

**NCSB Bylaws – Proposed Changes  
March 2011**

No changes were identified as needed to reconcile differences in the October 2010 Adopted Bylaws and prior motions of the Board of Directors relative to the following sections of the Bylaws.

Article I

Article II

Article III Sec. 1 A., B., C.2., C.3, D. ; Sec. 2-8

Article IV Sec. 1; Sec. 5

Article V. Sec. 1 A.; Sec. 1 A. (1); Sec. 2

Article VI. Sec. 1 A.

Article VII. Sec. 1; Sec. 3; Sec. 4

Article VIII Sec. 1-4

Article IX

Article XI Sec. 2–6

Proposed changes:

**Article III.**

**Membership**

Sec. 1 Classes and Eligibility

C. 1. Associate Members

Organizations eligible to apply for affiliation with the Council as Associate Members are any organized group of individuals concerned, either directly or indirectly, with services to individuals with communication disabilities and whose members are impacted by licensing or certification of Speech-Language Pathologists and Audiologists.

## **Article IV**

### **Membership Meetings**

#### **Sec. 2 Special Meetings**

- A. Special meetings of this Council may be called by the President at any time with the approval of a majority of the Board of Directors.
- B. If the Secretary receives written request from any ten (10) member boards, special meetings shall be called by the President as soon as practical.

#### **Sec. 3 Notice of Meetings**

- A. Notices of annual meetings shall be provided to the membership.
- B. Notices of all special meetings of the membership shall be provided no less than ten (10) days and no more than thirty (30) days before the date of the meeting.

#### **Sec. 4 Quorum**

- A. Delegates representing one-half (1/2) of the member boards present and voting shall constitute a quorum for the transaction of business at any meeting of the Council.
- B. In the absence of a quorum, those in attendance may proceed with business of the Council, but any action taken will become official only after a mail ballot by which the action is ratified by a majority of the member boards.

## **Article V**

### **Voting**

#### Sec. 1 Member Boards

(Note: There is no change to Article V. Sec. 1 A. or to A.(1). These components are included in this section for clarification purposes.)

- A. Each member board shall be entitled to one (1) vote at all meetings of the Council. Each member board shall vote by one (1) delegate from the member board to be chosen by the member board in such manner and for such term of office as the member board elects.
  - 1. Delegates of member boards shall be seated by the Secretary of the Council upon receipt of appropriate credentials from the secretary and/or chair of the member board and shall serve until replaced by action of the member board.
  - 2. DELETE/Remove current statement.

(The following statement was previously 3. and is renumbered as 2. There are proposed revisions to wording.)

- 2. In the absence of a delegate, an alternate may be seated by the Secretary of the Council as a delegate pro tem with appropriate documentation of the member board.

(The following statement was previously 4. and is renumbered as 3. No proposed revisions to the wording.)

- 3. On any ballot of the Council, the right to vote is vested in the delegates of the member boards, including delegates pro tem.

## **Article VI**

### **Legislative Powers**

- B. The Council so voting may recommend policies and procedures relative to the certification or licensing of speech-language pathologists and audiologists and to the evaluation of applicants thereof.
- C. The Council so voting may instruct its officers and the Board of Directors to authorize the raising of funds, use appropriate available monies, create committees or authorize the appointment thereof, and initiate investigations and studies as identified.
- D. The Council so voting may employ or authorize the employment of consultants.
- E. The Council so voting may authorize other actions not in conflict with these Bylaws as it deems necessary to fulfill the purpose of the Council.

## Article VII

### Directors

#### Sec. 2 Number, Qualifications, Terms of Office, Manner of Selection

##### A. Number and Qualifications

1. At least two members on the Board of Directors shall be licensed audiologists and at least two members shall be licensed speech-language pathologists.  
(2. No change. 3. below is an addition.)
3. No more than two members of the Board of Directors shall be elected from the same state.

##### B. Officers and Terms of Office

1. Officers serving on the Board of Directors shall be President, President-Elect, Past President, Secretary and Treasurer. The terms of office shall be for one year.  
(2. No change.)
3. The regular term of all officers shall commence on January 1 of the year following their election. All officers shall serve as specified until a successor is elected in accordance with the Bylaws.

##### C. Directors and Terms of Office

1. The term for directors is three years and shall begin on January 1 of the year following their election.
2. Any Director may be removed with cause at any time by a majority vote of the Board of Directors at any special meeting called for that purpose or at any regular board meeting provided that such purpose is stated a minimum of ten days in advance.
3. DELETE/Remove provision in October 10, 2010 adopted version.

##### D. Election Procedures

1. Nine (9) Directors who shall be current members of a member board or hold individual membership in the Council shall be elected by a majority of the voting member boards.
2. Of the nine Directors one shall be elected by the member boards as President-Elect, the succession to President and Immediate Past President to follow.  
(3. No change.)
4. Any change in the number, qualifications, terms of office or manner of selection of the Board of Directors shall require the affirmative vote of a majority of the voting member boards.

#### Sec. 5 Meetings of the Board of Directors

##### A. Regular Meetings

1. The Board of Directors shall meet annually following the adjournment of the annual meeting of the voting members of the Council.

2. Meetings of the Board of Directors are open; however, the Board of Directors may go into Executive Session as needed in accordance with Robert's Rules of Order.
3. Regular meetings of the Board of Directors shall be held face to face or by electronic communication.
4. Other regular meetings of the Board of Directors may be held without notice as determined by resolution of the Board of Directors.

B. Special Meetings

1. Special meetings of the Board of Directors may be called by the President or Secretary if requested by three (3) or more Directors on ten (10) days notice to each Director.
2. Attendance of a Director – DELETE/Remove.

C. Quorum (Previously was D. No proposed changes to wording.)

**Article VIII**  
**Duties of Officers**

Sec. 5 Treasurer

The Treasurer shall have oversight of all the Council's funds and securities and shall keep full and accurate accounts of receipts and disbursement in books belonging to the Council and shall deposit all monies and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Board of Directors. Sums of money to be known as petty cash funds for each office of the Council may be set up to be exempt from the above provision by the Board of Directors, and the Board of Directors shall designate the amount to be so exempt. The Treasurer shall, whenever required, render to the Board of Directors at all meetings an account of all financial transactions of the Council and a report of the financial condition of the Council. The Treasurer shall provide an audit of the financial records of the Council at the close of the Treasurer's term of office unless otherwise directed by the Board of Directors. At the direction of the Board of Directors, the Treasurer may delegate certain fiscal responsibilities to an entity approved by the Board of Directors.

## **Article X**

### **Amendments**

#### Sec. 1 Amendments to the Bylaws

Proposed Bylaw changes shall be submitted to the Board of Directors and, if approved by a majority vote, the amended Bylaws shall then be submitted to the membership of the Council either at a regular meeting of the Council or by mail ballot. Approval will be accomplished by a two third majority of the members present and voting at the meeting, or by two thirds majority of the mail ballots returned.

#### Sec. 2 Ratification by Mail Ballot (Delete everything with exception of last sentence.)

Amendments may be proposed by any officer, Director or delegate whose proposal is submitted in writing to the Secretary of the Council.

**Article XI**

**Committees**

Sec. 1 – The following Standing Committees of the Council shall consist of no fewer than three (3) members each:

- A. Elections Committee
- B. Budget Committee
- C. Honors Committee
- D. Long Range Planning Committee

**Article XII****Discrimination**

The Council recognizes that discrimination on the basis of race, national origin, religion, age, gender or disability is inconsistent with its goals, purposes and policies, and with the professional and ethical responsibilities of its Members, Boards, Committees and Officers. Therefore all programs and activities of the Council and its responsibilities to its Members and to society shall be carried out in such a manner as to be consistent with and in adherence to this policy.