

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

## **ARTICLE I**

### **Name**

The name of this Association shall be the Wisconsin Speech-Language Pathology and Audiology Professional Association, Inc., and shall be referred to in this document as WSHA-P. WSHA-P is a Wisconsin nonstock corporation that is recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code. WSHA-P is a new organization, but it is carrying on many of the purposes and operations of the organization formerly known as the Wisconsin Speech-Language Pathology and Audiology Association, Inc (“WSHA”). The transition from WSHA to WSHA-P is addressed further in Article XIV.

## **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; and
- 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.

**Section 2. Nondiscrimination Policy.** WSHA-P shall not discriminate on the basis of race, national origin, religion, age, gender, sexual orientation, or disability. All programs and activities of WSHA-P 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-P Code of Ethics, as amended from time to time.

## **ARTICLE IV**

### **Membership**

#### **Section 1. Categories of Membership.**

- a. The membership of WSHA-P 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 Section IV.2. Eligible individuals may become a member by submitting the requisite membership application and paying the annual dues in accordance with Section IV.4.
- b. Notwithstanding anything to the contrary in Section 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. A “Student Member” is a person currently enrolled as a full-time student in a college or university within the State of Wisconsin, who is majoring in communicative disorders, speech-language pathology, audiology or related disciplines.
- d. An “Honorary Member” is an individual who, by virtue of long-term affiliation with WSHA-P, significant contribution to the profession or other criteria as stated in the Association’s Policies and Procedures is eligible to apply for Honorary Membership. Annual dues shall be waived in perpetuity. The Regular Members and the Honorary Members are referred to in these Bylaws as the “Voting Members.”

**Section 3. Rights and Privileges**

- a. The rights and privileges of WSHA-P 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-P 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-P, and receive copies of all WSHA-P publications intended for members.

**Section 4. Dues of the Members**

- a. The annual dues of WSHA-P 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 Section 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 Section 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-P 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-P in order to be counted.
  - 4. The votes cast by written ballot equals or exceeds the quorum required under Section 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-P. 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-P.** WSHA-P shall have the following officers:

- President
- President-Elect (who will become President) or Immediate Past President, as set forth in Section 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 Section 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.
- c. Except as provided in Section V.6., in the event that any officer is unable to complete his/her term, the Board shall appoint an officer pro-tem for the vacant position until the next Annual Meeting of the Membership.

**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 Section 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 Section 5.3..

**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-P 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 Section 5.3. 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-P's finances.
- e. The Vice-President of Communications is responsible for the ongoing management of WSHA-P's communications.
- f. The Vice-President of Governmental Affairs coordinates the grassroots advocacy activities of WSHA-P and serves as liaison with WSHA-P's lobbying services.
- g. The Vice-President of Health Care Services is responsible for leading and/or supporting all WSHA-P 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-P 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-P activities related to the practice of audiology in Wisconsin.
- k. The Vice-President of Membership is responsible for recruiting and retaining members of WSHA-P.

**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 Sections 5.3 and 5.4. The President shall be replaced as provided for in Sections 5.6.b or 5.6.c, as applicable. The Immediate Past President shall not be replaced, unless otherwise determined by the Board, consistent with Section 5.6.c.

**ARTICLE VI  
Executive Board**

**Section 1. General Powers.** The management, control and operation of the affairs and properties of WSHA-P 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-P.
- b. recommendations on issues to be included as agenda items for Board meetings.
- c. action on behalf of WSHA-P 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-P, as set forth in Section 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 are present, those members present may adjourn the meeting from time to time without further notice.

**Section 4. Meeting.** The Board shall meet no less than quarterly. Special meetings may be held at any other times, when necessary, 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-P 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-P 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-P, 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 Immediate Past President as applicable, and the President’s choice of one the Vice Presidents.

**Section 2. Member Committees.** WSHA-P 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-P.

**ARTICLE VIII**  
**Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Executive Board Members may authorize any officer or officers, agent or agents of WSHA-P, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of WSHA-P, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of WSHA-P will be signed by such officer or officers, agent or agents of WSHA-P and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the VP- Finance and countersigned by the President or a Vice-President.

**Section 3. Deposits.** All funds of WSHA-P will be deposited from time to time to the credit of WSHA-P in such banks, trust companies or other depositories as the Board determines.

**Section 4. Books and Accounts.** WSHA-P will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, WSHA-P will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

**ARTICLE IX**  
**Operations**

**Section 1. Policies and Procedures.** The Board shall establish policies and procedures that govern the day to day operations of WSHA-P 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-P. 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 X**  
**Indemnification**

WSHA-P 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-P may also maintain insurance to fund its obligations hereunder.

**ARTICLE XI**  
**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-P 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-P is to generate prudent returns while maintaining necessary cash flow balances for annual operations. WSHA-P 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 XII**  
**Amendments**

These Bylaws may be amended or repealed and new bylaws adopted upon the approval of two-thirds (2/3) of the Voting Members present at a duly convened Annual Meeting or special meeting, or by written ballot; provided that notice of the meeting is given stating the proposed amendment, repeal or new bylaws to be considered or that the written ballot is conducted consistent with Article IV, Section 5.g.5. Any Voting Member may propose an amendment of the Bylaws by submitting it in writing to the Board. Revisions may be proposed to the Membership by (i) the Board or (ii) upon the signed request of at least twenty-five (25) Voting Members. Amendments proposed by the Voting Members under (ii), above, must be presented to the Membership within thirty (30) days of their presentation to the Board. All proposed amendments to the Bylaws shall be presented in writing to the Voting Members at least thirty (30) days before subject to a vote.

**Article XIII**  
**Fiscal and Membership Year**

The fiscal year of WSHA-P shall be July 1 – June 30. The fiscal year shall also be the “Membership Year.”

**Article XIV**  
**Transition Issues**

Upon the approval of the Board, these initial Bylaws shall become effective as of July 1, 2005. The officers that were elected for WSHA on April 16, 2005 shall immediately become officers of WSHA-P and take office on the same day. WSHA shall adopt restated articles of incorporation and bylaws, which will allow it to continue to operate to support the educational activities of WSHA-P.

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