

**BYLAWS OF THE
OKLAHOMA SPEECH-LANGUAGE-HEARING ASSOCIATION**

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Article I – Name

The name of the corporation is Oklahoma Speech-Language-Hearing Association, Inc.; hereinafter referred to as “Association”.

Article II – Corporate Purpose

The purposes of this Association shall be:

1. To serve as the major organization in the State To serve as the major organization in the State of Oklahoma representingrepresenting thethe interests of the professions of speech-language pathology and audiology.
2. To represent the professions on legislative, regulatory and other public policy issues.
3. To facilitate professional interaction and exchange of information among speech-language pathologists and audiologists, as well as practitioners and researchers in related disciplines.
4. To promote the highest level of professional standards and service within the disciplines of speech-language pathology and audiology.
5. To promote the dissemination of information to the public concerning the nature, management and prevention of communication disorders.
6. To promote the study and investigation of the processes of human communication and to work toward prevention of disorders of human communication, swallowing and related disorders.
7. To advocate for the rights and interests of persons with communication disorders.
8. To promote and support the highest quality of academic and clinical preparation of students entering the professions of speech language pathology or audiology.
9. To provide continuing education opportunities in the areas of professional growth and clinical skills.
10. To encourage and support basic and applied research in the discipline of communication sciences and disorders.

Article III – Membership

- A. There shall be four categories of membership: Member, Associate Member, Student Member and Life Member.
 - 1. Members must hold a graduate degree in speech-language pathology, audiology, or speech and hearing sciences or a graduate degree and present evidence of active research, interest, and performance in the field of human communication development or disorders. Members must pay Member dues. Members have the right to vote and to hold an office of the Association.
 - 2. Associate Members must hold an associate's or bachelor's degree in communicative sciences and disorders, speech-language pathology, audiology, deaf education, or speech and hearing sciences. Associate Members may not vote or be an officer. Associate Members must pay Associate Member dues.
 - 3. Student Members must be enrolled in a degree program with major emphasis in speech-language pathology and/or audiology, pay Student Member dues, and may not vote or be an officer.
 - 4. Life Members are members who have attained the age of 65, retired from professional practice, and have been a member in good standing for five consecutive years preceding age 65. Life Members are exempt from dues and conference registration fees. They have the right to vote and to be an officer.
- B. By virtue of membership, all members agree to abide by the Oklahoma Speech-Language-Hearing Association Code of Ethics.
- C. An individual's membership may be suspended or revoked for violations of the Code of Ethics as determined by the Executive Council and/or by failure to pay dues under Article IV.
- D. The requirements for membership may be waived in special instances by recommendation of the Executive Council.

Article IV – Dues

- A. The dues amount shall be recommended by the Executive Council and approved by the membership. Dues are payable upon application for membership or renewal of membership. The Association shall follow a rolling expiration model, in which one's membership dues expire one year from the date they are paid.
- B. Membership shall be suspended for non-payment of dues. If dues are not paid after two consecutive anniversary dates have passed, a member may be removed from the rolls and required to reapply as a new member to be reinstated.

Article V – Officers

- A. The elected officers of the Association shall be President, President-Elect, Secretary, Treasurer, 1st Vice President, 2nd Vice President, two Councilors-at-Large and up to three appointed, non-voting Student Liaisons with at least one being from an ASHA accredited university program in Oklahoma. These officers comprise the Executive Council of the Association.
- B. All voting officers shall be bonded.
- C. All officers must be members of the Association.
- D. Nominations for office shall be made at the business meeting during the Annual Conference.
- E. Officers shall be elected by a simple majority vote within six weeks following the Annual Conference.
- F. Officers-elect shall take office the first of January following their election.

- G. An individual may not serve more than two full terms consecutively in a particular office, even if one or both terms were by appointment, and no member of the Association shall hold more than one elected office concurrently.
- H. President
1. The President shall be the chief executive officer of the Association and shall preside at all Association business meetings and Executive Council meetings.
 2. The President may call business meetings and Executive Council meetings as needed.
 3. The President shall establish all necessary Committees not otherwise provided for under these bylaws and shall appoint all non-elected Vice Presidents. Such appointments shall be ratified by the Executive Council by simple majority vote.
 4. The President shall serve as an ex officio member of all Committees and shall be responsible for the actions of all Committees.
 5. The President shall serve on the Board of Directors for the Association.
 6. The President shall serve a 2-year term and shall succeed the Past President.
- I. President-Elect
1. The President-Elect shall preside at all Association business meetings and Executive Council meetings in the absence of the President.
 2. The President-Elect shall become President in the event of the President's resignation or inability to serve. The President-Elect would then serve the remainder of the resigned term followed by the w-year succeeded term.
 3. The President-Elect shall be responsible for coordinating with Standing Committees and shall keep the President informed as to the goals and activities of all standing Committees.
 4. The President-Elect shall ensure that the Association maintains a comprehensive Policies and Procedures Manual.
 5. The President-Elect shall serve on the Board of Directors for the Association.
 6. The President-Elect shall serve a two-year term and shall succeed the President.
- J. Secretary
1. The Secretary shall keep the minutes of all Association and Executive Council meetings and shall perform such other secretarial duties as assigned by the President.
 2. The Secretary shall serve a two-year term.
- K. Treasurer
1. The Treasurer shall receive in the name of the Association all dues, gifts and bequests.
 2. The Treasurer shall submit a financial report to the Executive Council at each meeting, or by request of the President or Executive Council.
 3. The Treasurer, and in case of emergency, the President, shall be authorized to receive and disburse money on behalf of the Association as directed by the Executive Council.
 4. The Treasurer shall arrange for an annual review of the Association's financial records.
 5. The most recent past Treasurer shall serve as Vice President: Budget and Finance.
 6. The Treasurer shall serve on the Board of Directors for the Association.
 7. The Treasurer shall serve a two-year term.
- L. 1st Vice President
1. The 1st Vice President shall plan and manage all Association Conferences.
 2. The 1st Vice President shall assist in the management of the Association's administrative affairs as called upon by the President.
 3. The 1st Vice President shall serve on the Board of Directors for the Association.
 4. The 1st Vice President shall serve a one-year term, following a one-year term as 2nd Vice President.
 5. The most recent past 1st Vice President shall serve one year on the Committee on Conferences.
- M. 2nd Vice President
1. The 2nd Vice President shall assist the 1st Vice President in planning all Association Conferences.

2. The 2nd Vice President shall assist in the management of the Association's administrative affairs as called upon by the President.
 3. The 2nd Vice President shall serve a one-year term and shall succeed the 1st Vice President.
- N. Councilor-at-Large
1. Councilors-at-Large provide broad representation of the Membership in Association affairs.
 2. Two Councilors-at-Large shall serve concurrently in staggered terms. Each year the Association shall elect one Councilor-at-Large to serve a two-year term.
- O. Vacancies in Offices
1. In the event of resignation, death, removal from office or inability to serve, the resulting vacancy shall be filled according to the following procedure:
 - i. President – The President-Elect shall serve as President for the remainder of the term to which the President was originally elected. The resulting vacancy in the office of President-Elect shall remain until the next election.
 - ii. 1st Vice President – The 2nd Vice President shall serve as 1st Vice President for the remainder of the term to which the 1st Vice President was originally elected. The resulting vacancy in the office of 2nd Vice President shall remain until the next election.
 - iii. Other Elected Offices – If the vacancy occurs with nine months or more remaining in the term of office, a special election will be held to fill the vacancy. Otherwise, the Executive Council will appoint a Member to fill the vacancy.
- P. Removal from Office
1. An officer may be removed from office by:
 - i. A written petition signed by 25 Members of the Association or by a one-third of the remaining members of the Executive Council submitted to the President, or, if the President is the object of the removal petition, to the President-Elect, and
 - ii. Approval of the petition by a majority vote of Executive Council, and
 - iii. Approval of the petition by 75 percent of the members of the Association voting.

Article VI – Executive Council

- A. The elected officers of the Association shall comprise the Executive Council.
- B. The officers shall be authorized to conduct the business of the Association, to make decisions regarding the operations of the Association, and to approve expenditures, in accordance with these Bylaws and regulations governing such corporations in the State of Oklahoma.
- C. The Executive Council shall meet quarterly and at other times as called by the President or upon the written request of at least five Council members, filed with the Secretary.
- D. A quorum for the Executive Council meetings shall be five or more Council members.
- E. The Executive Council shall report its actions to the Association membership at least annually.
- F. The Executive Council must maintain a central office, which shall constitute a permanent repository for Association records.
 1. An association management company may be employed to serve as a central office.
 2. The Executive Council shall maintain a list of responsibilities for the association management company within the Association Policies and Procedures Manual.
 3. A performance evaluation and contract review shall be completed by the Executive Council at the end of each calendar year to identify the management company's areas of strength and areas in need of improvement.

Article VII – Meetings

There shall be a membership business meeting during the Annual Conference.

- A. Additional business meetings may be called by the President subject to approval by a majority vote of the Executive Council, or by written request of at least 25 members of the Association.
- B. Notice shall be sent to the Membership at least ten days prior to the meeting date, and shall include date, time, place and agenda.
- C. A quorum at a business meeting shall consist of the voting members present.
- D. Any item requiring a vote by the members shall carry by a simple majority.

Article VIII – Committees

- A. Standing Committees of the Association:
 - 1. Standing Committees of the Association shall be: Audiology Issues, Budget and Finance, Bylaws, Conferences, Continuing Education, Government Regulations, Honors, Medical Issues, Membership, Nominations and Elections, Private Practice Issues, Public Relations and Marketing, Services in the Schools, Speech-Language Pathology Issues, and Standards and Ethics.
 - 2. Each Standing Committee shall be chaired by a Vice President, who must be a Member of the Association. Vice Presidents shall be appointed by the President with approval of Executive Council unless otherwise specified herein.
 - 3. The term of a committee chairperson (Vice President) shall be one year, but appointment can be renewed through the above process.
 - 4. A chairperson may select Association members to serve on the committee.
 - 5. A chairperson must submit a report of the committee's activity periodically to the Executive Council.
 - 6. Standing Committees shall maintain a corresponding section of the Association Policies and Procedures Manual.
- B. Committee on Audiology Issues
 - 1. The Committee on Audiology Issues shall represent Audiology Members and Audiology Assistants within the Association Membership. The Committee on Audiology Issues shall facilitate communication among speech-language pathologists, audiologists, and associated professionals.
 - 2. The Association Member elected to serve as the ASHA Audiology Advisory Council representative for Oklahoma will serve as the Vice President: Audiology Issues.
- C. Committee on Budget and Finance
 - 1. The most recent past Treasurer of the Association shall serve as Vice President: Budget and Finance and will chair the committee.
 - 2. The Committee on Budget and Finance shall prepare and submit to Executive Council a budget proposal for the Association's ensuing fiscal year by the end of the third quarter of each calendar year.
- D. Committee on Bylaws
 - 1. The Committee on Bylaws shall draft and recommend changes as necessary to the Association Bylaws, and Policies and Procedures Manual to Executive Council, and shall make available to the Membership official copies of the Bylaws. Vice President: Bylaws shall serve as the Association Parliamentarian.
- E. Committee on Conferences

1. The Committee on Conferences shall consist of the 1st Vice President, who shall serve as Vice President: Conferences and will chair the committee; the 2nd Vice President; and the most recent past 1st Vice President.
 2. The Committee on Conferences shall plan and arrange for Association Conferences and Membership Meetings.
- F. Committee on Continuing Education
1. The Committee on Continuing Education shall oversee the administrative procedures necessary for obtaining ASHA approval of Continuing Education credit.
 2. Vice President: Continuing Education shall serve as chair of the committee, and as the ASHA Continuing Education Consultant.
- G. Committee on Government Regulations
1. The Committee on Government Regulations shall communicate and advise the Executive Council and Association membership on issues that may affect the professions and the delivery of speech and hearing services to the public, including licensure, certification, accreditation and other professional regulations. The committee will maintain a working relationship with governmental and regulatory bodies.
- H. Committee on Honors
1. The Committee on Honors shall recommend to Executive Council recipients for Association honors and awards. The Committee shall also oversee the process of awarding scholarship funds. These functions shall be in accordance with procedures set forth in the Association Policies and Procedures Manual.
- I. Committee on Medical Issues
1. The Committee on Medical Issues shall facilitate communication between all disciplines in medical speech-language pathology and audiology, and will promote involvement with other related organizations and agencies.
 2. Vice President: Medical Issues shall serve as the ASHA State Advocate for Reimbursement (STAR) and State Advocate for Medicare Policy (STAMP) or their equivalencies.
- J. Committee on Membership
1. The Committee on Membership shall promote the Association and encourage all eligible persons in the state of Oklahoma to become members. It shall also exercise general supervision over matters relating to membership.
- K. Committee on Nominations and Elections
1. The Committee on Nominations and Elections shall consist of the most recent past president, who shall serve as Vice President: Nominations and Elections; and two additional members. Each year, one Association member shall be elected to serve a two-year term.
 2. The Committee on Nominations and Elections will conduct the nomination and election procedures as set forth in the Association Policies and Procedures Manual.
- L. Committee on Private Practice Issues
1. The Committee on Private Practice Issues shall facilitate communication between speech-language pathologists and audiologists in private practice. The committee will maintain a working relationship with state and national agencies and other third-party payers.
- M. Committee on Public Relations and Marketing
1. The Committee on Public Relations and Marketing shall create and implement a plan that builds awareness of and promotes the Association's activities and projects to the public.
- N. Committee on Services in the Schools
1. The Committee on Services in the Schools shall foster relationships between the Association and service providers and administrators in all school settings.
 2. Vice President: Services in the Schools shall also serve as the ASHA State Education Advocacy Leader (SEAL) or its equivalency.

- O. Committee on Speech-Language Pathology Issues
 - 1. The Committee on Speech-Language Pathology Issues shall represent Speech-Language Pathology Members and Speech-Language Pathology Assistants within the Association Membership. The Committee on Speech-Language Pathology Issues shall facilitate communication among speech-language pathologists, audiologists, and associated professionals.
 - 2. The Association Member elected to serve as the ASHA Speech-Language Pathology Advisory Council representative for Oklahoma will serve as the Vice President: Speech-Language Pathology Issues.
- P. Committee on Standards and Ethics
 - 1. The Committee on Ethics shall administer the Association's Code of Ethics and shall promote the establishment and maintenance of the Association's professional standards.

Article IX – Parliamentary Authority

The official authority on all matters of parliamentary procedure not specified in these Bylaws shall be the latest edition of *Roberts Rules of Order Newly Revised*.

Article X – Amendments

These Bylaws may be amended by either of the following procedures:

- A. By the Executive Council, pursuant to notice in the call of a meeting, upon a two-thirds vote of the Executive Council members. Any amendment involving the privileges of membership shall, after the required Council approval, be submitted to members for a vote and shall require for adoption a two-thirds vote of those members voting within 21 days from the distribution of the ballot; Or
- B. By written petition by a member of the Association submitted to Executive Council and adopted by a majority vote of the Executive Council members voting at that meeting, except amendments involving a matter involving the privileges of membership, which shall be submitted to the members for a vote as prescribed in the previous section.

Article XI – Code of Ethics

The Code of Ethics of the Association shall be established by Executive Council and approved by the Membership.

Article XII – Nondiscrimination Statement

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 the Association shall be conducted in furtherance of this policy.

Article XIII – Indemnification

- A. Board of Directors. The Board of Directors shall be composed of: President, President-Elect, 1st Vice President, and Treasurer of the Oklahoma Speech-Language-Hearing Association.

- B. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an officer or agent of the corporation, or is or was servicing at the request of the corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonable believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- C. Nonexclusive. The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the membership, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- D. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

Approved [DATE]