

BY-LAWS
A Nebraska Non-Profit Corporation

Effective January 1, 1990 (Revised: October 12, 1995; October, 1998; October, 2000; September 2004; October 2009)

**ARTICLE I - COMPLIANCE WITH BY-LAWS AND CODE OF ETHICS OF THE
NEBRASKA SPEECH-LANGUAGE-HEARING ASSOCIATION (NSLHA).**

It shall be the duty of the membership to maintain the By-Laws and Code of Ethics of NSLHA, hereafter known as the Association, as the regulation governing Association activities and membership standards. These documents shall reflect the purpose of the Association and its membership, subject to review and update.

Our missions: Promoting services for speech, language, hearing, swallowing and related disorders in Nebraska, to encourage education and research activities, and to advocate the rights of persons with communication disorders.

ARTICLE II - PURPOSES

The purpose of this organization shall be:

1. To promote services for speech, language hearing, swallowing and related disorders in Nebraska.
2. To encourage education, service, and research activities within the speech, language and hearing professions leading to further understanding of the processes of speech, language, and hearing and to the development of improved preventive and remedial services and procedures.
3. To promote the effective exchange of information among members, other persons and organizations, through association meetings, publications, the Association website and/or other methods approved by the organization membership, and to disseminate such information.
4. To promote effective liaison between the Association and other disciplines.
5. To advocate the rights and interests of persons with communication disorders and promote the individual and collective professional interests of the members of the Association.
6. To promote the investigation of disorders of human communication.
7. To promote appropriate academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders and promote the maintenance of current knowledge and skills of those within the discipline.

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

ARTICLE III - MEMBERS

Section 1 - Eligibility

- a. Full members must hold: (1) a graduate degree with major emphasis in speech-language pathology, audiology, or speech and hearing science; or (2) a graduate degree and present evidence of active research, interest, and performance in the field of human communication (LC 14-2000). Members must agree to abide by the Code of Ethics of the American Speech-Language and Hearing Association (ASHA).
- b. Associate members must: (1) hold a Bachelor's degree with major emphasis in speech-language pathology, audiology, or speech and hearing science; and (2) have not attained full member status.
- c. Student members must: (1) be enrolled in a degree program with major emphasis in speech-language pathology, audiology, or speech and hearing science at the graduate or undergraduate level.

- d. Life members must: (1) have attained the age of sixty (60), (2) have held membership in NSLHA for the ten consecutive years immediately prior to attaining age sixty, and (3) have completed the membership renewal form annually.
- e. Nonresident members shall be defined as: (1) a full or associate member who moves from the State of Nebraska; and (2) remains in good standing as defined in Article III, Section 3. Upon resuming Nebraska residency, membership status shall be adjusted in accordance with Section 1a, 1b or 1c above.
- f. Affiliate members shall be defined as any individual: (1) not eligible for membership status under categories a-e; (2) who wishes to support actions of NSLHA; and (3) who is a member in good standing, as defined in Article III, Section 3.
- g. Inactive members shall be defined as individuals who are not currently practicing in the field and who have been a member in good standing for at least five consecutive years prior to their inactive status. Inactive status is limited to a total of five years.

Section 2 - Membership Privileges

Members in good standing shall be defined as those individuals meeting the eligibility criteria defined in Article III, Section 1, and whose dues are currently paid in full.

- a. Members in good standing shall have the privilege of attending and participating in all meetings of the Association.
- b. Members in good standing shall receive all publications authorized and issued by the Association.
- c. Members in good standing may serve on committees.
- d. Voting membership privileges of NSLHA are given to those who: (1) hold a graduate degree with major emphasis in speech-language pathology, audiology, or speech and hearing science; or (2) a graduate degree and present evidence of active research interest, and performance in the field of human communication; or (3) have been long standing members of NSLHA (Life or Full).
- e. Life members in good standing shall be exempt from dues.

Section 3 - Resolution of Conflicts Concerning Membership Eligibility

Resolution of conflicts of membership shall be based upon a majority vote of the Board of Directors.

Section 4 - Suspension of Membership

- a. Any member who violates the By-Laws or the ASHA Code of Ethics may be suspended by three-fourths vote of the Board of Directors. Any person under consideration for suspension shall be entitled to a hearing before the Board of Directors. Suspended individuals may be reinstated after one year upon three-fourths vote of the Board of Directors.
- b. Any member whose dues remain unpaid ninety days after the first day of the first month of the new fiscal year shall be automatically dropped from the membership rolls of the Association. Reinstatement of said individual shall be dependent upon his or her completion of the membership application and payment of dues in accordance with Article IX, Section 4.

ARTICLE IV - MEETING OF MEMBERS

Section 1 - Annual Business Meeting

There shall be one Annual Business Meeting of the Association each year. The time and place of the annual business meeting shall be determined by the Board of Directors. Notification of the meeting shall be mailed to the members at least thirty (30) days prior to the meeting.

Section 2 - Special Meetings

Special meetings for the purpose of conducting official business of the Association may be called by the President with a majority vote of the Board of Directors. Notification shall be mailed to the members as to the date, place and reason for the meeting at least thirty (30) days prior to the meeting.

Section 3 - Balloting

When official business of the Association must be conducted outside of the Annual Business Meeting, the President may, with Board approval, conduct balloting as follows:

- a. The Treasurer of the Association shall identify the number of members eligible to vote.
- b. The number of members eligible to vote shall be the basis for determining a quorum.
- c. Only official ballots as issued by the Board of Directors and submitted by the specified date will be counted.

Section 4 – Quorum

For the purpose of conducting business of the Association, a quorum, which shall be defined as ten percent (10%) of the full membership as of the date of the business meeting, must be present. A ballot quorum, which shall be defined as ten percent (10%) of the full membership must be returned and counted.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Composition

- a. The voting Board of Directors shall be composed of the elected officers of the Association including: President, President-Elect, Vice President, Vice President-Elect, Past President, Secretary, Treasurer, and six Regional Representatives, ASHA Advisory Council Members, newsletter editor(s) and website administrator(s) shall have voting privileges if they are full members of the Association. Appointed student representative(s) will also have voting privileges if they are current student members. The President shall be the Chairperson of the Board.
- b. The non-voting Board of Directors shall include: Committee Chairs and/or associate member who has been appointed by the President to serve as an ex officio member. ASHA Advisory Council Members, appointed student representative(s), newsletter editor(s) and website administrator(s) shall have no voting privileges if they are not full members of the Association.

Section 2 - Decisions

All decisions of the Board of Directors shall be approved by a majority vote of the Board of Directors, provided a quorum of at least fifty-one percent (51%) of the voting members of the Board of Directors are present and voting, except for decisions on special matters requiring other than a majority vote as specified in the By-Laws.

Section 3 - Meetings

All meetings of the Board of Directors shall be called by the President. The Board of Directors shall meet at least twice a year.

Section 4 - Responsibilities

The Board of Directors shall be the governing body of the Association and shall exercise the following powers and duties:

- a. Formulate the policies of the Association in accordance with Articles of Incorporation and the By-Laws.
- b. Select time and place of Association meetings.
- c. Transact all business of the Association between Association meetings.
- d. Approve standing and ad hoc committees (who shall be appointed by the President under provisions of Article VI, Section 5c) as deemed necessary by majority vote.

- e. Vote on and accept or reject applications for membership in instances where there is a question of eligibility in accordance with Article III, Section 3.
- f. Report all actions of the Board of Directors' recommendations to the membership at each annual meeting of the Association.

ARTICLE VI - ELECTED OFFICERS

Section 1 - Officers -- The elected officers of the Association shall consist of:

- President
- President-Elect
- Vice-President
- Vice-President-Elect
- Secretary
- Treasurer
- Regional Representatives
- Past-President

Section 2 - Election of Officers

- a. A nominating committee shall be appointed in accordance with provisions of Article VI, Section 5 of the By-Laws. The Nominating Committee shall solicit nominations from the Association, obtain acceptance from the nominees, and formulate a slate of nominations of full members in good standing (as defined by Article III, Section 1a and Section 2d). The Nominating Committee shall present the slate of nominees to the Board of Directors for approval and will direct the Chairperson of the Nominating Committee to ensure that each voting member is notified of the approved slate of nominees at least thirty (30) days prior to the date of the Annual Business Meeting.
- b. Following the presentation of the slate by the Nominating Committee at the annual business meeting, nominations shall be entertained from the floor. Any nominations from the floor properly nominated and seconded and accepted by the nominee shall be added to the slate of nominees.
- c. In the event that only one nomination is submitted for any office by the Nominating Committee and no nominations are received from the floor, the single nominee(s) shall be elected.
- d. In the event of a nomination from the floor at the Annual Business Meeting, voting shall be conducted by ballot to all members within 10 working days of the Annual Business Meeting. Members will be requested to return ballots at a time determined by the nomination committee.
- e. The nominee receiving the largest number of votes cast shall be elected.
- f. The results of the election shall be published in the Association newsletter.

Section 3 - Removal of Officers

Any elected member of the Board of Directors may be removed from office in accordance with the following procedure:

- a. A written petition signed by ten percent (10%) of the members of the Association or by four (4) members of the Board of Directors for action in accordance with procedures to be determined by the Board of Directors. Such procedures shall include provisions for the conduct of fair hearings and right of appeal by the officer involved.
- b. The members of the Board of Directors voting must approve the petition for removal by three-fourths vote.

Section 4 – Term

Past President, President, President-Elect, Vice President and Vice President-Elect shall serve for terms of one (1) year, and all other elected officers shall serve for terms of two (2) years effective with those officers taking office January 1. With the exception of the Past President, President and the President-Elect, all Association officers shall be eligible for immediate re-election. The Past President, the President and President-Elect shall not be eligible for re-election to the office of President-Elect for

two (2) years following retirement from their present office. The President, President-Elect and Vice President-Elect shall succeed the Past President, the President and the Vice President, respectively immediately following their retirement from office. Officers shall assume office on January 1 of the year following that in which they are elected

In the event that a vacancy occurs in any office, the President may make a temporary appointment to fill that office as provided in Article VI, Section 5. This appointment shall be approved by the membership at the next regularly scheduled business meeting to complete that term of office.

Elections shall be held as follows: Even numbered year's elections for President-Elect, Vice President-Elect, Secretary, Region 2, 4, and 6 Representatives; odd numbered year's elections for President-Elect, Vice President-Elect, Treasurer, Regions 1, 3, and 5 Representatives.

In the event of a vacancy in the office of President-Elect caused by resignation from that office, removal in Accordance with Article VI, Section 3, or by virtue of their assuming the office of the President in accordance with Article VI, Section 6, the election of a replacement shall be conducted by ballot in accordance with Article IV, Section 3. The President may make a temporary appointment to fill the office of President-Elect, subject to the approval of the Board, until such elections can be completed.

Section 5 - President

The President shall:

- a. Preside over all meetings of the Association and endeavor to conduct meetings according to the By-Laws of the Association and the recognized processes of Parliamentary Law.
- b. Call emergency meetings of the Association, the Board of Directors, or any of the Association committees.
- c. Be empowered to establish and dissolve committees, and appoint committee chairpersons and other officers with majority approval of the Board of Directors.
- d. Temporarily fill vacancies of the elected officers which occur between elections, subject to approval of the Board of Directors.
- e. Continue as a member of the Board of Directors, as Past President, for one term after retiring from the office of President of the Association.
- f. Be empowered to conduct emergency business of the Association through the means deemed most expedient with the consent of a majority of the Board of Directors.
- g. Cause the proposed agenda for the Annual Business Meeting or any special meeting to be available to the members prior to the meeting.
- h. Appoint student representative(s), website administrator(s) and newsletter editor(s).

Section 6 - President-Elect

The President-Elect shall:

- a. Act as Liaison to the Public Relations Committee and perform those duties as described in Article VII, Section 7.
- b. Perform the duties of President in the absence of the President or during vacancy in the office of President.
- c. Act as Chairperson of the Honors Committee and perform those duties as described in Article VII, Section 6.

Section 7 - Vice President

The Vice President shall:

- a. Solicit input from all standing committees regarding the continuing education need of the membership and serve as program chairperson for all sponsored and co-sponsored Association conventions and meetings.
- b. Form and act as chairperson of the Association's ad hoc committee on Continuing Education.
- c. Act as chair of the annual convention, causing a committee to be formed for the purpose of planning and conducting said convention(s).

Section 8 - Vice President-Elect

The Vice President-Elect shall:

- a. Act as program co-chairperson for all Association sponsored and co-sponsored conventions and meetings.
- b. Serve as a member of the Association ad hoc committee on Continuing Education and ad hoc committee on annual convention program.
- c. Perform the duties of the Vice President in the absence of the Vice President or during a vacancy in the office of the Vice President.

Section 9 - Secretary

The Secretary shall:

- a. Hold the office of Secretary of the Board of Directors as well as Secretary of the Association.
- b. Record and file the minutes of all official meetings of the Association and Board of Directors. He/she shall receive and file copies of the minutes of committees of the Association, and reports of officers and Association committees.
- c. Be responsible for providing notices of meetings to members at the direction of the President.
- d. Keep a separate record book in which a copy of the Articles of Incorporation and By-Laws are written. He/she shall record in this book, all amendments to the Articles of Incorporation and By-Laws at the time such amendment is authorized by the voting body of the Association, in accordance with Article IX. Each record of amendments shall also contain a reference to the date and page of the minutes of the Association meeting which authorized the amendment.
- e. Send minutes of the Board of Directors meetings to Board after the meeting has taken place but prior to next meeting.

Section 10 - Treasurer

The Treasurer shall:

- a. Keep account of the Association funds, managed by Nebraska Council of School Administrators (NCSA).
- b. Be empowered to sign checks for the Association, along with NCSA Executive Assistant and NSLHA President.
- c. Submit a financial statement at each regular meeting of the Association and at any meeting of the Board of Directors when such statement is requested by the President of the Association.
- d. Monitor monthly financial reports prepared by management firm. Prepare an annual budget to be approved by Board prior to start of new fiscal year and presented to membership during the Annual Business Meeting.

Section 11 - Past President

The Past President shall:

- a. Act as an advisor in the conduct of Association business.
- b. Review, edit and ensure that the Association business is conducted in compliance with the NSLHA By-Laws, Code of Ethics, and Articles of Incorporation.
- c. Act as Parliamentarian for Association business.

Section 12 -- Regional Representatives

A. The Regional Representatives shall represent the following areas:

1. One representative from Washington, Douglas, Cass, and Sarpy counties designated as Region I.
2. One representative from Lancaster, Otoe, Johnson, Nemaha, Richardson, Pawnee, Gage, Seward, York, Fillmore, Saline, Jefferson, and Thayer counties designated as Region 2.

3. One representative from Dodge, Saunders, Merrick, Nance, Polk, Butler, Colfax, Platte, Boone, Madison, Stanton, Cuming, Burt, Thurston, Wayne, Pierce, Antelope, Dakota, Dixon, Cedar, Knox, Boyd, Holt, and Wheeler counties designated as Region 3.
4. One representative from Blaine, Loup, Garfield, Custer, Valley, Greeley, Sherman, Howard, Hall, Buffalo, Dawson, Gosper, Phelps, Kearney, Franklin, Harlan, Furnas, Adams, Hamilton, Clay, Nuckolls, and Webster counties designated as Region 4.
5. One representative from Keya Paha, Brown, Rock, Cherry, Thomas, Hooker, Grant, Arthur, McPherson, Logan, Lincoln, Keith, Perkins, Chase, Hayes, Frontier, Red Willow, Hitchcock, and Dundy counties designated as Region 5.
6. One representative from Sheridan, Dawes, Box Butte, Sioux, Scotts Bluff, Banner, Kimball, Morrill, Garden, Deuel, and Cheyenne counties-designated as Region 6.

B. Election of Regional Representatives:

1. Method of Election
 - a) The Nominating Committee shall solicit nominations from the Association members in each region in accordance with provisions of Article VI, Section 2, of the By-Laws.
 - b) Election shall be determined by a majority vote of the members residing within the region for which the representative is being selected.

C. The Regional Representative shall:

1. Represent the concerns of the membership of their designated region, to include oral and written communication on a regular basis.
2. Serve as liaison between the Board of Directors and the members in their region.
3. Designate a communication network within the region for the purpose of gathering and disseminating information, membership recruitment, nomination of officers and other functions designated by the President.

ARTICLE VII - COMMITTEES

Section 1 - Creation

The President of the Association shall be empowered to appoint committee chairpersons with the approval of the Board of Directors, as provided in Article VI, Section 5. Committee chairs shall function as the appointed officers.

Section 2 - Legislative Affairs Committee

- a. The function of this committee shall be (1) to study existing state, federal and national legislation which may affect NSLHA or its members, (2) to establish and maintain communication with Board of Directors and membership, and (3) take action as approved by the Board of Directors.

Section 3 - Nominating Committee

- a. The function of this committee shall be to formulate a slate of nominations for all elected officers of this Association in accordance with Article VI, Section 2.
- b. The membership of this committee may consist of a Chairperson, President, President-elect, Past President and the six Regional Representatives.

Section 4 - Clinical Services Committee

- a. The function of this committee shall be (1) to establish and maintain communication with the Board of Directors and membership with regard to current practices and issues relative to speech, language hearing, swallowing and related services in clinical settings and (2) to monitor, review, and recommend Association action on state, federal and legislation which has implications for speech/language pathologists and audiologists working in clinical settings.

Section 5 - Schools Committee

- a. The function of this committee shall be (1) to establish and maintain communication with the Board of Directors and membership with regard to current practices and issues relative to speech, language, hearing, swallowing and related services in the schools and (2) to monitor, review, and recommend Association action on state, federal, and legislation which affects speech/language pathologists and audiologists working in school settings.

Section 6 - Honors Committee:

- a. The function of this committee will be to solicit nominations for recognition by the membership and select individuals and/or organizations to receive recognition by the Association.
 1. Recognition shall include, but not be limited to, individuals or organizations that have offered outstanding support to individuals with communication disorders and special awards offered by ASHA and the American Speech-Language and Hearing Foundation (ASLHF).
 2. Honors of the Association (the highest honor the Association can bestow) recognizes distinguished contributions to the field of speech, language, and hearing and participation in NSLHA.
 3. Recognition of NSLHA members and/or organizations and/or individuals that have offered outstanding support to NSLHA and/or the field of speech, language and hearing.

Section 7 - Public Relations Committee:

- a. The function of this committee shall be:
 1. To establish and maintain communication with the Board of Directors NSLHA membership and other related professions with regard to the promotion of the Association and the fields of audiology and speech-language pathology;
 2. To promote the purpose of the Association and the professions through the use of appropriate multi media sources;
 3. To promote Better Hearing and Speech Month in Nebraska with appropriate professional and consumer organizations including arranging for individuals(s) chosen as the Association's representative.

Section 8 – Continuing Education Committee:

- a. The function of this committee shall be:
 1. To establish and maintain communication with the NSLHA board and membership regarding continuing education needs and opportunities via multi media, and
 2. To provide the NSLHA membership with continuing educational opportunities to promote professional development at least two times per year.
- b. The membership of the committee shall consist of the Vice-President who serves as the chair, the Vice-President-Elect, and NSLHA members representing speech-language pathologists and audiologists in educational and clinical settings across a broad geographical area.

ARTICLE VIII - DUES

Section 1 - Amount

The amount of dues shall be determined by the Board of Directors and must be approved by a majority of the Board of Directors.

Section 2 - Date payable

Payments will be due on or before the first day of the first month of each fiscal year.

Section 3 - Notice of Dues

Notices shall be mailed to all members at least one month prior to the new fiscal year.

ARTICLE IX - AMENDMENTS

Section 1 – Initiation

Amendments to the By-Laws may be initiated by the Board or may be submitted by a written proposal signed by any ten (10) members and mailed to the Executive Board at least forty-five (45) days in advance of the officially called Annual Business Meeting or special meetings.

Section 2 - Action by Board of Directors

Amendments initiated in accordance with Section 1 of this Article shall be considered by the Board of Directors at least thirty (30) days in advance of the officially called meetings of the Association. A majority vote of the Board of Directors shall be required to submit recommendations concerning the amendment to the vote of the voting members of the Association.

Section 3 – Passage

Proposed amendments with affirmative or negative recommendations of the Board of Directors shall be submitted to the members of the Association thirty (30) days prior to the next business meeting of the Association. The opportunity for an absentee ballot shall be provided by the Association for members unable to attend the meeting upon petition to the Secretary of the Association. Absentee ballots must be managed as stated in the Balloting Section.