA Executive Board. Appointments will be made each year by the President in consultation with the Executive Board after a thorough review of each student's resume or portfolio. Appointments will be made on a rotating basis so that one student is named each year. Student representatives to the TSHA Executive Board will complete their two-year term even if they have graduated from their university prior to the end of the term.

Article VIII – Executive Council

Section 1. The Executive Council, includes, but is not limited to, the Executive Board, the Committee and Task Force Chairs, and Councilors who coordinate the committees and task forces in a specified area. The Executive Council shall be chaired by the President.

Article IX – Committees

Section 1. Standing and Operating Committees are those committees assigned to perform the ongoing operations of the Association. The Executive Board shall create and dissolve Standing and Operating Committees, designate and change their charges and determine their size, composition, and terms. The Executive Board shall monitor the activities of these committees.

Section 2. Ad hoc committees, special committees, and task forces carry out specific tasks of the Association and cease to exist upon the completion of the specified task. Any Ad hoc committee, special committee, or task force may be established by the Executive Board at the request of an Executive Board Officer. Ad hoc, task force and special committee assignments shall be coordinated by the Vice Presidents or any Executive Board Officer and shall report to the Executive Board at regular intervals.

Article X – Meetings

Section 1. The Association shall hold at least one business meeting each year. Those in attendance at the annual business meeting of the Association shall constitute a quorum.

Section 2. The Executive Council shall meet at least once annually.

Section 3. The Executive Board shall meet at regular, specific intervals. Special meetings of the Board may be called by the President or by a majority of the officers on the Executive Board. The purpose of the special meeting will be specified in the call.

Section 4. Special meetings of the membership may be called by the Executive Board, or shall be called upon the written request of at least ten (10) percent of the qualified voting members of the Association.

Section 5. A majority of votes cast by voting members at a special meeting of the membership shall require further action of the entire voting membership.

Article XI – Publications

Section 1. Official Publications.

The Association shall provide and maintain a journal, a newsletter, and a Web site at the discretion of the Executive Board. The official publications of the Association shall be received by all members of the TSHA.

Section 2. Editorial and Reporting Responsibilities

- a) Publications of the Association shall be coordinated through Publications Board.
- b) The Publications Board shall report to the President.
- c) The Publications Board shall recommend scheduled publication dates to the Executive Board.
- 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.
- e) Editors shall have the responsibility for their respective publications and are responsible to the Publications Board.

Article XII – State Office

Section 1. The Association shall maintain a state office which shall serve as a permanent repository for Association records, maintain current membership records, function in appropriate ways to facilitate the work of the officers, committees and task forces in the administration of Association policies and activities, and perform other duties as assigned by the Executive Board.

Section 2. Association Manager. The Association shall contract for management services to include an Association Manager with all duties and responsibilities specified in the Management Agreement. The Association Manager shall be bonded and the Association's accounts shall be subject to annual audit or review. The Association Manager is directly responsible to the Executive Board.

Article XIII – Finance

Section 1. The fiscal year of the Association shall be January 1 through December 31.

Section 2. All committees and task forces shall submit a proposed budget for their annual operations to the Executive Board. The Executive Board will meet annually to evaluate all income and expenditures and approve a budget for the fiscal year.

Section 3. No officer, employee, or committee/task force shall expend any monies not provided in the budget as adopted or spend any money in excess of the budget allotment except by approval of the Executive Board. The Executive Board shall not commit the Association to any financial obligation in excess of its current financial resources.

Section 4. The accounts of the Association shall be reviewed and/or audited not less than annually by a duly appointed committee or professional auditor as approved by the Executive Board.

Section 5. An annual financial report shall be prepared and submitted to membership.

Article XIV – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, as it may be amended from time to time, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

Article XV – Bylaws

The Bylaws may be revised by a two-thirds vote of the active members present at a business meeting of the Association. A vote regarding the bylaws requires previous notice to the membership.

Revisions to the bylaws may be submitted by the Executive Board or may be made upon request by at least five percent of qualified voting members of the Association.

Article XVI – Discrimination

The Texas Speech-Language-Hearing Association shall not discriminate on the basis of race, national origin, religion, age, ethnicity, gender, gender expression/gender identification, sex, sexual orientation, disability, or veteran status. All programs and activities of the Association shall be carried out in such a manner as to be consistent with and in adherence to this policy.

Article XVII – Dissolution

In the event that The Texas Speech-Language-Hearing Association should disband or cease to exist for any reason, any cash or other assets that may be held by said Association shall be donated, or contributed, in the name of the Association as the Executive Board shall so designate, to a single, or several, academic institutions of higher learning having a speech-language-hearing program. The recipient institution(s) must be located in Texas and be qualified under Section 501(c)(3) of the Internal Revenue Code.

Article XVIII – Indemnification

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.

Article XIX – Governance of the Association

Section 1. The control and management of the affairs of the Association shall be vested in the members of this Association acting as officers. These members may hold a meeting immediately prior to the regular annual meeting of the Association or at such other time as may be required.

Section 2. Any decision of the Executive Board may be repealed by a majority vote of the eligible voting members in attendance at any duly called meeting of the Association.