

# ILLINOIS ACADEMY OF AUDIOLOGY

## BYLAWS

*AMENDED December 9, 2015*

### ARTICLE I

The Illinois Academy of Audiology (hereafter designated as Academy) is incorporated in the State of Illinois and is organized for the purpose of promoting the public good by fostering the growth, development, recognition, and status of the profession of Audiology and its members.

### ARTICLE II

#### OFFICES

- 2.1 Offices. The principal office of the Academy shall be located at: 275 N York St, Suite 401, Elmhurst, Illinois 60126. The Academy shall have such other offices at such other places as the Board of Directors may from time to time designate or as the business of the Academy may require.

### ARTICLE III

#### MEMBERSHIP

- 3.1 Membership. The Academy shall consist of Regular Members, Associate Members, Life Members, and Student Members.
- 3.2 Regular Members. A Regular Member is one who has a graduate degree in audiology from a regionally accredited academic institution.
- 3.3 Associate Members. An Associate Member is one who is not an audiologist but who wishes to remain informed and provide input regarding the activities of the Academy. Associate Members hold all rights and obligations of a Regular Member, except they shall not vote or hold office. Associate Members may participate on committees at the discretion of the Board of Directors and the committee chairperson(s). Associate Members are prohibited from using affiliation with the Academy for the promotion of commercial products or services.
- 3.4 Life Members. A Life Member is an audiologist who is at least 65 years old and has been a Regular Member of the Academy for at least ten (10) consecutive years prior to requesting Life Membership. Life Members hold all rights and obligations of a Regular Member.
- 3.5 Student Members. A Student Member is one who is pursuing an entry-level degree in audiology, as verified by a regionally accredited residential institute of higher learning. An individual who would otherwise qualify as a Regular Member who is pursuing a doctoral degree on a full-time basis may apply to become a Student Member. Student members hold all rights and obligations of Regular Member membership, except they shall not vote. Student membership terminates when all requirements for graduation from the institute of higher learning have been met.

- 3.6 Application for Membership. Individuals applying for membership shall submit an application to the Vice-President of Membership. Application for Life Member may come from the Regular Member, or another Member of the Academy may forward a recommendation for Life Membership. The Vice-President of Membership will review each application and make a recommendation to the Board of Directors as to whether admission as a Regular Member, Associate Member, Life Member, or Student Member shall be granted. All applications for membership must be approved by the Board of Directors.
- 3.7 Dues. The Board of Directors shall establish annual membership dues to be assessed all members. The membership year for the Academy shall be August 1 through July 31.
- 3.8 Termination of Membership.
- (a) Dues will be considered delinquent if not paid by 60 days following the end of the membership year. Members whose dues are delinquent shall be notified by the Vice-President of Membership of such delinquency. If the dues remain delinquent 30 days after such notification, membership shall be terminated. An individual whose membership has been so terminated may reapply for membership by following the procedure set forth in Section 3.6.
  - (b) Any member may submit a resignation, in writing, to the Vice-President of Membership. The resigning individual shall cease to be a member of the Academy as of the date such resignation is submitted. Dues paid are not refundable.
  - (c) The Board of Directors may recommend expulsion of any member from the Academy who no longer meets membership requirements as stated in Sections 3.2-3.5 or who is found to be in violation of the Code of Ethics. A member who is expelled may file a grievance with the Board of Directors. The grievance procedure shall be set forth in the Rules of the Academy.

## ARTICLE IV

### MEETINGS

- 4.1 Time and Location of Meetings. The Academy shall hold an Annual Meeting of the general membership at least once a year and at such other times and places and upon such notice as the Board of Directors may determine.
- 4.2 Information Meeting. An information meeting for the general membership shall be held during the Annual Meeting of the Academy and at such other times and places and upon such notice as the Board of Directors may determine. At each Annual Meeting, members shall be informed of actions taken by the Board of Directors since the last Annual meeting of the Academy.
- 4.3 Rules of Order. All meetings of the Academy shall be governed by the Rules contained in the current edition of Roberts Rules of Order in which they are not inconsistent with the provisions of the Bylaws or Rules of the Academy.
- 4.4 Minutes. Minutes of all meetings of the Board of Directors shall be recorded. They are subject to correction at the next meeting of the Board of Directors. The minutes are to be kept at the Academy Headquarters, where they may be

inspected by any member. Minutes of all meetings shall be distributed to members of the Board of Directors in a timely manner.

## **ARTICLE V**

### **PUBLICATIONS**

- 5.1 Publications: The Academy shall make available a membership directory, and distribute a newsletter that disseminates information of relevance regarding the profession of Audiology and the operations and goals of the Academy, and such publications as deemed appropriate and necessary by the Board of Directors.
- 5.2 Website: The Academy shall operate and maintain a website accessible by Academy members and the public.

## **ARTICLE VI**

### **GOVERNANCE OF THE ACADEMY**

- 6.1 Governance. The Academy shall be governed by a Board of Directors composed of eleven (11) regular members, one (1) Executive Director, and up to five (5) student members. The Board of Directors shall be responsible for the executive and managerial affairs of the Academy and establish the policies governing the Academy.

Responsibilities of the board as a whole are to:

- a) determine the mission and vision of the Academy and see that the Academy fulfills its stated aims and purpose,
- b) understand and comply with the Academy's Articles of Incorporation and Bylaws,
- c) comply with laws relating to not-for-profit entities,
- d) develop, execute, evaluate, and approve the Academy's policies, plans, and budgets,
- e) approve the annual budget and review quarterly financial reports,
- f) issue an annual report of the Academy to the membership,
- g) decide when and where the annual convention shall take place,
- h) grant membership to those applicants whose qualifications, in the board's judgment, meet the requirements specified in Article II of the Bylaws,
- i) establish committees, task forces, liaisons, and working groups as necessary, to guide and assist the Academy in implementing its mission,
- j) maintain a working knowledge of the affairs, policies, and assets of the Academy.

Responsibilities of individual board members are to:

- a) advocate for the mission and vision of the Academy,
- b) attend in-person four face-to-face board meetings, scheduled once per quarter (typically February, May, September, and November),
- c) participate in periodic meetings held via conference call, and as scheduled at the discretion of the president,

- d) express one's opinion during discussion and debates, and speak with one voice regarding the final decisions of the board,
- e) accept and fulfill committee assignments (typically one or more standing committees),
- f) following Board meetings, brief committee chairs on any information from the meeting relevant to the committee,
- g) produce an annual report presented by each member of the Board of Directors and Committee Chair at the first Board meeting following the annual convention (such report shall contain activities of the previous year and recommendations for future activities),
- h) transact all such other business in the interest of the membership that may from time to time come before the board,
- i) serve as a role model for the Academy membership by annually renewing one's membership, contributing to the fundraising activities of the Academy on an annual basis at a level commensurate with one's capacity to give, attending the annual convention and providing tangible and ongoing support of Academy programs,
- j) serve on at least one committee in the year following one's term on the board

6.2 The Board of Directors Composition. The Board of Directors shall be composed of eleven (11) Regular Members, including the President, President-Elect, Past-President, Vice-President of Membership, Vice-President of Education, Vice-President of Governmental Affairs, Secretary/Treasurer, and four (4) Members-at-Large. Each of the Regular Members of the Board of Directors, including the President, shall have the power to vote on issues. Non-voting members of The Board shall include the Executive Director and up to five (5) Student Member(s). When a new position is created within the Board of Directors, a Regular Member shall be appointed by the President until the time of the next general election for that position. When a vacancy occurs within the Board of Directors, a replacement shall be appointed by the President to serve for the remainder of the term of the vacated office to which the person was appointed.

- (a) President. The President of the Academy shall serve as the Chair of the Board of Directors for one (1) year and preside over all Board meetings and meetings of the general membership of the Academy.
- (b) President-Elect. The President- Elect of the Academy shall serve one (1) year and assist the President in performing whatever duties may be assigned prior to assuming the office of President. The President-Elect shall serve as ex-officio member of all committees and shall preside at meetings in the absence of the President. The President-Elect shall serve as the parliamentarian. The President-Elect shall assume the duties of the President should a vacancy occur.
- (c) Past-President. The President shall, upon completion of term of office, automatically become Past-President for one (1) year. The Past-President

shall serve as Chair of the Nominations Committee and assistant to the President in matters as delegated.

- (d) Vice-President of Membership. The Vice-President of Membership shall serve for two (2) years and be responsible for keeping the administrative record of all current members. The Vice-President of Membership will organize and conduct new member recruitment efforts when necessary and appropriate. The Vice-President of Membership may appoint a committee of members to help support membership activities including, but not limited to, membership benefits, membership identification paraphernalia, and all other activities related to membership issues. Major decisions relative to membership policy and action will be discussed and approved, prior to implementation, by the Board of Directors.
- (e) Vice-President of Education The Vice-President of Education shall serve for one (1) year and be responsible for planning and conducting the Annual Convention, as well as other professional meetings as necessary and appropriate. The Vice-President of Education may appoint a committee to support and help in education activities. Major decisions relative to educational policy and activities will be discussed and approved, prior to implementation, by the Board of Directors.
- (f) Vice-President of Governmental Affairs. The Vice-President of Governmental Affairs shall serve for two (2) years and be responsible for monitoring all legislative activities which may have an effect on the practice of audiology in the State of Illinois. The Vice-President of Governmental Affairs shall interface with the Academy lobbyist, and head a search committee for a lobbyist as the need arises. The Vice-President of Governmental Affairs may appoint a committee as necessary and appropriate to help fulfill the duties and responsibilities of legislative activities. Major decisions relative to professional issues will be discussed and approved, prior to implementation, by the Board of Directors. During any legislative process outside the purview of the Board of Directors, the Vice-Presidents of Governmental Affairs shall, in concert with the President, have the responsibility to represent the Academy and shall have the authority to make executive decisions as necessary.
- (g) Secretary/Treasurer. The secretary/treasurer shall serve for two (2) years. In the role as treasurer, the secretary/treasurer shall render or cause to be rendered direction, management, and communication relating to the finances and investments of the Academy. In the role as secretary, the secretary/treasurer shall keep or cause to be kept, all records of the board, required by law or board policy, including bylaws, policies and procedures, minutes, and meeting notifications.
- (h) Members-at-Large. Four members-at-large shall serve on the Board of Directors. Two members-at-large shall be elected annually by the general voting Academy membership for a two (2)-year term. Members-at-large will accept and fulfill committee assignments (typically one or more standing committees) and fulfill other responsibilities as described in section 6.1.

- (i) Executive Director. The executive director is a staff member of the association management company selected by the Board of Directors and employed by the Academy to attend to the daily administrative and financial affairs of the Academy. Under the direction of the board of directors, the executive director shall plan, organize, control, and direct the staff, programs, and activities of the Academy. If for some reason the executive director is unable to perform the duties of the office, the executive director shall be replaced temporarily as designated by the president. The Executive Director is not permitted to vote at board meetings.
  - (j) Student Members. Student Members shall be appointed to a one (1) year term, and shall be responsible for informing the Board of pertinent student issues and shall report pertinent professional issues to audiology students. Student Members are not permitted to vote at the Board meetings. One Student Member from each Illinois university offering an Au.D. degree/degree in audiology may be appointed by the Board. Student members may be reappointed.
- 6.3 Term of Board of Directors Office. Each director shall serve for a two-year term except for the President, President-Elect, Past-President, and Vice-President of Education who shall serve a one year term. Newly elected officers will assume office responsibilities at the end of the annual convention which is usually near the beginning of the calendar year. Members of the Board of Directors may serve in the same office for no more than two consecutive terms.
- 6.4 Meetings. At least four meetings of the Board of Directors shall be held each year. Meetings may be held if requested by the President or two of the other members of the Board. All meetings are open to the membership unless personnel actions are being discussed.
- 6.5 Quorum. At any meeting of the Board of Directors a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business. Absentee ballots, presented in writing regarding specific issues, may be submitted by members of the Board of Directors who are unable to be present in person at the convened session.
- 6.6 A member of the Board of Directors may be asked to resign by a three-fourths (3/4ths) vote of the Board. If the Board member declines to resign, the removal of the member shall be put forth to the general membership. Three-fourths (3/4ths) of the votes by the general membership shall result in immediate dismissal of the Board member from the position.

## **ARTICLE VII**

### **ELECTIONS**

- 7.1 Nominations Committee. The immediate Past-President shall serve as Chair of the Nominations Committee and appoint at least two other committee members, not currently serving on the Board of Directors. The Nominations Committee shall consider names of candidates for the expected vacancies on the Board of Directors and conduct the election of new members to the Board of Directors.

- 7.2 Other Nominations. The Board of Directors shall provide a means for the membership to propose candidates to the Nominations Committee.
- 7.3 Election Process. The name and brief biographical history of approved candidates shall be made available to the membership prior to the election. Voting shall be by mail ballots which will be distributed to the members or by ballots available through the official website. The election process will occur during the fall of each year.

## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS**

- 8.1 Amendment of Bylaws. The Bylaws of the Academy may be altered, amended, or repealed and new Bylaws adopted, by an affirmative vote of a quorum of the members of the Board of Directors. Absentee ballots will not be accepted for voting issues concerning amendment of Academy Bylaws.

## **ARTICLE IX**

### **STANDING RULES**

- 9.1 Standing Rules. Operational rules which are consistent with the Bylaws may be adopted by the Board of Directors to govern the activities of the Academy. Changes in standing rules may be determined by majority vote of the Board of Directors.

## **ARTICLE X**

### **DISSOLUTION**

- 10.1 Dissolution. Upon dissolution of the Academy, the Board of Directors shall, after applying or making provision for payment of all the liabilities of the Academy, dispose of all the Academy's assets exclusively for the purposes of the Academy in such a manner or to such organization or organizations organized or operated exclusively for charitable, educational, or scientific purpose which shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the members of the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of original jurisdiction of the county in which the office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **INDEMNIFICATION**

- 11.1 Indemnification. Any individual who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that this person is or was serving as an officer of the Academy or member of the Board of Directors or is or was

serving at the request of the Academy as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by this person in connection with such action, suit or proceeding if this person acted in good faith for the purpose which this person reasonably believed to be in the best interest of the Academy and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this person's conduct was unlawful, to the maximum extent permitted by, and in the manner provided by Illinois law.



**Revision History**

<u>Date</u>	<u>Description of Change</u>
2009-02-25	Changed section 6.2 to clarify appointee status at election
2015-12-10	Restructuring of the Board of Directors, change of official address.