

# CONSTITUTION

*Last Revised August 2010*

## LONG ISLAND SPEECH-LANGUAGE-HEARING ASSOCIATION

### ARTICLE I: NAME

The name of this organization shall be the Long Island Speech-Language-Hearing Association.

### ARTICLE II: PURPOSE

The Long Island Speech-Language-Hearing Association is a professional organization of speech-language pathologists and audiologists established to promote and maintain high professional and moral standards within the profession, to encourage research and to improve educational standards. It shall promote speech science, speech and language habilitation and rehabilitation, audiology and hearing rehabilitation in public and private schools, colleges, clinics, private practices and the general public to the end that all citizens may communicate more effectively. It shall provide opportunities for its members to assemble regularly to engage in constructive professional activities in the field of speech-language and hearing, and to maintain liaison with other professional organizations.

### ARTICLE III: MEMBERSHIP

#### Section 1 - Classes of Membership

The Membership of this Association shall consist of five classes: Regular, Associate, Student, Honorary, and Life Members.

- a. **Regular Members** shall constitute the voting body of the organization and its officers shall be elected from this body.
- b. **Associate Members** shall be entitled to all Membership privileges except that of voting and holding office.
- c. **Student Members** shall be entitled to all Membership privileges except that of voting and holding office.
- d. **Honorary Members** shall be entitled to all Membership Privileges.
- e. **Life Members** shall be entitled to all Membership Privileges.

#### Section 2 - Requirements for Membership

The following persons may qualify for Membership in the Association.

- a. Regular Members shall be persons educated in speech science, speech-language and hearing rehabilitation and/or audiology, who meet one of the following professional standards:
  - (1) Clinical Certification by the American Speech-Language-Hearing Association, **or**
  - (2) New York State Department of Education Certification as a Teacher of the Speech and Hearing Handicapped (TSHH) or Teacher of Students with Speech-Language Disabilities (TSSLD) and must hold a degree in Speech-Language Pathology and/or Audiology,
  - (3) New York State License as a Speech-Language Pathologist or Audiologist.
- b. Associate Members shall be educators and other professional persons interested in the field of speech-language and hearing. Individuals who are qualified to become a member in any other member classification may not henceforth qualify as an Associate Member.
- c. Student Members must be undergraduates who have completed a minimum of nine (9) semester hours in speech-language pathology, audiology, or speech-language and hearing sciences, or matriculated towards a graduate degree in speech-language pathology, audiology, or speech-language and hearing sciences. Individuals who are qualified to become a member in any other member classification may not henceforth qualify as a Student Member.
- d. Honorary Members  
The President may, with the approval of Board, confer Honorary Membership on those individuals, who render exceptional services in the promotion of speech science, speech-language rehabilitation, audiology and hearing rehabilitation.

e. Life Membership

To be eligible for Life Membership, a member must meet all of the following criteria:

1. Have attained the age of 60 years.
2. Have held Membership in LISHA for fifteen consecutive years immediately prior to the attainment of age 60.

Any member who meets these criteria may apply for and receive Life Membership. The member takes the responsibility of requesting Life Membership and must provide documentation to support the request.

**Section 3 - Membership**

The Association's Membership Year shall be January 1 - December 31. Dues must be paid in full and are only valid through December 31 of each year.

**ARTICLE IV: NOMINATIONS AND ELECTIONS**

**Section 1 - Nominees**

Nominees for office shall be Regular, Honorary or Life Members in good standing with a minimum of one year Membership prior to their nomination. A Past President shall not be precluded from being a candidate for any elected or appointed office.

**Section 2 - Nominating Committee**

The Nominating Committee shall be headed by the Immediate Past President and shall consist of: the President, Vice President and, 1 Regular Member in good standing to represent the Speech-Language Pathologists and 1 Regular Member in good standing to represent the Audiologists and up to 3 additional Members in good standing who may be appointed at the discretion of the Committee.

- a. The Nominating Committee shall obtain the consent of all nominees for office before submitting their names to the Membership. The Committee shall send to all regular Members in the Fall its proposed slate of officers for the coming year. The Committee shall notify all Members that additional nominations may be made by submitting to the President a nominating petition signed by twenty regular Members in good standing.

**Section 3 - Elections**

Ballots listing nominees for office are to be mailed to Regular Members in good standing in the Fall. Completed ballots are to be returned by mail and must be postmarked no later than the specified Fall date. The Nominating Committee shall serve as the Tellers Committee.

The nominee receiving a plurality of the votes cast for any office shall be elected to that office. The President shall be notified of election results within 3 days of the closing date for voting. In the event of a tie, the President shall immediately reconvene the Nomination Committee, to conduct a run-off mail ballot election between or among tied candidates. The ballots are to be mailed out to the regular Membership and completed ballots shall be returned and postmarked no later than the specified date.

**ARTICLE V: BOARD OF OFFICERS**

**Section 1 - Members**

The governing body of this Association shall be a Board of Officers composed of the following:

<b>Members of Board of Officers</b>		
<b>a. <u>Executive Officers</u></b>	<b><u>Terms of Office</u></b>	<b><u>How Selected</u></b>
(1) President	2 year	Automatic Succession from Vice Presidency
(2) Vice President	2 year	Elected
(3) Immediate Past President	2 year	Automatic succession from Presidency
(4) Treasurer	2 years	Elected even numbered years
(5) Secretary	2 years	Elected odd numbered years
<b>b. <u>Councilors</u></b>		
(1) Continuing Education Administrator	2 years	Elected even numbered years
(2) Publications	2 years	Elected odd numbered years
(3) Schools (4 Councilors)	2 years	Elected: (2) in even numbered years Elected: (2) in odd numbered years
(4) Private Practice	2 years	Elected even numbered years
(5) Universities and Colleges	2 years	Elected even numbered years
(6) Clinical Services Audiology	2 years	Elected odd numbered years
(7) Clinical Services Speech (2 Councilors)	2 years	Elected (1) even numbered years Elected (1) in odd numbered years
(8) Public Information (2 Councilors)	2 years	Elected: (1) in even numbered years Elected: (1) in odd numbered years

\*\*\*If the office of the Vice-President becomes vacant, necessitating the appointment of an acting Vice-President, the acting Vice-President may not automatically succeed to the Presidency. The Association shall, in that case, elect a President and a Vice-President at the next election.

**Section 2 - Powers**

Executive, Administrative and Judicial powers shall be vested in the Executive Officers. When urgent matters require an immediate decision, the President shall poll the Executive Officers and inform the Board of Officers of the decision at the next scheduled meeting.

### **Section 3 - Duties**

#### **a. Executive Officers**

##### (1) President

The President shall see that the provisions of the constitution are carried out, supervise and oversee all the business and affairs of the Association, serve as ex-official member of all committees, preside at all meetings of the Board of Officers and/or the Association, and may, at the discretion of the Executive Officers, represent this Association at all state, regional, and national conventions.

It shall be the duty of the President to appoint Members in good standing to unexpired terms of office on the Board of Officers in the event that incumbents are unable to complete their terms of office. These appointments shall have the approval of a majority of Members of the Board of Officers.

It shall be the duty of the President to appoint Members in good standing to serve as Chairpersons of the Special Committees or Task Forces. These appointments shall have approval of a majority of Members of the Board of Officers.

The President may authorize the expenditure of funds of the Association, not to exceed five hundred dollars (\$500.00) without the concurrence of the Board of Officers.

##### (2) Vice-President

The Vice-President shall perform the duties of the President in the event that the latter is unable to serve or in the event that the office of the President is declared vacant. It shall be duty of the Vice President to keep informed of all affairs and policies of the Association. It will be the responsibility of the Vice-President to coordinate programs, and to integrate and disseminate the information generated in order to provide direction to the Board of Officers and Membership. Furthermore, the Vice-President shall be responsible for organizing the Annual Fall Conference, and shall Chair the Conference Committee.

##### (3) Immediate Past President

The Immediate Past President shall act as an advisor to the President and keep the President and the Board of Officers informed of past policies and procedures of the Association.

##### (4) Treasurer

The Treasurer shall chair the Budget Committee and submit a proposed budget to the Board of Officers at its first meeting of the year. The Treasurer shall keep an account of all receipts and disbursements for presentation to the Board of Officers of designated meetings. The Treasurer shall keep a special checking account for all funds of the Association, the location of which shall be known to the Membership, but may be chosen at the discretion of the Treasurer. The Treasurer shall submit a year end statement at the last yearly meeting of the Board of Officers. It will be the duty of the Treasurer to file all appropriate tax forms annually.

##### (5) Secretary

The Secretary shall record the proceedings of meetings of the Association, and obtain duplicate membership records held by the registrar.

#### **b. Councilors**

##### (1) Continuing Education

The Continuing Education Administrator will chair the Continuing Education Committee which will act as a liaison between ASHA and LISHA Officers, Councilors or other Members who are planning workshops, seminars, or conferences for continuing education units. Other duties will be to (a) keep informed about the requirements for ongoing sponsor approval, including principles and procedures for implementing quality programs (b) provide continuing education information to professionals engaged in independent study, and (c) work cooperatively with organizations that are not ASHA approved sponsors in order for their members to receive continuing education units through LISHA's co-sponsorship.

##### (2) Publications

The Publications Coordinator shall be responsible for chairing the Publications Committee which is charged with editing Hear-Say and supervising the publication of other printed materials as needed.

(3) Schools

The four Schools Councilors shall maintain an active liaison between professionals employed in schools and the Board of Officers, reporting problems relative to program reductions, excessing of personnel, and unfair practices that are detrimental to professionals and those who receive their services.

(4) Private Practice

The Private Practice Councilor represents Members engaged in the practice of their professions independent of affiliations with other institutions. It should be the responsibility of the Private Practice councilor to maintain a liaison with Members engaged in private practice, to explore methods of maintaining the quality of services delivered, and to provide an on-going source of exploration, information and guidance relative to the problems specific to private practice.

(5) Universities and Colleges

The University and College Councilor shall maintain a liaison between professionals, instructional staff, and students on the undergraduate and graduate levels to evaluate curriculum in light of current needs. It will be the councilor's task to assist, wherever possible, in the maintenance of the high standards of professional training, the identification of needed curriculum changes and the recommendation of new courses relevant to the needs of the professions and the community.

(6) Clinical Services Audiology

(7) Clinical Services Speech-Language Pathology

The two Clinical Services Speech-Language Pathology Councilors and one Audiology Councilor represent Members engaged in the practice of their professions in clinical settings based in colleges, universities, hospitals, agencies and rehabilitation centers.

It shall be the responsibility of the Clinical Services Councilors to maintain a liaison with Members to explore methods of maintaining the quality of services delivered and to keep the Membership apprised of the specific services provided to assist professionals and provide appropriate referral services.

(8) Public Information

The two Public Information Councilors shall be responsible for disseminating information concerning speech-language pathology and audiology especially as it pertains to activities in which LISHA and its Members are involved. "Information" will take the following forms: public service announcements to be aired on radio and TV; news releases to the media; Speakers Bureau presentations; "May Is Better Hearing and Speech Month" events, and health fair appearances Audio-visual materials will be obtained or created for use in the above activities and presented to the Board of Officers for their suggestions and approval before they are made available to the public.

**Section 4 - Meetings**

The Board of Officers shall hold at least eight scheduled monthly meetings for the purpose of planning, reporting, investigating and acting on all business and other matters pertaining to the welfare and progress of this Association. These meetings are open to the Membership and all Members shall be notified of the dates and places where such meetings will be held.

The Board of Officers shall have the power to call special meetings. Such meetings, depending on the decision of the Board of Officers, may be open to the Membership or may be closed meetings.

The time and place of the meetings of the Board of Officers shall be at the discretion of the President.

**Section 5 - Attendance**

Board of Officers are expected to attend all monthly meetings. A Board member who has missed three (3) consecutive meetings of the Board of Officers without reasonable cause shall be asked to resign or shall be removed at the discretion of the President.

**6 - Quorum**

A quorum of at least a simple majority of the Members of the Board of Officers will be required to conduct an official Board of Officers meeting.

### **Section 7 - Voting**

A simple majority of the Members present and voting at any meeting shall be required to pass any motion or resolution.

### **Section 8 - Resignation-Removal-Vacancies**

A Board of Officers member will forfeit his/her office if two-thirds of the entire Membership of the Board of Officers finds that he/she has been negligent in attending the called Board of Officers meetings or that he/she has engaged in professional activities contrary to the welfare and progress of the Association and/or of the profession.

A Board of Officers member may resign at any time by giving written notice to the President of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President, and the acceptance of the resignation shall not be necessary to make it effective.

If any vacancy occurs among the Members of the Board of Officers it shall be filled by appointment by the President with the advice and consent of the other Board of Officers members.

### **Section 9 - Compensation**

No compensation shall be paid to any Board of Officers member for their services as an Officer of the Association.

### **Section 10- Reimbursement**

Any Board of Officers member may submit appropriate bills for products and/or services purchased for the Association, for full reimbursement to the Treasurer. Original bills and/or receipts should be submitted within 30 days of said purchase(s) and are to be paid in full during the current membership year, with the exception of purchase(s) made during the month of December, in which case, payment may extend into the following calendar year.

## **ARTICLE VI: STANDING COMMITTEES**

### **(1) Budget**

The Budget Committee is Chaired by the Treasurer along with a committee consisting of the incoming President, Vice-President, Immediate Past President, Secretary and Treasurer. The Budget Committee is responsible for preparing a proposed budget for the coming fiscal year to be approved by the Board of Officers at its first meeting of the year.

### **(2) Fall Conference**

The Fall Conference Committee is Chaired by the Vice President who will appoint the Members of the Committee. The Fall Conference Committee is responsible for planning, organizing and presenting the Annual Conference of the Association.

### **(3) Honors and Awards**

The Honors and Awards committee shall be chaired by a Past President, who is appointed by the current President. The Chairperson, in consultation with the President, shall select 4 members in good standing who have been past award recipients of any LISHA Honor or Award. All will serve a 2 year term and shall not serve for more than 2 consecutive terms. The Honors and Awards Committee is responsible for selecting the recipients of the Awards of the Association, from nominations received in writing.

## **ARTICLE VII: MEMBERSHIP MEETINGS**

There shall be at least two general Membership meetings each year.

Each Regular, Honorary and Life Member of the Association shall have an equal voice and vote at the general Membership meetings.

## **ARTICLE VIII: FINANCES**

### **Section 1 - Dues**

The annual dues of this Association shall be determined by vote of the Board of Officers.

## **ARTICLE IX: INDEMNIFICATION**

The Association shall indemnify its Board of Officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the Board of Officers by action in court or otherwise, by reason of the fact that such person was an Officer of the Association and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Association, and not unlawful.

Indemnification shall be provided in the manner and to the full extent afforded by the Not-for-Profit Corporation Laws; and as permitted by such law, the Association may provide additional indemnification pursuant to any agreement, action of the Board of Officers, or by provision of these bylaws.

This article shall be exclusive but shall include, by implication, any and all rights and remedies available to the Association, the Board of Officers by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to the Not-for-Profit Corporation Law.

## **ARTICLE X: CONFLICT OF INTEREST**

A conflict of interest exists when a matter to be acted upon by the Board confers a direct benefit to any Officer or agency from which an Officer derives income or has authority in governance.

An Officer shall abstain from discussing or voting on any matter before the Board which places him or her in a conflict of interest and leave the meeting room during this time.

Prior to voting and, to the extent practicable, prior to discussing any matter in which a conflict of interest exists, the affected Officer shall declare that he or she has a conflict of interest, and shall excuse him or herself and leave the room. Prior to discussing or voting on any matter, an Officer may be requested by any other Officer to abstain from being present and discussing or voting because of a conflict of interest. If the challenged Officer refuses to abstain from said request, the President shall immediately call for a vote of the Executive Officers to determine whether the challenged Officer has a conflict of interest and shall be required to abstain from discussing and voting on the matter before the Board. If a majority of the Officers present votes to require the abstention of the challenged Officer, that Officer shall not be permitted to be present or vote.

## **ARTICLE XI: STANDARD OF CARE**

Officers, councilors, members of committees and councils shall discharge their respective positions in good faith and with the degree of diligence, care and skill which ordinarily prudent people would exercise under similar circumstances in like positions.

## **ARTICLE XII: DISCRIMINATION**

The Association shall not discriminate on the basis of race, national origin, religion, age, sex, sexual orientation, or handicapping condition. All programs and activities of the Association shall be conducted in furtherance of this Article.

## **ARTICLE XIII: AMENDMENTS**

Proposed amendments to this Constitution shall be submitted in writing to the Board of Officers for approval.

The Board of Officers shall present all such proposals to the voting Members in good standing, with or without endorsement, via website and/or regular mail, setting forth the proposed amendments and the relevant sections of the current constitution.

The Board shall set a date for the return of the ballots via website and/or regular mail, which date shall be at least two weeks after their website and/or mailing to the Members. A quorum of those voting is needed for the adoption of any amendment.