**ARTICLE I**

**Name**

The name of this organization shall be:

SPEECH AND HEARING ASSOCIATION OF ALABAMA

hereinafter referred to as the Association, or SHAA.

**ARTICLE II**

**Purposes**

The purposes of this association shall be to

* encourage study of the processes of human communication and related physiology;
* encourage study in the area of the education of the hearing impaired;
* promote the investigation and prevention of disorders of human communication/swallowing and related disorders;
* foster improvement of the therapeutic practices with such disorders;
* promote the appropriate academic and clinical preparation of the professions’ practitioners;
* encourage the maintenance and enhancement of current knowledge and skills in the professions’ practitioners;
* stimulate exchange of information among such persons thus engaged and

disseminate such information;

* advocate the rights of persons with communication/swallowing and related disorders; and
* promote the individual and collective professional interests of the Members of the Association.

**ARTICLE III**

**Membership**

Section 1.        Classes of Membership

The membership of this association shall consist of six classes:
Full, Associate, Student, Sustaining, Life, and Corporate Contributing.

a.         Full members must hold

(1) A graduate degree with 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.

b.         Associate members will include

(1) Professional individuals holding a bachelor’s degree in any one of the communicative disorders areas, including education of the hearing impaired,

(2) Para-professional individuals assisting in the delivery of services to the communicatively handicapped, or

(3) Those individuals interested in the field of communicative disorders such as physicians, psychologists, special educators, vocational rehabilitation councilors, etc.

c.         Student members will include graduate and undergraduate students in the field of communicative disorders.

d.         Sustaining members will include individuals wishing to make financial contributions to sustain and enhance the professional organization.

e.         Life members must

1. Have attained the age of 65, and
2. Have been a Full member for 10 consecutive years immediately prior to attaining age 65, and
3. Apply for Life Member status through application to the Executive Board.

f.          Corporate Contributing members will include businesses or corporations wishing to support the work of the Association through corporate contributions. The amount required for corporate contribution membership status shall be determined by the Executive Board.

Section 2.        Voting Eligibility

Voting privileges in the Association shall be held by Full Members.

Section 3.        Dues

The dues of the Association shall be recommended by the Executive Board and approved by vote of the Full membership. A majority of votes cast is required for approval. Dues are payable January 1 and delinquent after April 1 of the year to which the dues apply.

The Membership Secretary may submit proposals to the Executive Board to revise the dues structure in order to recruit first-time members to the Association. The proposed revision must be approved by a three-fourths (3/4) vote of the Executive Board.

Section 4.        Termination from Membership

Membership in this professional association shall be terminated for nonpayment of dues or violation of the Code of Ethics, following recommendation by the Ethical Practices Committee and the Executive Board.

Section 5.        Nondiscrimination

The Association shall not discriminate on the basis of race, national origin, ethnicity, religion, age, sex, sexual orientation, gender expression/gender identity identification, or handicapping condition, or veteran status. All programs and activities shall be conducted in furtherance of this policy.

**ARTICLE IV**

**Officers**

Section 1.        Officers

The elected officers shall be:

President; Vice-President for Convention; Membership Secretary; Recording Secretary; Treasurer; Councilor for Audiology; Councilor for Speech-Language Pathology; and Councilor for School Affairs.

The appointed officer shall be:  Vice-President for Governmental Issues

Section 2.        Eligibility of Candidates for Offices

Officers shall be selected from the Full membership and duly installed by the Executive Board.

All Full members of the Association are eligible to hold elected and appointed offices provided they have maintained Full membership in the Association for a minimum of one year and are a current resident of the State of Alabama.

Section 3.        Duties of Officers

a.         The President shall be the chief executive officer and shall

1. Appoint, with the concurrence of the Executive Board, the Vice-President for Governmental Issues and Committee Chairpersons.
2. Inform Chairpersons of members who have volunteered to serve on committees, consult with the Committee Chairpersons regarding the selection of the additional committee members, and serve as an ex-officio member of all committees.
3. Create special committees and task forces as necessary to accomplish the purposes and goals of the Association. Chairpersons and members shall be selected as above.
4. Schedule, arrange for, and preside over all meetings of the Board and shall preside at meetings of the Association.
5. Keep the Executive Board informed of all matters regarding the business of the Association and shall propose policies and practices.
6. Serve as the official representative of the Association in its interactions with other organizations, groups, elected officials and legislative bodies.
7. Act as liaison between the Executive Board and those persons providing contracted services to the Association.
8. Appoint a Parliamentarian and Director of Publications (See Article VIII.) each for a two-year period, subject to the approval of the Executive Board.
9. Appoint a Director of Continuing Education with concurrence of the Executive Board.  (See Article IX)
10. Appoint a Vice-President for Governmental Issues for a two-year period, subject to the approval of the Executive Board.
11. Write a summary of his/her administration.

b.         The Vice-President for Convention shall

1. Assist the President.
2. Act as Chairperson of the Association’s Convention Committee which will recommend convention dates, sites, and programs for approval by the Executive Board.

c.         The Vice-President for Governmental Issues shall

1. Be a state advocate who will develop relationships with outside agencies, such as the State Board of Education, lobbyists groups, and Congressional representatives to educate persons on speech and hearing problems and current issues within the professions at large.
2. Help to acquire and retain a lobbyist for SHAA.
3. Help to establish a Political Action Committee (PAC)
4. Conduct grassroots meetings across the state to solicit members’ feedback regarding legal and regulatory issues
5. Utilize SHAA’s SEAL (State Education Advocacy Leader) and STAR (State Advocates for Reimbursement) when requiring information from ASHA
6. Refer to the Strategic Plan and attempt to meet goals as described in this document.

d.         The Recording Secretary shall

1. Record and file the minutes of the regular meetings including those of the Executive Board.
2. Handle the appropriate correspondence of the Association, with the assistance of the Executive Director and with final approval through the President.
3. Collect and compile the annual reports of all committees of the Association for presentation to the Executive Board.

e.         The Membership Secretary shall serve as Chairperson of the Association’s Membership Committee and be responsible for the duties described in Article VII, Section 2b.

f.          The Treasurer shall be the chief financial officer of the Association, and shall

1. Monitor all financial transactions
2. Assist the Executive Director in preparing an annual budget to be approved by the Executive Board.
3. Report the financial state of the Association at all regular meetings, including those of the Executive Board.

g.         The three SHAA Councilors shall represent the best interests of the Association by serving on the Executive Board and by assuming responsibilities as directed by the President.

Section 4.        Rights of Officers

The elected and appointed officers hold the primary decision-making authority of the Association, and, as such, hold official voting rights.  See Article V, Section 1.“Executive Board Members.”

Section 5.        Terms for Officers

The terms for elected and appointed officers shall be two years.

Section 6.        Executive Director

In order to facilitate smoother operations and furtherance of the goals of the Association, SHAA may contract with an individual or agency for the services of an Executive Director.

1. The Executive Director shall be a non-voting member of the Executive Board. In the event that the Executive Director concurrently holds another SHAA office (or offices), any voting privileges on the Executive Board pertaining to said office(s) shall be foregone while serving as Executive Director.
2. Selection of an Executive Director shall be conducted in keeping with the terms for review of the current Executive Director. When a new Executive Director is sought by the Executive Board, public notice of the opening shall be posted for at least 30 days on the SHAA web site prior to an interview period. (In case this time frame cannot be adhered to, an Interim Executive Director may be selected with approval of two-thirds of the entire Executive Board.) While the SHAA President may screen potential applicants or appoint a committee to do so, interviews of final applicants shall be conducted face-to-face at a meeting of the Executive Board. A two-thirds majority of the Executive Board is required for selection of the Executive Director.
3. The Executive Director’s duties, salary, and review procedures shall be specified in a contract signed by the SHAA President and SHAA Vice-President following approval by the Executive Board, and shall be signed by the SHAA Executive Director.

**ARTICLE V**

**Executive Board**

Section 1.        Executive Board Members

The Executive Board shall consist of the following:

President; Immediate Past-President; Vice-President for Convention; Vice-President for Governmental Issues; Membership Secretary; Recording Secretary; Treasurer; Councilors for Speech-Language Pathology, Audiology, and School Affairs.

Section 2.        Executive Board Duties

The Executive Board shall have its specific responsibilities.

1. The approval of all committee chairpersons and the monitoring of committee activities.
2. The approval of reports presented by committee chairs and officers.
3. The approval of the annual budgetary request submitted by the Treasurer.
4. The approval of dates, sites, and programs for conventions submitted by the Vice-President.
5. The consideration of changes in the Association’s dues, constitutional amendments, etc., which must be submitted to the Full membership for approval.
6. The approval of a Vice-President for Governmental Issues who will serve for a two-year period.
7. The approval of a Director of Publications who will serve for a two-year period in an advisory non-voting capacity.
8. The approval of a Parliamentarian who will serve for a two-year period in an advisory non-voting capacity.
9. The approval of a Continuing Education Director who may serve at the discretion of the current SHAA President with no limitation on the allowable number of years of service in an advisory, non-voting capacity.
10. The approval of a public member Parent Advocate who will serve for a two-year period    in an advisory, non-voting capacity.
11. The approval of a Student Advocate who will serve for a one-year term in an advisory, non-voting capacity.  The Student Advocate will be selected from the universities on a rotating basis.
12. The consideration of recommendations by the Ethical Practices Committee in regard to termination of membership.

Section 3.        Attendance at Executive Board Meetings

In addition to the Executive Board Members listed in Article V, Section 1, the Director of Publications, the Continuing Education Director, the Parliamentarian, the Parent Advocate, and Student Advocate will attend all Executive Board meetings in an advisory, non-voting capacity.  All Committee Chairs may attend all Executive Board meetings in an advisory, non-voting capacity.

**ARTICLE VI**

**Nominations and Elections**

Section 1.        Nominations

Members of the Association may suggest persons to be considered for offices of the Association. In preparing a ballot for election, the Nominations and Elections Committee shall consider persons suggested to them.

Section 2.        Elections

Officer elections shall be held every other year. ABESPA elections shall be held every year. Elections shall be by written ballot which shall include electronic ballots and shall be held prior to the spring meeting of the Association. It is understood that all elections shall be one voting member, one-vote, and shall be conducted to as to ensure general confidentiality and integrity in the process. A plurality of votes cast is required. The Association shall elect a President-Elect; a Vice-President-Elect for Convention, a Membership Secretary-Elect, a Recording Secretary-Elect, a Treasurer-Elect, a Councilor for Speech-Language Pathology-Elect, a Councilor for Audiology-Elect, and a Councilor for School Affairs-Elect. A year later, these Officers-Elect shall assume the offices of President, Vice-President for Convention, Membership Secretary, Recording Secretary, Treasurer, Councilor for Speech-Language Pathology, Councilor for Audiology, and Councilor for School Affairs. The Officers-Elect shall be invited to all Executive Board meetings as observers. An officer-elect may also hold a regular office during the elect period.

 Section 3.        ABESPA Members

a.         Consumer Position.

At least three nominees for the Consumer position on the Alabama Board of Examiners in Speech Pathology and Audiology shall be selected by the Executive Board and transmitted by the President of the Association to the Governor of Alabama before April 1, of the year the vacancy occurs.

b.         Professional Positions.

At least three speech-language pathologists and at least three audiologists who meet the qualifications for Alabama Board of Examiners for Speech-Language Pathology and Audiology shall be selected at large by the Association in an annual election. Those nominees shall be those receiving the highest number of votes from a slate of at least ten candidates in Speech-Language Pathology and ten candidates in Audiology. Names of the top three speech-language pathologists and the top three audiologists shall be transmitted to the Governor of Alabama by the President of the Association. From these nominees, the Governor may select persons to fill vacancies which occur on the Board of Examiners. The ballot containing the list of nominees shall indicate which persons have previously served on the Board of Examiners. The nominees may also hold office or be candidates for offices in the Speech and Hearing Association of Alabama.

Section 4.        Un-expired Terms

The office of the President shall be filled by the President-Elect.

The office of the Vice-President for Convention shall be filled by Vice-President for Convention-Elect.

The office of the Vice-President for Governmental Issues shall be filled by appointment by the SHAA President with majority approval of the SHAA Executive Board.

The office of the Membership Secretary shall be filled by the Membership Secretary-Elect.

The office of the Recording Secretary shall be filled by the Recording Secretary-Elect.

The office of the Treasurer shall be filled by the Treasurer-Elect.

The office of the Councilor for Speech-Language Pathology shall be filled by the Councilor for Speech-Language Pathology-Elect.

The office of the Councilor for Audiology shall be filled by the Councilor for Audiology-Elect.

The office of Councilor for School Affairs shall be filled by the Councilor for School Affairs-Elect.

The positions of President-Elect, Vice President for Convention-Elect, Membership Secretary-Elect, Recording Secretary-Elect, Treasurer-Elect, Councilor for Speech-Language Pathology-Elect, Councilor for Audiology-Elect, Councilor for School Affairs-Elect shall be filled at the next regular election, taking office that same year. In the event that an office is vacated during the interim period without an Officer-Elect, the highest-ranking officer shall appoint a person to complete the un-expired term.

Section 5.        Removal from Office

Any officer may be removed from office by a three-fourth (3/4) vote of the Board. The Board shall provide sixty days written notice, delivered by certified mail, of its intention to vote on removal and shall meet in person to consider such action. The Board member who is the topic of such a vote may request a fair hearing before the Board.

**ARTICLE VII**

**Committees**

Section 1.        Committee Chairpersons

Committee Chairpersons shall be appointed by the President upon approval by the Executive Board for the duration of the President’s term. It is the responsibility of the Committee Chairperson to report the activities of the Committee to the Executive Board. Committee members shall be appointed by the Committee Chairperson in consultation with the President and shall serve until a new Chairperson is appointed. Members of the Association may volunteer and shall be allowed to be considered to serve on any committee of the Association.

Section 2.        Standing Committees and their Duties

a.         There shall be a Legislative Committee whose duties shall be:

(1)     To inform the membership about matters concerning state legislation that pertains to the profession.

(2)     To initiate new state legislation concerning speech and hearing proposed by the majority of SHAA members.

b.         There shall be a Membership Committee whose chairperson shall be the Membership Secretary and whose duties shall be:

(1)     To recruit members (Full, Associate, Student, and Sustaining) for SHAA.

(2)     To issue invitations for membership to eligible persons in Alabama.

(3)     To keep the Director of Publications informed of new members.

(4)     To keep a current record of the membership and statistical data on the Members’ professional affiliations.

(5)     To report to the membership at all regular meetings of the Association.

(6)     To edit the SHAA Membership Directory with the SHAA Executive Director.

c.         There shall be a Comprehensive Health and Education Planning Committee whose duties shall be:

(1)     To keep the membership abreast of current information on Federal and State Health Programs such as Medicare and Medicaid in terms of referral processes providing services and payment for services.

(2)     To keep the membership abreast of current information available from the Alabama Departments of Education and Public Health.

(3)     To provide information about the profession to the appropriate federal and state agencies.

(4)     To reflect upon and interpret ASHA’s activities relative to these areas of health and education.

d.         There shall be a Convention Committee, chaired by the Vice-President for Convention whose duties shall be:

(1)     To select the dates, site and general programs of the annual convention and any activity offered for continuing education for approval by the Executive Board.

(2)     To present the committee’s proposals to the Executive Board no later than nine months prior to the proposed meeting date.

(3)     To select a local arrangements committee which shall work in conjunction with the Executive Director.

(4)     To select final program, participants, guest speakers, and in consultation with the Treasurer, make necessary and appropriate financial commitments.

(5)     To publicize the convention meetings with agencies and other professional groups.

e.         There shall be a Committee on By-Laws and Organization consisting of at least five members including at least two past-elected officers of the Association. The Parliamentarian shall serve on the committee as an ex-officio member. The committee shall study proposed amendments to or revisions of the by-laws as submitted by the members, review the structure and organization of the Association, and render suggestions that will allow for more efficient operation of the Association’s responsibilities to the membership.

f.          There shall be a Nominations and Elections Committee to conduct nominations and elections of the Association. The committee shall be composed of four members: The chair of the committee who is the Immediate Past President, the President, and two members at large selected by the committee chair.

g.         There shall be an Ethical Practices Committee to process charges of violations of the Code of Ethics of the Association, reporting their recommendations to the Executive Board for action, as needed. This Committee shall review the Code of Ethics and recommend changes to the Committee on By-laws and Organization, which shall in turn report them to the Executive Board for consideration.

h.         There shall be a Public Information Committee composed of SHAA Councilors. The chairperson shall be elected by the SHAA Councilors. Additional committee members may be appointed as needed. The duties of the committee shall be:

(1)        To disseminate information to professionals and the general public, and

(2)        To coordinate the activities of Better Hearing and Speech Month, etc.

* 1. There shall be a Diversity, Equity, and Inclusion (DEI) Committee whose purpose is:
		1. To provide resources to speech-language pathologists and audiologists working
			+ 1. in culturally-linguistically diverse communities,
				2. with individuals with diverse abilities, and
				3. with LGBTQIA+ -identified persons.
		2. To provide education and training about
			+ 1. culturally-linguistically response practices (for SLPs, AUDs, CSD Faculty, etc.),
				2. working with clients and teaching students with different abilities,
				3. working with clients and teaching CSD students who identify with LGBTQIA+
		3. To engage in outreach to culturally-linguistically diverse communities (in attempts to ignite awareness).
		4. To determine/assist in developing holistic approaches for admissions to graduate SLP and AUD programs.
		5. To establish scholarships for under-represented groups in undergraduate and/or graduate SLP and AUD programs.

Section 3.        Special Committees

Special committees shall be appointed by the President as needs arise and shall serve until terminated by the Executive Board or by the end of the President’s term, whichever comes first. Upon its termination the Committee Chairperson must submit to the Executive Board a written report of the Committee’s activities.

**ARTICLE VIII**

**Publications**

There shall be a Board of Publications, and the Director of Publications shall be selected by the President, with the concurrence of the Executive Board. The Director will serve for a period of two years and may select editors and assistants to edit such publications as approved by the Executive Board. These may include, but not be limited to, a journal, a newsletter, and a directory.

**ARTICLE IX**

**Continuing Education**

Section 1.  Director of Continuing Education

There shall be a Director of Continuing Education appointed by the SHAA President with the approval of the Executive Board with no limitation on the allowable number of years of service.  The Director of Continuing Education will attend Executive Board meetings in an advisory, non-voting capacity.

Section 2.  Duties

The duties of the Director of Continuing Education are to ensure that ASHA Continuing Education Units (CEUs) (and other professional agencies’ Continuing Education approvals, as appropriate) are offered for the annual SHAA Convention and other professional development events which either SHAA or a cooperating entity initiates.

Section 3. Continuing Education Committee

The Director of Continuing Education may establish a Continuing Education Committee and serve as its Chair.  The members of the committee are to be selected by the committee Chair in consultation with the SHAA President.

**ARTICLE X**

**Meetings**

There shall be a minimum of one general membership meeting each year, with the dates, duration, and place to be determined by the Vice-President’s Convention Committee, and approved by the Executive Board.

There shall be a minimum of two Executive Board meetings each year, with the time and place to be determined by the President.

All meetings of the Association shall be in compliance with Robert’s Rules of Order in all cases to which they are applicable, and in which they are not inconsistent with the By-laws of this Association, and enforced by the Parliamentarian.

A quorum at a business meeting shall be the number of members present at the time of voting.

**ARTICLE XI**

**Code of Ethics**

It is the position of the Speech and Hearing Association of Alabama to preserve integrity and ethical principles in the practice of Speech-Language Pathology and Audiology. The Code of Ethics of the Speech and Hearing Association of Alabama are the same as the Code of Ethics of the American Speech-Language-Hearing Association which all members will abide by.

This material is referenced as: American Speech-Language-Hearing Association. (2023). Code of Ethics [Ethics]. Available from www.asha.org/policy/

**ARTICLE XII**

**Amendment Provision**

Section 1.        Non-Substantive Changes

Aspects of these By-Laws not affecting content (e.g., clerical and grammatical errors, terms which become obsolete, formatting, etc.) may be revised by the Executive Board without a vote of the Members.

Section 2.        Substantive Changes

Proposed substantive amendments to the By-Laws may be initiated by the membership by submitting proposals to the Committee on By-Laws and Organization for study and formulation. The Committee on By-Laws and Organization**,** after a majority vote, may submit amendments to the membership by either of the following methods:

1. Following approval of the Executive Board, individual notice of the proposed amendments or revisions must be provided to each Full member. The proposed changes to the By-laws shall be posted to the website for the general membership for at least 30 days. After thirty days, a vote will be obtained from those members. A two-thirds majority of votes cast is required for approval.
2. At the annual meeting of the Association, a two-thirds majority of those members voting may amend the By-Laws, provided the Full membership has been individually notified of the proposed amendments or revisions and the date of election at least thirty days prior to the balloting.

**ARTICLE XIII**

**Limitations of Liability and Indemnification**

Section 1.        Limitation of Liability

Nothing herein shall constitute members of the Association as partners for any purpose. No Member, Board Member, Director, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other Member, Board Member, Director, agent or employee of the Association, nor shall any Member, Board Member, Director, agent or employee of the Association be liable for his/her act or failure to act under this chapter and By-Laws except for acts or omissions arising from his/her own willful misfeasance.

Section 2.        Indemnification

The Association shall indemnify and hold harmless each Member, Board Member, Director, agent or employee from and against all claims and liabilities, whether the same are settled or proceed to judgment to which sum capacity or capacities heretofore enumerated or by reason of any action alleged to have been theretofore or hereafter taken or omitted by him/her in such capacity, and shall reimburse (to the extent not otherwise reimbursed) each such person for all legal and other expenses, including the cost of settlement reasonably incurred by him/her in connection with any such claim, liability, suit, action or proceeding, provided, however, that no such person shall be indemnified against or be reimbursed for liabilities, costs or expenses incurred in connection with any claim or liability or treatise or prospective thereof based upon or arising out of his/her own willful misconduct or gross negligence in the performance of his/her duties. The right accruing to any person under the provisions of this section shall not exclude any other rights to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case, even though not specifically herein provided for.

Amended February 16, 2022; August 25, 2023