

BYLAWS OF  
MONTANA SPEECH-LANGUAGE AND HEARING ASSOCIATION, INC.

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ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the Montana Speech-Language and Hearing Association, Inc. (the “Association”). The moniker of the Association shall be “MSHA”. MSHA shall be a nonprofit organization incorporated in the State of Montana.

Section 2 – Purpose: The purpose of MSHA shall be to:

- A. Promote the study of human communication, consistent with the scope of practice outlined by credentialing associations which may include the American Academy of Audiology (AAA) and/or the American speech-Language-Hearing Association (ASHA), and increase interest in the investigation, prevention, and treatment of communication and swallowing disorders.
- B. Facilitate the exchange of information among members of the association to improve clinical services by enhancing and maintaining the highest level of knowledge and skills.
- C. To increase professional cooperation with other specialized education and allied health professionals.
- D. Advocate for the rights of individuals with communication disorders.
- E. Foster the adoption and practice of ethical principles in the professions involved with communication disorders.

ARTICLE II – MEMBERSHIP

Section 1 – Non-Discrimination: MSHA shall not discriminate on the basis of race national origin, religion, age, sex, sexual orientation, handicapping condition, gender, or gender identification. All programs and activities of the Association shall be conducted furtherance of this policy.

Section 2 – Categories of Membership: The following categories of membership shall be defined – Regular Member, Subscriber, Life Member and Student Member. Regular Members and Life Members shall comprise the voting body of MSHA. The right to hold office shall be limited to voting members, with the exception of the student representative on the Board of Directors.

- A. Regular Member – See Section 3 (below) for the description of a Regular Member.
- B. Subscriber –
  - a. A subscriber may be any person or group interested in MSHA and its goals and purposes. Subscriber members may not vote.
  - b. Subscribers shall receive publications and announcements from MSHA.
  - c. Subscribers shall pay an annual subscription fee, the amount of which is determined by the Board of Directors.
  - d. Persons who do not meet the requirements for either Regular (active) membership or Student membership, but who wish to be included in the mailings and announcements of MSHA may be eligible for Subscriber status.
- C. Student Member –
  - a. A Student Member must be a registered full-time student in a speech-language pathology, audiology, education of the deaf and hard of hearing, or an SLP-A program.
  - b. Student Members shall receive reduced convention rates.
  - c. Student Members shall receive publications and announcements from MSHA.
  - d. Student Members shall pay annual dues at a reduced rate to be determined by the Board of Directors.
- D. Life Members –
  - a. Any member who has held membership in MSHA for ten (10) continuous years and who has attained the age of sixty-two years (62) shall be awarded Life Membership.
  - b. Life Members shall enjoy all privileges of Regular Membership.
  - c. Life Members shall pay annual dues of \$10.00 to cover administrative services.
- E. Sustainer Members –
  - a. Any member who has achieved full retirement and is no longer employed in a professional capacity shall be eligible for Sustainer Membership.
  - b. Sustainer Members shall enjoy all privileges of Regular Membership.
  - c. Sustainer Members shall pay a one-time fee of \$125.

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Section 3 – Eligibility

- A. The minimum academic requirement for voting membership shall be a graduate degree with major emphasis in speech-language pathology or audiology, or a graduate degree and present evidence of active research, interest, and performance in the field of human communication. This requirement may be waived in special instances by recommendation of the Membership Committee and a majority vote by Board of Directors.
- B. Members must agree to abide by the Code of Ethics established by the American Speech-Language-Hearing Association. [See MSHA website for latest version.](#)

#### Section 4 – Application for Membership

- A. Candidates for membership shall submit their applications to the Chair of the Membership Committee.
- B. Any applicant rejected for membership may appeal to the Board of Directors for review of his or her application. Such appeal must be initiated within 90 days after notification of rejection. Decision on the appeal will be made by the Board of Directors after consultation with the Membership Committee.

Section 5 – Termination of Membership: Any member who violates the Code of Ethics of MSHA may be removed from membership by a three-fourths vote of the Board of Directors. Persons who have thus been removed may, upon recommendation of the Ethical Practices Committee, be reinstated after one year by a two-thirds vote of the Board of Directors.

### ARTICLE III – GOVERNANCE

#### Section 1 - Board of Directors

- A. The governing body of this Association shall be the Board of Directors, composed of up to seventeen (17) voting positions.
- B. The Executive Committee (voting members) shall include the President, President-Elect, Immediate Past President, Secretary, Treasurer, two elected members at large - one being the current President of the Montana Audiology Guild, one a speech language pathologist, University Representative, Student Representative, five Regional Representatives, the Chair of the Political Action Committee, and Chair of the Scholarship Committee.
- C. If a voting member of the Executive Committee member named above holds multiple positions (e.g., Treasurer and Chair of Scholarship Committee), then a member of the Committee chaired by the voting member shall be eligible to vote in place of the Committee Chair.
- D. Non-voting members of the Executive Committee shall include all other Committee Chairs.
- E. Board members must have completed one full calendar year of active membership in MSHA prior to the beginning of the term to which they are being nominated.

- F. Only members who have had prior experience serving as a member of the Executive Committee or as a Committee Chair, as an affiliate, and/or as an ASHA Liaison for at least two years is eligible for nomination as President-Elect.
- G. No member of the Board of Directors shall be personally liable to this Association or to any member of this Association for breach of any duties performed on behalf of the Association or its members providing however, that this provision does not relieve a Board Member of liability based upon acts not performed in good faith or acts which involve a knowing violation of law, or if such act or acts result in receipt by the Board Member of an improper personal benefit.

#### Section 2 – Responsibilities

The duties of the Board of Directors as a whole, the individual offices and all committees may be found in the Policies and Procedures Manual of the Association.

#### Section 3 – Election of Officers

- A. The Nominations Committee (chaired by the Immediate Past President) will prepare a slate of nominees.
- B. The proposed slate will be announced to the general membership via MSHA newsletter, website, and/or general mailing in advance of the Association's fall business meeting.
- C. Members may submit the names of additional nominees to the Chair of the Nominations Committee in advance of the fall business meeting. This may also be done in person at the fall business meeting. Nominations from the floor will be accepted with the consent of the nominee.
- D. The nominating member and/or any nominees from the floor shall provide biographical and professional data for the nominees.
- E. Once the pool of nominees has been finalized, the slate of officers shall be approved by a simple majority of those voting at the fall business meeting.

#### Section 4 – Vacancies:

- A. In the event of a vacancy in the office of President, the President-Elect shall automatically become President for the remainder of that term and the term for which elected.
- B. In the event of a vacancy in the office of President-Elect, the Board of Directors shall appoint a member of the Association to serve out the remainder of the President-Elect's term. At the next fall business meeting, a new President and President-Elect shall be elected as separate offices.
- C. In the event of a vacancy in the office of Immediate Past President, the last former President willing to serve shall complete the unexpired portion of the term.

Section 5 – Terms of Office: The following terms of office shall apply to all members of the Board of Directors:

- A. President: One year
- B. President-Elect: One year (at the expiration of his/her term as President-Elect, he/she becomes President)
- C. Past-President: One Year
- D. Secretary: Two years (to be elected in alternate year from Treasurer)
- E. Treasurer: Two years (to be elected in alternate year from Secretary)
- F. At Large Members: One Year
- G. University Representative: One Year
- H. Student Representative: One Year
- I. Regional Representatives: Two Years

#### ARTICLE IV – COMMITTEES

Section 1 – Standing Committees: The Association shall have the following established and standing committees: Convention Program Committee, Political Action Committee, Membership and Publications Committee, Honors Committee, Continuing Education Committee, Scholarship Committee, Public Relations Committee, Marketing Committee, Nominations Committee and Ethics & Licensure Committee.

Section 2 – Ad Hoc Committees: Ad Hoc Committees shall be established by the Board of Directors as the need arises. The Board of Directors will draw up the specific goals and responsibilities of the committee(s). These goals will be published in the Policy and Procedures manual. Ad Hoc committees will be considered dissolved at the discretion of the Board of Directors.

Section 3 – Committee Appointments and Duties:

- A. Convention Program Committee - This committee shall be co-chaired by two MSHA members selected by the Board of Directors. The term of each co-chair shall be two years. The Convention Program Committee shall be responsible for planning the annual convention for the Association.
- B. Political Action Committee - This committee shall consist of at least one speech/language pathologist and one audiologist appointed by the President. The term shall be four years. During the last year of a member's term, a new committee member will be chosen and oriented by existing members. The Political Action Committee shall study and evaluate all regulations, legislation, and recommendations which might affect the speech and hearing profession or program and help prepare and support such regulations and recommendations as will be

beneficial to the profession. This Committee shall also secure the services of a lobbyist (with Board approval) and act as liaison between the lobbyist and the Board of Directors.

- C. Membership and Publications Committee - This committee shall consist of Area Representatives with the Treasurer as chair. In conjunction with Administrative Assistant (if one has been employed by the Association), the Membership and Publications Committee shall process all applications for membership and exercise general supervision over matters related to membership, subject to reversal if necessary by majority vote of the Executive Committee. The committee shall also compile, edit and distribute the MSHA Communicator and MSHA Directory and other assigned official publications.
- D. Honors Committee - The committee shall consist of members with the At Large member acting as chair. The Honors Committee shall receive and review recommendations for and to select persons to receive the honors of the Association. The committee shall also confer awards to recipients at MSHA Annual Business luncheon.
- E. Continuing Education Committee - This committee shall consist of members with a chair appointed by the President. The committee shall administer MSHA's sponsorship of continuing education programs.
- F. Scholarship Committee - This committee shall consist of members with the Secretary as chair. The committee shall develop/review the scholarship application form to ensure it aligns with the values of the Association and make changes as needed; post the application form on the Association website (in conjunction with the webmaster); receive and review scholarship applications; establish and review scoring rubric; tally scores and name scholarship recipient breaking a tie if need be; report name of winner to the Executive Board and then to the membership at the annual fall convention.
- G. Marketing Committee -This committee shall consist of members with the chair appointed by the President. The committee shall raise public awareness of the profession by promoting speech/language pathologists and audiologists as the field experts in the areas of communication disorders; develop and disseminate information about communication problems to the public and other professional organizations through activities such as Better Speech and Hearing Month, professional brochures, etc. The focus for this committee shall be promoting the Association brand.
- H. Public Relations Committee – This committee shall consist of members with the chair appointed by the President. The committee shall be responsible for “internal” marketing within the Association, including developing, obtaining and distributing Association branded items to be available for sale to members and/or used as awards, prizes or other give-aways.
- I. Nominations Committee -This committee shall consist of members with the Past President as chair. The committee shall solicit nominations from the membership for each available office and each expiring Board membership.
- J. Ethics & Licensure Committee - This committee shall consist of members with the President-Elect as chair. It is considered by Licensure Board as conflict of interest for member of the SLP/A licensure board to serve as chair. The committee shall serve as liaison between the Speech Language Pathology and Audiology licensure board and membership of the Association. The committee shall also present future amendments to the Code of Ethics to the general

membership for majority approval by written ballot; process alleged violations of the Code of Ethics according to the Ethical Practice Committee Statement of Practices and Procedures; and publish the Code of Ethics along with procedures for processing alleged violations in the Directory of Montana Speech Pathologists and Audiologists.

Section 4 – General Duties of the Committees:

- A. It shall be the duty of each committee chair to prepare a short written report of the work of the committee at the close of the term of office and to submit it to the Board of Directors, which shall make it available to the next committee chair.
- B. A handbook of correspondence and deliberations of the committee shall be given to the newly-appointed committee chair. It should provide background and documentation for the use of the new committee members.

ARTICLE V – SPECIAL INTEREST GROUPS

Special interest groups may be set up as a part of the Association by making a written petition to the Board of Directors for approval. The petition should contain specific reasons for the establishment of the group and the goals that the group wishes to attain.

ARTICLE VI – DUES

Section 1 – Amount of Dues:

- A. The Association shall be supported by dues assessed to the membership on an annual basis.
- B. Any change in annual dues for the voting membership shall be approved by a majority of the MSHA Board of Directors. Announcement of such a proposed vote must be made to the membership via Association newsletter, Association website, and/or general mailing 30 days prior to any change to obtain general membership feedback.
- C. The amount for each membership category will be established on recommendation of Board of Directors and by majority of those members voting.

Section 2 – Payment of Dues:

- A. Membership dues shall be payable annually by a date determined by the Board of Directors.
- B. Payment shall be made to the Association prior to deadline set by the Board of Directors.
- C. A late fee, as established by the Board of Directors, will be assessed for payment received after the deadline.

Section 3 – Membership Year: The membership year shall be November 1 to October 31.

#### ARTICLE VII – RULES OF ORDER

Section 1 – General: On all matters of procedure not specifically indicated in these Bylaws, the official authority shall be Robert’s Rules of Order, revised, latest edition and shall include rules of order regarding electronic/virtual meetings and voting.

Section 2 – Electronic Meetings:

- A. Regardless of technology used, (Facetime, Skype, conference call, etc.) **the opportunity for simultaneous aural communication is essential to the deliberative character of the meeting.** Therefore, a group that attempts to conduct a deliberative process in writing (such as by postal mail, e-mail, “chat rooms” or fax does not constitute a deliberative assembly.)
- B. Committees established by the bylaws, may be authorized to hold electronic meetings with the following provisions:
  - i) Members who are not present in person have the right to participate by electronic means. The notice of an electronic meeting must include an adequate description of how to participate in it.
  - ii) Technologies such as Skype or Facetime would be required for participation in meetings by both parties.
  - iii) Moderator of session will be responsible for recognition of person utilizing electronic means and allow them to obtain the floor.
  - iv) Motions must be submitted in writing during a meeting and technology.
  - v) Participant would participate in an oral vote and be counted as part of a quorum.
  - vi) Voting by email is permissible only if there has been provision for deliberation and the governing documents of the governing body provide for vote by mail or email.

#### ARTICLE VIII – AMENDMENTS

Section 1 – Review of the Bylaws:

- A. Review of these Bylaws shall be accomplished by an ad hoc Bylaws Committee, convened periodically by the President of the Association.
- B. The Bylaws Committee shall review the current Bylaws and present any proposed amendments to the Board of Directors for approval as a draft that will be submitted to the membership.

Section 2 – Proposals for Amendments:

- A. Proposals for amendments shall be submitted to the Bylaws Committee for formulation.



- B. Proposals for amendments must be approved by the Board of Directors before they are submitted to the membership.

Section 3 – Approval of Amendments:

- A. These Bylaws may be amended by a two-thirds vote of voting members responding during a general membership meeting, a web-based voting system, or general mailing ballot.
- B. A draft version of the amended Bylaws shall be provided to the voting membership at least 30 days prior to the intended vote on the proposed changes to the Bylaws.
- C. Members shall be notified of the proposed changes via the Association’s newsletter.
- D. The draft version of the Bylaws shall be available for review on the Association’s website.
- E. Members may request a paper copy of the draft version from the Association office.

ARTICLE IX – MEETINGS

Section 1 – Number: At least one Association meeting shall be held each year to conduct the business of the Association and to conduct other activities as may be appropriate. All members shall be notified of this meeting.

Section 2 – Quorum: Quorum shall consist of one-third (1/3) of the active membership.

ARTICLE X – POWERS OF THE MEMBERSHIP

Although the Board is the duly constituted body charged with making policy and conducting business, the membership shall reserve the power to direct or limit Board action processes of initiative and referendum.

Section 1 – Initiative:

- A. Any voting member may initiate the consideration of any item of business by the membership by presenting a motion from the floor at any business meeting of that body or by presenting a resolution in writing to the President at least two weeks in advance of any Association business meeting. The consideration of such a resolution shall be subject to accepted rules of parliamentary procedure.
- B. Any two voting members of the Association may initiate the consideration of any item of business by the Board by presenting a resolution in writing to the President at least two weeks prior to the meeting of that body. Any such resolution must appear on the agenda of the next meeting of the Board.

Section 2 – Referendum: Voting members may request the reconsideration of any action taken by the Board or the membership through the presentation in writing to the President of the resolution to reconsider, provided that the resolution is signed by twenty-five (25) or more voting members of the Association. Any referendum must appear on the agenda of the next Association business meeting.

#### ARTICLE X – DISSOLUTION

Upon dissolution of the Association, the Board of Directors shall:

1. Pay or make provisions to pay all outstanding liabilities of the Association
2. Dispose of the assets of the Association
  - a. This may be accomplished by donating funds or assets to any 501(c)(3) organization (as classified by the Internal Revenue Code of 1954 or the corresponding provision of future United States Internal Revenue Law) operating exclusively for charitable, educational or scientific purposes.