

## **Bylaws (Approved July 27 2021)**

### **North Suburban Speech and Language Association**

#### **ARTICLE I – NAME**

**Section 1.** The name of the organization shall be North Suburban Speech and Language Association (“NSSLA”).

#### **ARTICLE II – PURPOSES**

**Section 1. Exempt Purpose.** As further explained in these Bylaws, the North Suburban Speech and Language Association is organized for only those purposes allowed under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

**Section 2. Specific Purpose.** In recognition of the responsibilities of NSSLA to the public, the professions and the membership, its purpose shall be to:

- A. Present continuing education opportunities in order to provide current information and research related to the practice of speech-language pathology and audiology.
- B. Offer members the ability to network with other speech-language pathologists and audiologists in the north suburban area of Chicago.
- C. Work with the Illinois Speech-Language-Hearing Association (ISHA) to facilitate the provision of at least 10 contact hours per year toward Illinois State Licensure and the American Speech-Language-Hearing Association (ASHA) Continuing Education Units (CEUs). This is equivalent to 1.0 CEUs.
- D. Encourage scientific study of the processes of speech, language and hearing.
- E. Support investigation of disorders of speech, language and hearing.
- F. Promote the advancement of clinical procedures in the diagnosis and treatment of speech, language and hearing disorders.
- G. Foster and exchange of information within the membership.
- H. Promote the growth of services for persons with communicative disorders.
- I. Serve as a recognized area group of the Illinois Speech-Language-Hearing Association and meet the established requirements to serve in that capacity.
- J. Support community efforts related to improving speech and language abilities.

#### **ARTICLE III – MEMBERSHIP**

##### **Section 1. Eligibility**

- A. All persons who are certified and/or licensed in the area of speech-language pathology or audiology shall be eligible for full rights of members in NSSLA.
- B. All persons who are completing their clinical fellowship year in speech-language pathology or audiology shall be eligible for membership.

## **Section 2. Application and Admission to Membership**

- A. There shall be no discrimination against any member or applicant for membership due to race, religion, creed, color, gender, age, disability, ethnic origin, sexual orientation, marital status, or any other characteristic protected by the laws of the United States or of the State of Illinois.
- B. A member shall be considered in good standing if that member remains eligible for membership and is current in the payment of all annual fees.

## **Section 3. Rights and Duties of Membership**

- A. The rights and duties of all members shall be determined by the Board of Directors.
- B. All paid/current members shall have the right to participate in any or all CEU programs provided by NSSLA.
- C. All paid/current members shall have the right to vote in NSSLA elections for Board President/Co-Presidents, Recording Secretary, Communication Secretary, Treasurer, and Programming Chair(s).
- D. Changes to the bylaws are voted upon solely by the Board of Directors.
- E. The President/Co-presidents have decision making authority on membership policies and procedures.
- F. Members must agree to abide by the Code of Ethics of ASHA.

## **Section 4. Duration of Membership**

- A. Payment of Annual Membership Dues constitutes membership for the current year. All rights, privileges, and interests of a member shall cease upon termination of membership.
- B. Neither membership nor the rights and privileges of membership shall be transferable.

## **ARTICLE IV – FISCAL YEAR AND DUES**

### **Section 1. Fiscal Year**

- A. The fiscal year shall be August 1st through July 31st.
- B. Revenues shall be managed with fiscal prudence solely for the purposes as described in Article II.

### **Section 2. Dues**

- A. The annual dues for members shall be determined by the Board of Directors.
- B. The schedule for dues payment shall be determined by the Board of Directors.
- C. The President/Co-Presidents may establish procedures for dues waivers and refund of dues.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Responsibilities.** The group empowered and required to administer the affairs of NSSLA shall be known as the Board of Directors. Actions of the Board of Directors

shall be reported to the membership at regularly scheduled business meetings or through electronic communication.

**Section 2. Authority.** The governing body of NSSLA shall be the Board of Directors which, subject to limitations by statute and these Bylaws:

- A. shall fulfill their responsibilities as defined by the position descriptions provided by the President/Co-Presidents; and
- B. shall serve as voting members of the Board of Directors for the purpose of approving policy as presented by the Executive Committee (as defined by Article VI, Section 1).

**Section 3. Qualifications.** Any member in good standing is eligible to become a Board of Directors member.

**Section 4. Officers.** The Board of Directors shall consist of the following voting members:

**A. President/Co-Presidents:** The President/Co-Presidents shall be the chief executive officer(s) of NSSLA. The President/Co-Presidents shall be elected for a term of two years. The candidates for President/Co-President must be members of the current Board of Directors. The President/Co-Presidents may serve two consecutive two-year terms\*. There must be a minimum of one President or a maximum of two Co-Presidents.

**B. Recording Secretary:** The Recording Secretary shall be the NSSLA officer appointed to maintain the nonfinancial business records of NSSLA and the Board of Directors. The Recording Secretary shall serve for a term of two years. The Recording Secretary may serve two consecutive two-year terms\*. There will be one Recording Secretary.

**C. Communication Secretary:** The Communication Secretary shall be the NSSLA officer appointed to distribute information via email, social media, and internet, as well as be the point of contact with the webmaster/IT Coordinator. The Communication Secretary shall serve for a term of two years. The Communication Secretary may serve two consecutive two-year terms\*. There will be one Communication Secretary.

**D. Treasurer:** The Treasurer shall be the NSSLA officer appointed to oversee the ongoing financial business matters of NSSLA and to maintain necessary financial records. Financial records will be lawfully maintained. The Treasurer shall serve for a term of two years. The Treasurer must be a member of the current Board of Directors or have served on the Board of Directors within the previous five years. The Treasurer may serve two consecutive two-year terms\*. There will be one Treasurer.

**E. Programming Chair(s):** The Programming Chair(s) shall be the NSSLA officer(s) appointed to oversee the planning and implementation of the continuing education programs for NSSLA. The Programming Chair(s) shall serve for a term of two years. The Programming Chair(s) may serve two consecutive two-year terms\*. There must

be a minimum of one Programming Chair or a maximum of three Programming Chairs.

**F. Representative Councilors:** The Representatives to the Illinois Speech-Language-Hearing Association Representative Council shall be a channel of communication between NSSLA and ISHA and between NSSLA and other recognized area groups. The position is a two-year term. There are no term limits.

**G. Committee Chairs:** Any committee chairs are on the Board of Directors. The President/Co-Presidents shall provide committee chairs with a job description that specifies duties. Committee chairs will serve for a two-year term. There are no term limits.

**\*Should a potential candidate not be identified for this position, the individual currently filling this role may stay on for one additional year.**

**Section 5. Advisory Directors.** The past President/Co-Presidents, Recording Secretary, Communication Secretary, Treasurer, and Programming Chair(s) will counsel their successors for a term of five months. Each new member of the executive Committee will have one officially scheduled meeting with their predecessor during the month of August. At that time, job expectations will be reviewed and necessary files/documents will be shared. Following that training meeting, Advisory Directors will be available on an "as needed" basis for further requests of information. Advisory Directors will receive 50% reduction in their annual membership dues for that year.

## **Section 6. Nominations and Elections**

### **A. Nomination of Candidates for Office**

1. From the Board of Directors, nominees for President/Co-Presidents shall be selected and presented to the Board of Directors.
2. Each nominee shall express orally or in writing a willingness to perform the duties of the office.
3. The slate of nominees shall be presented to the membership through an Association electronic mailing at least 14 days prior to the election.

### **B. Election**

1. Election shall be by ballot of the current general membership prior to the end of the fiscal year in a manner determined by the Executive Committee.
2. The requirement for election shall be a plurality of the votes cast by members within a specified number of days after the date of distribution of the ballots as determined by the Executive Committee.
3. Results of the election shall be verified by a member of the Executive Committee who is not seeking election for positions on the Executive Committee.
4. Election results shall be posted by the secretary via email to the membership.

**Section 7. Term of Office.** All elected officers shall begin their term of office on the first day of the fiscal year (August 1).

**Section 8. Resignation.** Any Board of Directors member may resign at any time by providing written or verbal notice to the Executive Committee. Such resignation will take effect at the time specified within the notice, or if not time specified, at the time such resignation is received by the Executive Committee.

**Section 9. Conduct of Board of Directors**

- A. Frequency: At least one Board of Directors meeting is held annually.
- B. Presiding Officer: At least one President/Co-President shall preside at all meetings.
- C. Quorum: A simple majority of the current Board of Directors must be present (in-person or electronic attendance) at each meeting in order for business to be conducted.
- D. Rules of Order: A simple majority of the current Board of Directors shall be sufficient for decision making requiring a vote (in-person or electronic voting).

**ARTICLE VI**

**Section 1. Executive Committee.** The Executive Committee is comprised of the President/Co-Presidents, Communication Secretary, Recording Secretary, Treasurer, and the Programming Chair(s). The Executive Committee of the Board of Directors which, subject to limitations by statute and these Bylaws:

- A. shall have authority to present its policies or changes in policies to the Board of Directors.
- B. Shall resolve all disputes and grievances according to policies established by the President/Co-Presidents and/or the Board of Directors, whose decisions shall be final and binding upon all parties; and
- C. Shall have discretion in the disbursement of its funds.

**Section 2. Standing Committees.** Standing Committees are those committees assigned to perform the ongoing operations of NSSLA and shall report to the Board of Directors.

**Section 3. Ad Hoc Committees.** From time to time as deemed necessary for managing a specific task that concurs with the purpose of NSSLA as listed in Article I, appointment of Ad Hoc Committees and chairpersons may be made from among the membership by the Board of Directors.

**ARTICLE VII – PRESENTATIONS/WORKSHOPS AND MEETINGS OF THE ASSOCIATION**

**Section 1.** A minimum of 10 hours of continuing education programming shall be offered during each fiscal year. If an additional full-day program is offered, an additional cost will be charged. Continuing education hours will also be provided. NSSLA will share

information with the Membership annually regarding ASHA and State of Illinois requirements for continuing professional education.

**Section 2.** Each NSSLA meeting shall offer an ASHA/ISHA approved CEU program.

**Section 3.** Business meetings shall be held immediately before the start of a CE program. A simple majority of those voting members present shall be required to transact business.

## **ARTICLE VIII – AMENDMENTS AND REVIEW OF BYLAWS**

**Section 1. Proposed Amendments.** Amendments to these Bylaws may be proposed by the Board of Directors or general membership.

**Section 2. Amending Procedures.** Amendments to the Bylaws are adopted by a majority vote of the Board of Directors.

**Section 3. Bylaws:** Are posted on the NSSLA website and are available to the general membership upon request to the President/Co-Presidents.

## **ARTICLE IX – FINANCIAL MATTERS**

**Section 1. Statement of Tax-Exempt Purpose.** NSSLA is organized exclusively for the purposes specified in Article 2 of these Bylaws and any purpose appropriate for an organization defined by Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

No part of the net earnings of ISHA shall inure to the benefit of, or be distributable to its members, Board of Directors members, or other private persons, except that NSSLA shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursements for expenses advanced or incurred on behalf of NSSLA, and to make payments and distributions of furtherance of the purposes set for in these Bylaws. NSSLA is not organized for profit and shall not engage in any activities not permitted by an organization exempt from Federal income tax under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

**Section 2. Audit.** The accounts of NSSLA shall be audited not less than annually by a certified public accountant, selected by the Executive Committee, who shall provide a report to the Executive Committee.

**Section 3. Member Compensation.** NSSLA may pay reasonable amounts to members for services rendered, provided that any such fee arrangement is properly approved by a majority of the Board of Directors and duly recorded in the minutes. The standard for what

is reasonable is what would be paid for such services at arm's length under competitive conditions.

**Section 4. Board of Directors' Compensation.** Board of Directors' members shall not receive any compensation for their volunteer activities; however, they may be compensated for direct service or reimbursed for reasonable out-of-pocket expenses according to policy established by the Board of Directors. The standard for what is reasonable is what would be paid for such services at arm's length under competitive conditions. Members of the Board of Directors are exempt from payment of annual dues. A meal will be provided at an annual meeting of the Board of Directors at the expense of the organization.

#### **ARTICLE X – DISCRIMINATION**

NSSLA recognizes discrimination on the basis of race, religion, creed, color, gender, age, disability, ethnic origin, sexual orientation, or marital status to be inconsistent with its goals, purposes, and policies and with the professional and ethical responsibilities of its Members, Board Committees and Officers. All program and activities of NSSLA shall be carried out in such a manner as to be consistent with, not in adherence to, this policy.

#### **ARTICLE XI – DISSOLUTION**

In the event that NSSLA should disband or cease to exist for any reason, any cash or other assets that may be held by NSSLA shall be donated in the name of NSSLA as the Board of Directors shall so designate.

#### **ARTICLE XII – DISCLAIMER**

NSSLA is not responsible for the professional practices of any members or attendees. Our meetings are solely informational workshops accredited for professional continuing education by ASHA/ISHA. These programs are not certified training programs nor are they accredited for college/university credit.