

Bylaws (Revised as of June 2015)

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”).
- Section 2.** The Association is incorporated as a not-for-profit organization under the laws of the State of Illinois.

ARTICLE II - PURPOSES

- Section 1. Purpose.** In recognition of the responsibilities of the Association 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. As a service to the members, the Association works 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.
 - C.** Encourage scientific study of the processes of speech, language and hearing.
 - D.** Support investigation of disorders of speech, language and hearing.
 - E.** Promote the advancement of clinical procedures in the diagnosis and treatment of speech, language and hearing disorders.
 - F.** Foster an exchange of information within the membership.
 - G.** Promote the growth of services for persons with communicative disorders.
 - H.** Serve as a recognized area group of the Illinois Speech-Language-Hearing Association and meet the established requirements to serve in that capacity.
 - I.** Support community efforts related to improving speech and language abilities.
- Section 2. 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).

ARTICLE III - MEMBERSHIP

Section 1. Types of Membership

A. Regular Membership

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

B. Affiliate Membership - Affiliate membership shall be available to those individuals who are not eligible for Regular Membership and who possess an interest in human communicative processes and disorders.

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 classifications of membership shall be determined by the Board of Directors. All paid/current members shall have the right to vote in Association elections.
- B.** Bylaw changes are voted upon solely by the Board of Directors.
- C.** The President/Co-presidents have decision making authority on policies and procedures.

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 1 through July 31st.
- B. Revenues shall be managed with fiscal prudence solely for the purposes as described in Article 2.

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 the Association 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 the 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 6, Section 1).

Section 3. Qualifications. Any voting 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 the Association. The President/Co-Presidents shall be elected for a term of (2) years. There are no term limits.
- B. **Advisory Directors:** the Past President/Co-President is the immediate past president of the Association. The Past President/Co-President shall serve for a term of one (1) year as Advisory Director.

- C. Secretary:** the Secretary shall be the Association officer appointed to maintain the nonfinancial business records of the Association and Board of Directors. The Secretary shall serve for a minimum of two (2) years. There are no term limits.
- D. Treasurer:** the Treasurer shall be the Association officer appointed to oversee the ongoing financial business matters of the Association and to maintain necessary financial records. Financial records will be lawfully maintained. The Treasurer shall serve for a minimum of two (2) years. There are no term limits
- E. Programing Chair(s):** The Programing Chair(s) shall be the Association officer(s) appointed to oversee the planning and implementation of the continuing education programs for the Association. The Programing Chair(s) shall serve for a minimum term of two (2) years. There are no term limits.
- F. Representative Councilors:** the Representatives to the Illinois Speech-Language-Hearing Association Representative Council shall be a channel of communication between the Association and ISHA and between the Association and other recognized area groups. Each Representative shall serve for a minimum term of two (2) years. 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 job descriptions that specify duties.

Section 5. Nominations and Elections

A. Nomination of Candidates for Office

1. From the board of directors, nominees for President/Co-President shall be selected and presented to the Board of Directors.
2. The slate of nominees shall be presented to the membership through an Association electronic mailing at least fourteen (14) days prior to the election.
3. A written or oral statement expressing a willingness to perform the duties of the office shall be available from the nominee.

B. Election

1. Election shall be by ballot of the current general voting membership at least four weeks prior to the last membership meeting 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 (not President/Co-President).
4. Election results shall be posted via email to the membership.

Section 6. Term of Office. All elected officers shall begin their term of office on the first day of the fiscal year.

Section 7. 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 in the future, or if no time specified, at the time such resignation is received by the Executive Committee.

Section 8. 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. Rules of Order:** a simple majority of those present at Board of Directors meeting shall be sufficient for decision making.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee. The Executive Committee is comprised of the President/Co-Presidents, 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 the Association 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 purposes of NSSLA as listed in Article I, appointment of Ad Hoc Committees and chairpersons may be made from among the membership.

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.
- Section 2.** A simple majority of those present and voting shall be required to transact business
- Section 3.** Each association meeting shall offer an ASHA/ISHA approved CEU program.

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 determined by the Board of Directors.
- Section 3. Bylaws:** Are posted on the Association 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 the Articles of Incorporation and 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 Director's Compensation. Board of Director's 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 the Association 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 the NSSLA should disband or cease to exist for any reason, any cash or other assets that may be held by said Association shall be donated in the name of the Association as the Board of Directors shall so designate.

ARTICLE XII - DISCLAIMER

NSSLA is not responsible for the professional practices of any members or attendees as our meetings are solely informational workshops, not certified educational or training programs.

Adopted by the NSSLA Board of Directors October, 2008.

Revised June, 2015