



**ARKANSAS  
SPEECH-LANGUAGE-HEARING  
ASSOCIATION**

**BYLAWS**

**P.O. Box 24103  
Little Rock, AR 72221**

**[www.arksha.org](http://www.arksha.org)  
[arksha@arksha.org](mailto:arksha@arksha.org)  
501-244-0621**

## **ARTICLE I: OFFICE**

The name of this organization shall be the Arkansas Speech-Language-Hearing Association, herein referred to as the “Association”.

The Board of Directors of the Association shall herein be referred to as “Board Members”.

## **ARTICLE II: PURPOSE AND LIMITATIONS**

### 1.1 Public Benefit Association

The Association is a nonprofit public benefit Association and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Association law for public purposes.

### 1.2 Specific Purpose

The specific and primary purpose of this Association is to promote comprehensive services for individuals with communication disorders.

### 1.3 Limitations

Notwithstanding, however, the powers conferred generally upon nonprofit Associations under the laws of the State of Arkansas, this Association shall be limited, except as an insubstantial part of its activities, to the exercise of only those powers reasonable and necessary in the accomplishment of the objectives and purposes hereinabove set forth. In no case shall the Association engage in any activity in furtherance of any purpose other than purposes permitted under Section 501(c)(6) of the Internal Revenue Code.

### 1.4 Anti-Discrimination

The policies and activities of the organization shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon race, creed, color, national origin, ancestry, age, sex, gender, sexual orientation, gender identification, religious beliefs, physical or mental impairment, or marital or veteran status.

## **ARTICLE III: CODE OF ETHICS**

The Arkansas Speech-Language-Hearing Association adopts the current Code of Ethics of the American Speech-Language-Hearing Association (ASHA) as the fundamental rules of ethical conduct for its members.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1. Membership**

The “Association” shall be comprised of the following types of membership:

- A. Full Membership
- B. Inactive Membership
- C. Associate Membership
- D. Student Membership
- E. Life Membership
- F. Honorary Membership

### **Section 2. Application and Fees for Membership**

- A. Professional: Individuals seeking membership in the Association shall submit a complete application provided by Association website.
- B. Student members: Individuals seeking Student Membership shall complete an application provided by the Association website. Students must reapply for Student Membership in order to verify their full-time student status.
- C. Fees: Members must pay dues annually. Annual dues of the Association shall be determined by the Board Members.

### **Section 3. Termination or Inactivation of Membership**

#### 3.1 Termination of Membership

A membership shall terminate on the occurrence of any of the following events:

- a) Resignation of the member;
- b) Expiration of the period of membership, unless the membership is renewed on the renewal terms established by the Association;
- c) The member's failure to pay dues, fees or assessments as established by the Association (unless excused due to circumstances defined by the Board);
- d) Any event that renders the member ineligible for membership or failure to satisfy membership qualifications as set forth in the Association Policies and Procedures.
- e) A determination by the Board or a board committee authorized by the Board to make such determination, that the member has violated the Association's code of conduct and/or has engaged in conduct materially and seriously prejudicial to the Association's purposes and interests.

#### 3.2. Suspension or Expulsion of Membership

A member may be suspended or expelled by the Board Members. Suspensions or expulsions may be done only for a specific cause as determined by the Board Members in good faith, such as for serious misconduct that adversely affects the Association's operation, interests or reputation.

Before a member is suspended or expelled, there must be not less than fifteen (15) days prior written notice of the suspension or expulsion given to the member, giving the reasons therefore. The notice may be given by any method reasonably calculated to

provide actual notice. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion by the Board Members or by the board committee authorized to make a determination about the status of the suspension or expulsion.

- a) During inactive status, members relinquish all rights and privileges in Article IV, Section Five.
- b) To terminate inactive status, members need not reapply for Membership but must complete a membership renewal form and submit it to the Membership Chair stating their intent to regain full status and must pay full dues for that current year.

#### **Section 4. Reinstatement of Membership**

Contingent upon receipt of dues and reprocessing fee or reinstatement of Arkansas licensure and/or ASHA CCC, persons whose Membership or Associate Membership has been terminated may be reinstated. Reapplication for affiliation and approval by the Marketing Committee and Board shall be necessary for reinstatement.

#### **Section 5. Categories of Membership**

##### 5.1 Full Membership

###### *Eligibility*

- a) (1) Full members must hold the 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. Membership is dependent upon the recommendation of the Marketing Committee and approval of the Board Members.
- b) Members must agree to abide by the ASHA Code of Ethics, which has been adopted by the Arkansas Speech-Language-Hearing Association.
- c) *Degree Requirement:* Members of our predecessor organization prior to January 1, 1971 may retain Membership without satisfying the Graduate Degree requirement.

###### *Rights and Privileges*

Full Membership bestows the right to:

- a. Cast ballots in Association elections.
- b. Cast ballots for by-laws changes.
- c. Serve as Committee Chairperson and/or member.
- d. Receive access to Association publications.
- e. Participate in Association functions at Membership rates.
- f. Serve as an Association Officer.

##### 5.2 Associate Membership

###### *Eligibility*

- a) Associates shall be those who do not meet the requirements to become full members or individuals who have an interest in the field of communication

disorders. Membership is dependent upon recommendation of the Marketing Committee and approval of the Board Members

- b) Associates must agree to abide by the ASHA Code of Ethics, which has been adopted by the Arkansas Speech-Language-Hearing Association.

*Rights and Privileges*

Associate Membership bestows the right to:

- a. Serve as a Committee member.
- b. Receive access to Association publications.
- c. Participate in Association activities at Membership rates.

### 5.3 Student Membership

*Eligibility*

Individuals seeking Student Membership in the Association shall complete an application provided by the Marketing Committee.

- a. A Student Member shall be one who presently is pursuing a full-time (as defined by the individual's educational institution) course of study leading to an academic degree in Speech-Language Pathology, Audiology, Speech and Hearing Science or a related area.
- b. Eligibility shall be determined by yearly validation of full—time student status. Student Membership is dependent upon the recommendation of the Marketing Committee and approval of the Board Members. Students must agree to abide by the ASHA Code of Ethics, which has been adopted by the Arkansas Speech-Language-Hearing Association.

*Rights and Privileges*

Student Membership bestows the right to:

- a. Serve as a Committee member.
- b. Receive access to Association publications.
- c. Participate in Association functions at Student Membership rates.

### 5.4 Life Membership

*Eligibility*

A member may apply to the Marketing Committee for Life Membership and be granted such Membership automatically when all the following conditions are met.

- a. Attainment of age 65.
- b. Retirement from full-time professional employment.
- c. Full Membership in the Association for five consecutive years immediately preceding application.

*Board vote*

In special instances, these requirements may be waived by the recommendation of the Marketing Committee and approval by a three-fourths vote of the Board Members

*Rights and Privileges*

A Life Member shall continue to enjoy all the rights and privileges of Full Membership but shall not pay dues.

5.5 Honorary Membership

*Eligibility:*

Honorary Membership may be granted at the discretion of the Board Members with three-fourths vote of the Board Members.

*Rights and Privileges*

An Honorary Member shall continue to enjoy all the rights and privileges of Full Membership but shall not pay dues.

**Section 6. Meetings of Members**

6.1 Annual Meeting

There shall be an annual meeting of the membership of the organization. This meeting should be held in conjunction with, and at the location of, the Association's annual convention. The annual meeting may be held as part of the Board Members meeting held in conjunction with, and at the location of, the Association's annual convention.

- a) In the event of an emergency, the Board Members may, by two-thirds vote, cancel and reschedule the Annual Business Meeting.
- b) Upon Cancellation of the Annual Business Meeting, the Board Members shall be empowered to transact all urgent business of the Association prior to the rescheduled meeting.
- c) Current Roberts Rules of order shall govern the conduct of each meeting.

6.2 Annual Meeting Notice

Members of the organization shall be notified of any meeting no less than 30 days and no more than 60 days prior to that meeting in accordance with these bylaws.

Notification may be by postcard sent via first class mail, first class mail, or email.

a) Purposes of the Annual Meeting

The purposes of the annual meeting may be to:

1. Introduce and/or install the newly elected/appointed officers and members of the Board Members
2. Conduct such business of the organization as shall be determined by the Board Members

6.3 Special Meetings

The Board Members or the Board President may call additional meetings of the membership with a majority vote. Five (5) percent of the voting members may petition the Board Members to call a membership meeting. The notice for called meetings shall be given no less than 14 days in advance.

#### 6.4 Calling Special Meetings

A special meeting called by any person (other than the Board or the Board President) entitled to call a special meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Board President or the Secretary/Treasurer of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article IV, Section 7.1 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 7 but no more than 30 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

#### 6.5 Proper Business of Special Meeting

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

### **Section 7. Voting of Membership**

#### 7.1 Voting Members

Only Full, Life and Honorary members of the organization shall be eligible to vote or hold office in the organization. These voting members shall have the right to vote, as set forth in these bylaws, on the election of board members and officers, and shall have all other rights afforded members under the Arkansas Nonprofit Corporations Act of 1993.

##### **A. Voting Methods**

The votes of these members may be registered through any means legally allowed by the State of Arkansas. These statutes specifically allow the votes of members to be registered through electronic means (e.g., email).

(1) Voting by proxy is not allowed.

#### 7.2 Solicitation of Ballots

**A. Distribution.** This Association shall distribute one ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Association that meets the requirements of Article IV. Responses may be returned by electronic transmission to the Association. "Electronic transmission to the Association" means a communication that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

**B. Solicitations by Written Ballot.** All solicitations of votes by written ballot shall

- (1) state the number of responses needed to meet the quorum requirement.
- (2) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and
- (3) specify the time by which the ballot must be received in order to be counted.

**C. Required Elements of Ballots.** Each ballot so distributed shall

- (1) set forth the proposed action.

- (2) give the members an opportunity to specify approval or disapproval of each proposal.
  - (3) provide a reasonable time in which to return the ballot to the Association; and
  - (4) provide, subject to reasonable specified conditions, that where the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.
- D. **Elections.** In any election of board members, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a position.

### 7.3 Quorum

- A. Percentage of Voting Power.** Five percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given.
- B. Written Notice Required.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this Article IV, Section 6.2, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Association or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Board Members are to be elected shall include the names of all persons who are nominees when notice is given.
- C. Members Present.** Except as otherwise required by law, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- D. Record Date** The record date for determining the voting members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed or emailed. The record date to determine the voting members entitled to vote at a members' meeting will be the date of the meeting.



## **ARTICLE V: GENERAL ORGANIZATION**

The business of the “Association” shall be conducted by the Board of Members, elected by the membership. The Executive Board is comprised of the President-Elect, President, and Past-President of the Association.

### **Section 1. Designation**

The Board Members shall be the group empowered and required to administer the affairs of the Association.

### **Section 2. Eligibility**

All candidates for positions on the Board Members must have been Full Members of the Association for at least one year prior to their nomination.

### **Section 3. Duties**

The Board Members shall exercise general management of the affairs of the Association. It is the body to which all officers and committees report and are directly responsible. (In general, its duties shall be executive, and it is empowered to perform all duties not reserved for the Membership). Its activities and recommendations shall be reported at each business meeting. The Board Members shall manage the organization while adhering to these bylaws and the policies and procedures document established by the Association.

#### **3.1 Board Membership**

All board members shall meet requirements established by the American Speech Language Hearing Association for service on a State Speech Language Hearing Association Board Members. The Board Members may establish additional qualifications in the Association Policies and Procedures and in the annual nominations process.

To be eligible to serve as an officer, an individual shall be a qualified voting member capable of representing multiple constituencies and possessing sought-after leadership qualities to advance the organization. The Board Members may establish additional qualifications in the Association Policies and Procedures and in the annual nominations process.

The Board Members of the Association shall consist of the following.

- A. President
- B. Past President
- C. President-Elect
- D. Secretary
- E. Treasurer
- F. Vice President for Audiology and Hearing Services
- G. Vice President for Speech-Language Pathology Services
- H. Vice President for Continuing Education
- I. Vice President-Elect for Continuing Education
- J. ASHA Advisory Council for Speech-Language Pathology (ex officio and non-voting)

K. ASHA Advisory Council for Audiology (ex officio and non-voting)

ASHA State Advocates

A. ASHA State Education Advocacy Leader (SEAL) (ex officio and non-voting)

B. ASHA State Advocate for Reimbursement (StAR) (ex officio and non-voting)

C. ASHA State Advocate for Medicare Policy (StAMP) (ex officio non-voting)

3.2 Term Durations and Limits

The Board Members of the Association shall follow the following term durations and limits:

- a) President – 1 year
- b) Past President – 1 year
- c) President-Elect – 1 year
- d) Secretary – 2 years
- e) Treasurer – 2 years
- f) Vice President for Audiology and Hearing Services – 2 years
- g) Vice President for Speech-Language Pathology Services – 2 years
- h) Vice President for Continuing Education – 1 year
- i) Vice President-Elect for Continuing Education – 1 year
- j) ASHA Advisory Council for Speech-Language Pathology – 3 years
- k) ASHA Advisory Council for Audiology – 3 years

ASHA State Advocates shall follow the following term durations and limits:

- a) ASHA State Education Advocacy Leader (SEAL) – 3 years
- b) ASHA State Advocate for Reimbursement (StAR) – 3 years
- c) ASHA State Advocate for Medicare Policy (StAMP) - 3 years

The limit to the number of successive full terms a board member may serve is two without a waiting period of four years before seeking election to the seat again. The exception is if no other ArkSHA member is willing to run for the position. The waiting period begins again after serving two additional terms. A President-Elect, President, or Past President is permitted to serve only one full term without waiting four years. Exceptions require a board vote.

3.3 Termination of Board Membership

- A. Upon two (2) consecutive, unexplained absences by a Board member, that office shall be declared vacant. Replacement of that office shall be in accordance with the by-laws governing succession or vacancies.
- B. Any member of the Board Members may be removed from the Board by three-fourths vote of the Full Members of the Association.
- C. Action for such removal may be initiated by a majority vote of the Board Members or by the signed petition of a least 5 percent (5%) of Full Membership of the Association presented to the Board Members.

### 3.4 Prohibition against Holding Multiple Offices

No member of the Board shall hold more than one office at a time. This restriction does not apply to board members who may be appointed to serve on Board Committees, Operational Committees, or other working groups as may be established.

## **Section 4. Election and Seating of Officers**

### 4.1 President-Elect

The President-Elect is elected annually by the members for a one-year term.

### 4.2 Assumption of the Board Chair/President Role

Unless they resign or are removed from office, the President-Elect shall become President the following year and Past President two years after that for a single year. This ascendance of office shall be an exception to the two-term limit as set forth in Article V, Section 3.2 above.

### 4.3 Past President

After serving as the President for one year, unless they resign or are removed from office, the President shall serve the subsequent year as Past President.

### 4.4 Secretary and Treasurer

The Secretary and Treasurer are elected annually by the members for two-year terms.

### 4.5 Seating of Officers

The terms of all officers begin annually on January 1.

### 4.6 Elections Resulting in a Tie.

In the case of a tie, the Board will decide the victor by simple majority vote via written ballot or digital method as determined by the Board President.

## **Section 5. Removal of Board Members and Officers**

Any officer elected by the voting members may be removed pursuant to the removal provisions set forth in Section 3.3 of Article V.

### 5.1 Removal of a Member of the Board Members by Voting Members.

Elected Board Members may be removed with or without cause by resolution of the voting members, provided that a Board Member may be removed only by the vote of the voting members that elected the Board Member. Proper notice must be given in advance, as required for an annual membership meeting or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

### 5.2 Removal of a Member of the Board Members by the Board Members.

If at the beginning of a President's term on the Board Members, these bylaws prescribe qualifications for Board Members, the Board Members, by a two-thirds vote, may declare vacant the office of any President who fails or ceases to meet any required

qualification that was in effect at the beginning of that President's current term of office. In addition, the Board Members may declare vacant the office of a President who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under subchapter 8 of the Arkansas Nonprofit Corporations Act of 1993 (relating to the standards of conduct of Board Members).

### 5.3 Process for Removal by Board Members for a Cause.

Prior to removal, the member of the Board shall be notified in writing. The member shall have 30 days to respond to the notification before a quorum of the Board Members or in writing by a letter sent to the Board President. The Board Members, after the 30-day period and after considering all data presented, may remove the member of the Board by a two-thirds (2/3) vote of the remaining members of the Board Members.

## **Section 6. Filling Vacancies**

In the event of a vacancy in the office of Board President (including a vacancy occurring by reason of the removal of the Board President), the Past President shall fill the resulting vacancy for the remainder of the term. Vacancies in the offices of the other elected officer positions (including vacancies occurring by reason of the removal of the officer) shall be filled based on a nomination provided to the Board; provided, however, that the Board shall seek to fill a vacancy in the position of Past President with the most recent Past President, as available by order of succession. Nominations to fill vacancies must be provided in writing and can be provided via an electronic means. A Board vote is required to fill vacant positions.

The Board Members shall, by affirmative vote of a majority of the remaining Board Members, fill vacancies on the Board (including, but not limited to, those vacancies occurring by death, resignation and the removal of a Board Member or officer). A member appointed to fill a vacancy shall hold office during the unexpired term of the Board Member or Officer they are replacing. If such unexpired term is less than six (6) months, it shall not be counted towards the applicable term limit for the position.

## **Section 7. Association Management**

### 7.1 Appointment

The Board Members shall employ an individual to serve as the Association's general manager, with such duties, for such length of time, and at such compensation as the Board Members may determine. The general manager is not a member of the Board Members.

### 7.2 Contractual Agreement

If the Association is managed by a management company, the contract with the Association's general manager as well as the general management shall be reviewed annually and signed by Jan. 15th.

If the Association establishes a contract with (a) lobbyist(s), the contract shall be reviewed annually and signed by Jan. 15<sup>th</sup>.

### 7.3 Duties and Responsibilities

The duties and responsibilities of the Association manager shall be delineated in Association Policies and Procedures document and clearly outlined in the contractual agreement.

## **Section 8. Board Meetings**

- A. The Executive Committee consisting of the President, President-Elect and Past President shall convene on a minimum of once per year but may convene as often as needed. Executive Committee business may be conducted by any communication medium.
- B. The Board Members shall meet a minimum of six times per year including one will take place in conjunction with the Association's annual convention. The meetings of the Board Members shall be open, except when an Executive Session is called by the President. Board business may be conducted by any communication medium.
- C. A quorum consisting of a simple majority of the voting Board Members shall be present in order to conduct Association business.

### 8.1 Special Meetings

- A. Special meetings may be called by the Board President or shall be called at the written request of three (3) officers. Written notice of the date, time, and place of each special meeting shall be sent to each board member at least three (3) days prior to the meeting. Actions of the Board Members at special meetings shall be limited to those relating to items posted in the notice/agenda for said meetings.

### 8.2 Board Quorum and Voting

- A. A majority of the members of the Board Members in office shall constitute a quorum. If a quorum of the Board members is present either through physical or virtual participation (as stipulated in Article V, Section 8), a majority vote of those present shall prevail as an act of the Board Members, unless otherwise specified in these bylaws. Voting by proxy is not allowed.

### 8.3 Meeting through Telecommunication

- A. The Board Members may conduct meetings through telephone conference calls, video conferencing, or by other similar electronic methods in which
- B. (1) all those directors participating in the meeting may simultaneously hear or read each other's communications during the meeting; or
- C. (2) all communications during the meeting are immediately transmitted to each participating officer, and each participating officer is able to immediately communicate with all other participating officers.

### 8.4 Action without Meetings

- A. Any action required to be taken, or which may be taken, at a meeting of the Board Members may be taken without a meeting if all Board Members consent in writing to that action and if, subject to Arkansas Nonprofit Corporation Act of

1993, the number of directors then in office constitutes a quorum. Such action by majority written consent shall have the same force and effect as an affirmative vote of the Board Members. The resolution is effective upon receipt of consent from all directors. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote by facsimile, electronic mail, or other form of wired or wireless communication permitted by statutes of the State of Arkansas. Such written consent or consents shall be filed with the Minutes of the subsequent board meeting.

## 8.6 Compensation and Reimbursement

- A. The members of the Board Members shall receive no compensation for serving on the Board Members. However, members of the Board Members may be reimbursed for normal and customary travel expenses when attending official Board of Director meetings or such other events as approved by the Board.

## 8.7 Rules of Order

At the meetings of the Board Members, Robert's Rules of Order (latest edition) may be invoked by the Board President or by majority vote of the Board, provided that in the event of an inconsistency between these bylaws and Robert's Rules, these bylaws shall prevail.

# **ARTICLE VI: LIABILITY AND INDEMNIFICATION OF OFFICERS AND BOARD**

## **Section 1. Limited Liability**

The Association shall indemnify its officers and Board Members to the full extent allowed by law

### 1.1 Liability Clause

No member of the ArkSHA Board Members shall be personally liable to this Association or to any member of this Association for breach of any duty owed to the Association or its Members, provided however, that this provision does not relieve a Board Member from liability based upon acts that were not performed in good faith or those which involved a known violation of law, or if the act resulted in receipt by the person of any improper personal benefit

## **Section 2. Indemnification**

To the fullest extent permitted by law, this Association shall indemnify its Board Members and officers, and may indemnify employees and other persons described in Arkansas Nonprofit Corporations Act of 1993, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same

meaning as in that section of the Associations Code.

On written request to the Board by any person seeking indemnification under Arkansas Code, Title 4, Subtitle 3, Chapter 28, Nonprofit Organizations, the Board shall promptly decide under the Arkansas Nonprofit Corporations Act whether the applicable standard of conduct set forth in the Arkansas Nonprofit Corporations Act has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of officers or Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board Members who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under the Arkansas Nonprofit Corporations Act whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article VI, Sections 1-2 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

### **Section 3. Insurance**

This Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board Members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Board member, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

## **ARTICLE VII: ASSOCIATION COMMITTEES**

### **Section 1. Authorization of Committees by the Board Members**

The Board Members may authorize the establishment of Board Committees, advisory groups, task forces or other working groups from time to time and assign duties to them. In establishing such committees, the Board shall state the purpose, charge, composition guidelines, timeline and authority of each committee.

#### **1.1 Non-members on Committees**

A committee that exercises the authority of the Board shall not include as members persons who are not members of the association. Any committee that does not exercise the authority of the Board may include non-members.

## **1.2 Authority of Committees**

No committee, advisory group, task force or other working group shall have the authority to:

- a) approve any action for which this part also requires approval of the members or approval of a majority of all members, regardless of whether the Association has members.
- b) fill vacancies on the Board or in any committee which has the authority of the Board.
- c) fix the compensation of the directors for serving on the Board or on any committee.
- d) amend or repeal the bylaws or adopt new bylaws.
- e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repeal-able.
- f) appoint committees of the Board or the members thereof.
- g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- h) approve of any self-dealing transaction. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board Members or any individual officer of any responsibility imposed upon it, him, or her by law.

## **Section 2. Standing Committees**

There shall be ten standing committee unless otherwise determined by the Board Members. The supervising officer and the committee responsibilities are delineated in the Policies and Procedures Manual.

- A. Executive Committee
- B. Honors and Awards Committee
- C. Marketing Committee
- D. Communications Committee
- E. Budget Committee
- F. Convention Committee
- G. Continuing Education Committee
- H. Hearing Health Advocacy Committee
- I. Government Relations Committee
- J. Fundraising Committee

## **Section 3. Ad Hoc Committees**

An Ad Hoc Committee is a temporary committee appointed by the President with the approval of the Board Members for a special purpose or to fulfill a specific duty not provided for by a standing committee with the specific charges to each Ad Hoc Committee assigned by the President. An Ad Hoc committee is appointed for 1 year. At the end of 1 year, outcomes and deliverables are reviewed, and the President determines the need to continue or disperse the committee.



## **ARTICLE VIII: HONORS AND AWARDS**

Honors may be awarded to individuals who have made distinguished or outstanding contributions as outlined in the ArkSHA Policies and Procedures document to the field of communication disorders or to the Arkansas Speech-Language-Hearing Association. These awards shall be made upon recommendation of the Honors and Awards Committee. All recipients of Honors and Awards shall be recognized at the Association Convention or Annual Business Meeting.

## **ARTICLE IX: DISSOLUTION**

If the Arkansas Speech-Language-Hearing Association is dissolved, any assets remaining after all debts have been fully satisfied shall be donated to the American Speech Language and Hearing Foundation.

## **ARTICLE X: DISCRIMINATION**

The Arkansas Speech-Language-Hearing Association shall not discriminate on the basis of race, national origin, religion, age, gender, gender identification, sex, sexual orientation, or disability. All programs and activities of the Association shall be conducted in furtherance of this policy.

## **ARTICLE XI: AMENDMENTS**

### **Section.1 Proposal**

Amendments may be initiated by the Board Members or by a written proposal signed by 5% of Full Members of the Association and presented to the Board of Directors.

#### 7.1 Submission of Amendments

Any board member may submit amendments for consideration.

#### 7.2 Effective Date of Amendments

Amendments to these bylaws shall not be retroactive but shall carry a date after which implementation of the amendment or revision shall become binding upon the organization and its actions.

### **Section 2. Approval**

Proposed amendments shall be presented and discussed at the next business meeting of the Association. Voting shall be by mail ballot of the current voting membership and can be completed by electronic means. Approval by two thirds of those members voting within ten (10) days from the mailing or sending of the ballots shall be necessary for adoption.

## **ARTICLE XII: RECORDS, ACCOUNTINGS, AND REPORTS**

### **Section 1. Maintenance of Corporate Records**

This Association shall keep the following:

- a) Adequate and correct books and records of account shall be made available to all Board Members.
- b) Minutes of the proceedings of its members, board, and committees of the Board shall be made available to Board Members and membership via the Association website; and
- c) A record of each member's name, address, email address, and class of membership shall be securely maintained. Each member's name, class of membership, city name, and email address shall be made available to members through a secure log-in via the Association website. Members have the opportunity to opt-out of having their information posted when they renew their membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two. Board Members shall have access to all historical documentation regarding Association management, publications, contracts, and relevant communications.

### **Section 2. Members' Inspection Rights**

The members are entitled to the inspection rights granted in and limited by the Arkansas Nonprofit Corporations Act.

### **Section 3. Inspection of Accounting Records and Minutes**

On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board Members, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Association.

### **Section 4. Inspection of Articles and Bylaws**

This Association shall keep at its principal Arkansas office the original or a copy of the Association Bylaws as well as the Policies and Procedures document, as amended to the current date that shall be open to inspection by the members via the Association website. If the Association has no business office in Arkansas, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of the Association Bylaws or the Policies and Procedures document, as amended to the current date.

### **Section 5. Board Members' Inspection Rights**

Every Board Member shall have the absolute right at any reasonable time to inspect the Association's (or any subsidiary's) books, records, and documents of every kind, and to inspect the physical properties of the Association (or any subsidiary). The inspection may be made in person or by the Board Member's agent or attorney. The right of inspection includes the right to copy and make extracts of books and records.

### **ARTICLE XIII: TRANSITION AND IMPLEMENTATION**

The following pertains to the transition between the previous and new bylaws. Additional details are specified in the Board Policies and Procedures document. This transition and implementation language will sunset upon these bylaws taking effect. These bylaws will be implemented upon approval as set forth in Article IX, Section 1 and Section 2.

BYLAWS ADOPTED: November 1991.  
BYLAWS AMENDED: November 1992.  
BYLAWS AMENDED: November 1995.  
BYLAWS AMENDED: November 1998.  
BYLAWS AMENDED: November 1999.  
BYLAWS AMENDED: January 2000.  
BYLAWS AMENDED: October 2003.  
BYLAWS AMENDED: October 2010  
BYLAWS AMENDED: May 2013  
BYLAWS AMENDED: May 2020