

# **Bylaws of the Minnesota Speech-Language-Hearing Association**

Amended 4-8-2017

## **ARTICLE I: NAME**

The name of this organization is the Minnesota Speech-Language-Hearing Association.

## **ARTICLE II: INCORPORATION**

The Minnesota Speech-Language-Hearing Association is a Corporation organized in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317. The President of the Association serves as the Chief Executive Officer of the Corporation. The Executive Council of the Association serves as the Board of the Corporation. The Annual Meeting of the Corporation is the annual meeting of the Association, held at the Spring Convention. Minutes of the Annual Meeting will be recorded by the Vice President for Communications. A financial report of the Corporation and the Association will be presented at the Annual Meeting by the Vice President for Finance.

## **ARTICLE III: MISSION STATEMENT**

MSHA: Providing leadership that permits growth and empowerment of the professions of audiology and speech-language pathology by:

- Promoting the highest standards of practice, qualifications, and ethics.
- Stimulating the exchange and dissemination of knowledge.
- Advocating for the professions and persons with communication and related disorders.

The Minnesota Speech-Language-Hearing Association is the statewide professional organization concerned with:

1. The prevention, assessment, and treatment of communication disorders;
2. The study of normal and disordered human communication;
3. The prevention, assessment, and treatment of swallowing disorders;
4. The study of normal and disordered swallowing processes.
5. The assessment and treatment of balance disorders;
6. The study of normal and disordered balance processes.

The Minnesota Speech-Language-Hearing Association recognizes that Speech-Language Pathology and Audiology are distinct professions which are closely aligned and which have a mutual concern and interest in the individual with communication disorders.

## **ARTICLE IV: MEMBERSHIP**

### **A. Categories of Membership:**

There are six categories of membership: Member, Life Member, Associate Member, Associate Life Member, Student Associate Member, and Affiliate Member.

1. Member: Person who (1) holds a graduate degree in communication disorders; speech-language pathology; audiology; or speech, language, and hearing science; or (2) holds a graduate degree and presents evidence of active research, interest, and performance in the field of communication and/or swallowing disorders.

2. Life Member: Person who has been a full voting member in good standing and who has (1) been a member for at least ten years, reached the age of 60 years, and retired from professional practice; or (2) been a member for at least fifteen years, reached the age of 55 years, and retired from professional practice; or (3) been disabled and unable to maintain professional practice. Life membership must be approved by the Executive Council.
3. Associate Member: Person who holds a Bachelor's Degree in communication disorders; speech-language pathology; audiology; or speech, language, and hearing science. Associate Membership is not available to those who qualify for Member status.
4. Associate Life Member: Person who has been an associate member in good standing and who has (1) been an associate member for at least ten years, reached the age of 60 years, and retired from professional practice; or (2) been an associate member for at least fifteen years, reached the age of 55 years, and retired from professional practice; or (3) been disabled and unable to maintain professional practice. Associate Life membership must be approved by the Executive Council.
5. Student Associate Member: Person enrolled in a recognized educational program and preparing for a degree in communication disorders, speech-language pathology, audiology, or speech and hearing science. Persons who qualify for Member or Associate Member status may choose this category of membership if they provide documentation of their acceptance into a recognized educational program preparing them for an advanced degree.
6. Affiliate: Person or organization with an interest in the field of communication and/or swallowing disorders. This membership category is available only to persons or organizations not eligible for other categories.

Members and Life Members are entitled to all privileges of membership. Associate Members, Associate Life Members, Student Associate Members, and Affiliate Members are entitled to all privileges of membership except for voting and holding elective office.

B. Rights and Responsibilities of Members:

All Members, Life Members, Associate Members, Associate Life Members, Student Associate Members, and Affiliate Members abide by the Code of Ethics of the Association.

Membership is terminated when a member has not paid dues and/or when a member is found to be in violation of the Association's Code of Ethics.

The Association maintains a policy of non-discrimination relative to race, color, creed, religion, national origin, gender, gender identification, sex, sexual orientation, age, disability, marital status, or familial status. All programs and activities of the Association shall be conducted in furtherance of this policy.

**ARTICLE V: FINANCES**

A. Dues:

Annual dues for the membership are determined by the Executive Council, with the assistance of the Membership Committee, who is charged with the responsibility of setting dues levels, incentives and member benefits. A proposal to raise membership dues by more than 10% of established levels requires Policy Council action and approval by a two-thirds majority vote of the Policy Council members present at a Policy Council meeting

B. Fiscal Management

1. The Executive Council is responsible for expenditures of Association funds.
2. The Vice President for Finance is entrusted with the safeguarding of Association funds.
3. All recommendations for action by the Association that reflect significant budgetary implications must be approved by the Executive Council.

**ARTICLE VI: GOVERNING STRUCTURE**

The governing structure of the Association consists of the Policy Council and the Executive Council, assisted by committees of the Association and contracted persons. The Policy Council and the Executive Council may appoint Task Forces and Ad Hoc committees as necessary. Those who govern the Association are responsible to the membership; thus the members control the Association.

**ARTICLE VI (a): POLICY COUNCIL**

A. Purpose:

The Policy Council has three primary functions:

1. Members of the Policy Council serve as liaisons between the members in the regions they represent and the Executive Council.
2. The Policy Council is responsible for reviewing and revising existing policy of the Association and creating new policy (for definition see Appendix A).
3. Policy Council members assist in securing nominations for Executive Council and Policy Council positions.

**B. Leadership:**

Policy Council membership will be responsible for election of a PC Chair and Chair-Elect from Regional Representatives. With the exception of the initial year of implementation, when election for Chair and Chair-Elect will occur concurrently, elections for Chair-Elect will occur each year at the fall meeting of the Policy Council. The PC Chair and Chair-Elect will serve a term of two years in which the Chair-Elect assumes the position of Chair in their second year of service. The PC Chair elected in the initial year of implementation will serve a term of one year and the Chair-Elect will serve a term of two years, the second year in the position of Chair. The Past President of the Executive Council of Association will attend all PC meetings and will serve as an ex-officio member of the Policy Council and will assist the PC Chair with preparation of meeting agendas and information collection. The President-Elect of the Association will serve as Secretary of Policy Council meetings.

**C. Composition:**

The Policy Council consists of 21 regular representatives elected by Association voting Members from within each membership Region (see Appendix B).

Membership in a particular region is defined by a Member's work place, not home residence. Representation is proportionate to voting Membership in each Region.

**D. Implementation:**

1. Every ten years, in years ending in "0", the Policy Council shall re-evaluate the number of representatives per region:
  - a) the base number of representatives for each Region shall be determined by a ratio based on the current size of the Association.
  - b) this base number for each Region will be adjusted by the Policy Council to meet the following objectives:
    - 1) each geographic Region shall have at least one (1) representative on the Policy Council, regardless of the number of Members in that region
    - 2) approximately half of the representatives shall be from Regions A through F combined, and half from Regions GE and GW combined.
2. There is an annual election for those positions on the Policy Council which expire during the current year. A Nominating Committee, under the direction of the Past President, and with the involvement of the President and President-Elect, is appointed by the Executive Council. Nominations for open positions are gathered by the Nominating Committee with input from current Policy Council members. Whenever possible, at least two individuals are nominated for each opening. A call for nominations is made in the newsletter each fall, and a final call for nominations is made at the annual meeting.
3. Terms of representation are three years and begin January 1st following the year in which Members are elected. Terms of office are staggered both within each region and throughout the State as a whole.
4. All members of the Policy Council including the current Chair and Chair-Elect are voting members. There must be a quorum of Policy Council members to conduct business. A quorum is half of the total membership, plus one member.
5. The Policy Council is responsible to the voting Membership. Any member or working body of the Association may submit recommendations for action by the Policy Council.
6. The Policy Council meets two times each year, once coinciding with the spring conventions and once in the fall. Additional meetings may be called by the Chair as needed.

**ARTICLE VI(b): EXECUTIVE COUNCIL**

A. Purpose:

The Executive Council implements Association policies and makes all decisions not specifically referred to the Policy Council or the voting Membership in the Association Bylaws. The Executive Council is responsible to the Policy Council and the voting Membership for the management of Association monies and programs.

B. Leadership:

The President of the Association serves as the chair of the Executive Council.

C. Composition:

The Executive Council consists of the elected officers of the Association. The following nonvoting members may be appointed by the President: an Associate Member, , liaison to the Future Professionals Committee, and one or both of the Minnesota representatives to the Speech-Language Pathology Advisory Council and Audiology Advisory Council of the American Speech-Language-Hearing Association.

D. Implementation:

1. The Executive Council meets no less than six times annually. Meetings may be called by the President or by five Executive Council members in writing.
2. The Chair of Executive Council is a non-voting member. In the case of a tie vote, the Chair may cast the deciding vote.
3. There must be a quorum of Executive Council members to conduct business. A quorum is half of the total voting membership, plus one member.

**ARTICLE VI(c): OFFICERS**

A. Officers

The officers of the Association are:

- President
- President Elect
- Past President
- Vice President for Communications
- Vice President for Health Care Issues
- Vice President for Education Issues
- Vice President for Finances
- Vice President for Professional Development
- Vice President for Audiology (must be an audiologist)

The President reports directly to the Executive Council. All other officers report directly to the President.

In the event of the President's absence, the President's responsibilities and duties are assumed by a designated officer in the following line of succession:

- President-Elect
- Past President
- Vice President for Communications
- Vice President for Health Care Issues
- Vice President for Education Issues
- Vice President for Finance
- Vice President for Professional Development
- Vice President for Audiology

B. Election of officers

1. The President serves a three-year term of office: one year as President-Elect, one year as President, and one year as Past-President.
2. Other officers serve a two-year term of office.
3. There is an annual election to fill Association Offices with terms that expire during the current year. A Nominating Committee, under the direction of the Past President, and with the involvement of the President and President-Elect, is appointed by the Executive Council. Nominations for open positions are gathered by the Nominating Committee with input from current Policy Council members. Whenever possible, at least two individuals are nominated for each opening. A call for nominations is made in the newsletter each fall, and a final call for nominations is made at the annual meeting. Each officer's term begins January 1st following the year in which he/she was elected. Terms are staggered so that approximately one-half of the elected positions are filled each year.
4. Officers of the Association will serve no more than two consecutive terms in one particular office. (This does not limit their opportunity to run for another office).
5. When appropriate and with the agreement of the persons elected, an officer position may be shared between two individuals to serve as co-officers. In such a case, the individuals shall be nominated and elected as co-officers. To perpetuate association leadership and continuity, an officer position may be shared by co-officers, nominated and elected, where one of the co-officers, who had served a term in the same position immediately preceding the new term, can opt to serve only one year as co-officer. In such cases, the office will continue to be held by the remaining elected officer.

#### C. Resignation or Removal of Officers

1. The resignation of an officer is submitted to the Executive Council. For any vacancy, the Executive Council may call for a special election or may appoint a replacement to fill the remainder of the term.
2. An officer may be removed from office by three-fourths vote of the total Executive Council and three-fourths vote of the total Policy Council, providing the action was initiated by a signed petition of at least ten voting Members.

#### D. Functions of Officers

1. To manage activity areas for which they are responsible.
2. To attend all Executive Council meetings from the time of their election through their term in office. Officers do not have voting status until they officially assume office.
3. To recommend for appointment chairpersons for committees in their area of responsibility as chairpersons' terms expire.
4. To submit annual budget requests and manage monies allocated for that officer's area of responsibility.
5. To communicate with the membership via articles published in the newsletter, and to encourage committees to do so.

## **ARTICLE VII: CONTRACTED PERSONS**

The Association may contract with individuals or organizations to assist the officers in carrying out their responsibilities. Each contracted individual or organization:

1. Will sign a contract with the Association which defines fiscal and legal relationships, as well as procedures for evaluation of the position and renewal/termination of the contract.
2. Is responsible to and supervised by an officer of the Association.

## **ARTICLE VIII: COMMITTEES**

Committees may be created to support the Executive Council or the Policy Council in carrying out their responsibilities. All members of the Association are eligible for committee assignments, and the chair must be a member of the Association.

Each committee is responsible to an Association or Policy Council officer and communicates with the Executive Council or Policy Council via that officer.

## **ARTICLE IX: AWARDS OF THE ASSOCIATION**

The Association presents awards to recognize outstanding contributions to the professions of speech-language pathology and audiology:

The Honors of the Association is the highest honor awarded by the Association. It recognizes a voting Member for distinguished contributions to the Minnesota Speech-Language-Hearing Association and to our professions.

The Distinguished Service Award recognizes a non-member for distinguished contributions to our professions or the enhancement of the welfare of persons with communication, swallowing, and/or balance disorders.

The Outstanding Achievement Award recognizes an individual whose contributions to the professions have been exhibited in clinical services, education, and/or research.

The Special Recognition Award recognizes a member whose professional accomplishments have brought honor to this state and the profession as a whole. Committees may also institute award categories as deemed appropriate and as approved by the Executive Council

**ARTICLE X: BYLAW AMENDMENTS**

Proposed amendments to these Bylaws may be initiated by the Policy Council or the Executive Council or by a written proposal signed by any five voting Members of the Association.

The Policy Council and the Association membership vote on proposed amendments. A two-thirds majority vote of the Policy Council members present is required prior to submitting a proposed amendment for vote of the Membership. A proposed amendment is approved by a two-thirds vote of the Members voting.

Bylaws revised: 1981, 1986, 1988, 1991, 1992, 1994, 1996, 1997, 1999, 2012, 2013 , 2017

## APPENDIX A

What is Policy?

What is Procedure?

*Webster's Dictionary* defines the following terms as:

### **Policy:**

1. prudence or wisdom in management of affairs
2. a definite course of action selected from among alternatives and in light of given conditions to guide and determine present and future decisions

### **Procedure:**

1. a particular way of accomplishing something
2. a series of steps followed in a regular order
3. the act of beginning or carrying on an action to move along a course

### **Implementation:**

1. carrying out or fulfilling
2. giving practical effect or enforcing

A *policy* is an underlying value or concept that drives, supports, defines who we are, what we do and what we stand for. It is broad and far reaching.

*Procedure* or *implementation* is how we act on that policy; how we put it into effect.

It is reasonable that at times policy will be established and then we will need to determine how to implement it.

At times we will be implementing/acting/promoting our professions and out of that will spawn the need for establishing a new policy.

The challenge is to keep both in mind and then act as needed as issues develop.

Policy Council determines *where* the Association is going, and Executive Council determines *how we will get there*.