

**BY LAWS OF THE  
NATIONAL COUNCIL OF STATE BOARDS  
OF EXAMINERS FOR  
SPEECH-LANGUAGE PATHOLOGY AND AUDIOLOGY**

**ARTICLE I**

Name

The name of this organization shall be the National Council of State Boards of Examiners for Speech-Language Pathology and Audiology.

**ARTICLE II**

Purpose

This Council is organized to constitute the Council of state boards of examiners and/or advisory councils, committees or certifying agencies in speech-language pathology and audiology in the United States and Canada. ~~More specifically, it is organized to~~

~~(a) to facilitate communication among its present and former members and present or former members as well as members of such boards, advisory councils, committees, etc. concerning the certification and licensureing of speech-language pathologists and audiologists, and the protection of the public services from unethical or incompetent practitioners or practices as part of the services provided by these professionals;~~

~~(b) to sponsor collaboration among members in developing compatible standards and cooperative procedures for the certification and licensureing of speech-language pathologists and audiologists within the United States and Canada, and~~

~~(c) To do within the limits of the law, to do all things necessary, proper, incidental, suitable, useful and conducive to the complete accomplishment of the foregoing purposes.~~

**ARTICLE III**

Membership

Sec. 1 Classes and Eligibility

–The membership of this council shall consist of the following:

A. Member Boards

- (1) Organizations eligible to apply for affiliation with the Council as member boards are –those boards, advisory councils, committees, certifying agencies or comparable bodies (hereinafter referred to simply as boards) which conduct and maintain programs for the certification or licensing of speech-language pathologists and audiologists in their respective states or provinces.
- (2) A member board must be established and empowered by the laws of the state or territory or in the absence of set statutory provisions, established or endorsed by an organization recognized or approved by the Board of Directors.
- (3) In this context, the term “state” shall refer to any of the states of the United States of America, the District of Columbia, territories and insular possessions of the

B. Individual Members

\_\_\_\_\_ Any individual who presently or has previously served as a member or executive officer

- of any member board or board eligible for membership in this Council shall be
- entitled to apply for affiliation with this Council as an individual member subject to
- those restrictions found in the Bylaws pertaining to voting rights of members.

C. Associate Members

1. Organizations eligible to apply for affiliation with the Council as Associate Members are any organized group of individuals concerned with ~~the services to individuals who~~ are ~~dealing with the communi-~~ actively handicapped, either directly or indirectly, and whose members are affected ~~d~~ by licensing or certification of Speech-Language Pathologists and Audiologists.
2. Individuals eligible to apply for affiliation with the Council as Associate Members are individuals who are members of an organization eligible to apply for Associate Membership as determined by the Council's Board of Directors.
3. Associate Members are subject to those restrictions found in the Bylaws relative to voting rights of members.

D. Honorary Members

Honorary membership may be conferred upon a person who has rendered extraordinary service to this Council or upon a person whom the Council desires to honor. The title of honorary member shall carry with it none of the obligations of the Council but shall entitle the holder to all of the privileges except those of making motions, of voting and of holding office.

Sec. 2 Election to Membership

- A. The Board of Directors of the Council is authorized to admit a board into the membership of the Council at any time upon receipt of appropriate written evidence that the board conforms to the definition of a member board as set out in the Articles of Incorporation and subscribes in principle to the purposes of the Council.
- B. The Board of Directors of the Council is authorized to admit an individual member into affiliation with the Council at any time upon receipt of appropriate written evidence that the individual member conforms to the definition of an individual member found in the Articles of Incorporation and subscribes in principle to the purposes of the Council.

- C. The Board of Directors of the Council is authorized to admit into Associate Membership, organizations or individuals, at any time upon receipt of appropriate written evidence that the \_\_\_\_\_ organization or individual conforms to the definition of an Associate Member as set out in the Bylaws.

Sec. 3 Dues

A. Amount of Dues

Dues for the various classes of members shall be set by the Board of Directors subject to the approval of a majority vote of the membership.

B. Payment of Dues

Payment of dues shall be at a time fixed by the Board of Directors to conform with \_\_\_\_\_<sup>n</sup>Necessary financial and accounting procedures.

Sec. 4 Voting Rights and Privileges

- A. Each active member board in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- B. Individual members shall have only those privileges specifically conferred upon them by these Bylaws. They shall not be eligible to vote at any meeting of the membership unless a delegate of a member board thereto, but shall be eligible to hold office, and may be \_\_\_\_\_ appointed to \_\_\_\_\_ any committee.
- C. Associate members shall not be eligible to vote at any meeting of the membership or to hold office, but an individual Associate Member or a designee from an organizational Associate Member shall be eligible for appointment to any committee.
- ~~D. A.~~ Honorary members shall have only those privileges specifically conferred upon that class of \_\_\_\_\_ membership in these Bylaws.

Sec. 5 Termination of Membership

- A. Affiliation with the Council may be terminated at any time by action of the member board or individual member, provided such termination shall be submitted to the Board of Directors in writing.
- B. Affiliation with Council may be terminated if so ordered by a two-thirds (2/3) majority of delegates present and voting at any meeting of the Council at which a quorum is present, provided that written notice that such action is to be considered shall be sent by the

Secretary of the Council to all delegates and to the secretaries of member boards and individual members not less than thirty (30) days prior to the meeting, and provided that the member in question shall have an opportunity to be heard with representation by counsel before the vote is taken.

#### Sec. 6 Resignation

Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### Sec. 7 Reinstatement

On written request signed by a former member or member board and filed with the Secretary of the Council, the Board of Directors by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member or member board to membership on such terms as the Board of Directors may deem appropriate.

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#### Sec. 8 Transfer of Membership

Membership in this Council is not transferable or assignable.

### ARTICLE IV

#### Membership Meetings

##### Sec. 1 Annual Meeting

The annual meeting of this Council shall be held each year at a time and place to be determined by the Board of Directors.

##### Sec. 2 Special Meetings

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 and must be called by the President as soon as practical if and when the Secretary receives written request therefore from any ten (10) member boards.

~~Note: Larry the aboveis paragraph does not makes sense~~

##### Sec. 3 Notice of Meetings

A. Notices of all -annual meetings shall be mailed to the member boards not less than sixty (60) Days prior to the meeting date.

Note: The annual meetings of the membership are held in conjunction with the conference, and I doubt that the information is sent 60 days in advance. Do we need to revise this section?

B. Notices of all special meetings of the membership shall be mailed not 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, OR-
- B. In the absence of a quorum, those in attendance may proceed with business of the 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 delegates.

Sec. 5 Conduct of the Meetings

In the absence of any provision in the Articles of Incorporation and/or these Bylaws to the contrary, all meetings of the Council, of the Board of Directors and of any committee created by the Council shall be governed by the parliamentary rules and usages contained in the then current "Robert's Rules of Order".

**ARTICLE V**

Voting

Sec. 1 Member Boards

- 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) Each member board may name an alternate delegate who may attend meetings of the Council and participate in its deliberations without voting.
  - (3) In the absence of a delegate, an alternate may be seated by the Secretary of the Council as a delegate pro tem.
  - (4) On any ballot of the Council, the right to vote is vested in the delegates of the member boards, including delegates pro tem.

Sec. 2 Non-Delegates

Participants other than delegates to meetings of the Council, including officers, committee persons, and individual members, may participate in the deliberations of the council but shall not vote on any ballot of the Council.

**ARTICLE VI**

Legislative Powers

Sec. 1 General Functions

- A. The legislative power of the Council, including the power to amend the Articles of Incorporation and the Bylaws and to specify methods of voting, are vested in the delegates of the member boards present and voting at any annual or special meeting.
- B. The Council so voting may promulgate policies and recommend procedures relative to the certification or licensing of speech-language pathologists and audiologists and to the evaluation of applicants therefore.
- C. The Council so voting may instruct its officers and the Board of Directors, authorize the raising of funds and appropriate available monies, create committees or authorize the appointment thereof, initiate investigations and studies of such problems as it may designate.
- D. The Council so voting may employ or authorize the employment of technical assistants, make recommendations to member boards or to other speech-language pathology and audiology organizations.
- E. The Council so voting may take such other actions not in conflict with these Bylaws as it seems necessary, expedient or desirable to fulfill and implement its purposes.

ARTICLE VII

Directors

Sec. 1 General Powers

The property and business of the Council shall be managed by the Board of Directors.

Sec. 2 Number, Qualifications, Term of Office, Manner of Selection

A. Number and Qualifications

1.

A. The Board of Directors shall consist of nine (9) members. The nine (9) member \_\_\_ board shall consist of five (5) officers and four (4) directors at large. At least two of the positions on the Board of Directors shall be practicing members of the profession of Audiology. Members \_\_\_ of the Board of Directors shall be active members of the Council \_\_\_ in good standing.

B. 2. Members of the Board of Directors shall be from states that are members of the Council or shall hold individual membership in the Council.

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 as follows:

President 1 year

President-Elect 1 year

Past President	1 Year
Secretary	1 Year
Treasurer	1 Year

2. The officers of the Council shall hold office until their successors are duly elected. Any officer of the Council may be removed by the affirmative vote of a majority of the delegates to any annual or special meeting of the Council.

3. The regular term of all officers shall commence at the adjournment of the annual meeting at which elected. All officers shall serve as specified in these Bylaws until a successor is elected subject to the restrictions found in these Bylaws.  
~~serve terms as proscribed by the~~

C. Directors and Terms of Office

1. Bylaws.—Directors may serve for two terms, and then must take at least one year off before being

eligible to again run for a director position on the Council.  
~~succeed themselves for any number of terms if duly~~

2. elected.—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 meeting provided that such purpose is stated in the call for such regular meeting.

3. The terms of office for Directors elected in any given year shall commence on November 1st of the year in which they were elected.

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 vote of the “state board” membership.

~~2. At least two of the director positions on the Council shall represent the profession of audiology.~~

~~23. Any change in the number, qualification, terms of office or manner of selection of the Board of Directors shall require the affirmative vote of a majority of the voting member states.~~

~~34.~~

~~One (1) of the said Directors shall be elected as President-elect, the succession to President and Immediate Past President to follow [Article: VII, Sec. 28 (B)] and six (6) shall be elected as directors at large.~~

~~Note: Where does the number 6 come from in this paragraph?~~

~~45. The members of the Board of Directors will elect from the directors at large individuals to serve as for the offices of Secretary and Treasurer from its members. Any change in the number, qualification, terms of office or manner of selection of the Board of Directors shall require the affirmative vote of a majority of the voting member states~~

Sec. 3 Vacancies

A. Should one (1) or more vacancies occur on the Board of Directors the remaining members may continue to manage the property and business of the Council until the next annual

meeting of the voting members so long as there is a quorum for the transaction of business.

~~B.~~ Nothing in the preceding section shall be construed to prevent the President, the Board of Directors or the voting members from calling a special meeting of the voting members in the manner provided for in these Bylaws for the purpose of filling such a vacancy.

~~C.~~ In the event that vacancies occur on the Board of Directors so that a quorum cannot be reached, then the President, other officers or any Director or member shall have the authority to call a meeting for the sole purpose of electing Directors to fill such vacancies, provided that not less than ten (10) days written notice of such meeting shall be mailed to all member boards of the Council at such address as appears in the records of the Council.

#### Sec. 4 Compensation

Directors, including officers, shall serve without compensation for their services as Directors but shall be reimbursed for appropriate budgeted expenses.

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

##### ~~A.~~ Regular Meetings

~~The Board of Directors shall meet annually~~ ~~re should be a regular meeting of the members of the Board of Directors immediately~~ following the adjournment of the annual meeting of the voting members of the Council.

~~B.~~ Other regular meetings of the Board of Directors may be held, without notice, at such time and place and method as shall from time to time be determined by resolution of the Board of Directors.

~~A.~~

##### ~~A.~~ C. 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, either personally or by mail or by telegram. Notice of any special meeting may be waived either before or after the time stated in such notice.

##### 2. Attendance of a Director

at a meeting shall constitute a waiver of notice of such meeting, except for a Director who attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

##### ~~B.~~ D. Quorum

1. At all meetings of the Board of Directors, five (5) members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and an act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation or the Bylaws.

##### 2. Any action which may

be taken at a meeting of the Directors may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote on said matters. Such consent shall have the same force and effect as the unanimous vote of the Directors and may be stated as such in any

writing of document.

## ARTICLE VIII

### Duties of Officers

#### Sec. 1 — Election and Removal

~~The officers shall be a President, President-Elect, Immediate Past President, Secretary and Treasurer. Each officer shall be a member of the Board of Directors and other directors at large shall also be elected pursuant to Article VI, Section 2, D. The officers of the Council shall hold office until their successors are duly elected. Any officer, director, or agent of the Council may be removed by the affirmative vote of a majority of the delegates to any annual or special meeting of the Council.~~

#### Sec. 2 — Compensation

~~No officer shall receive any salary or other compensation for his performance of the duties as such, but shall be reimbursed for appropriate budgeted expenses.~~

#### Sec. 13 President

The President shall be the chief executive officer of the Council and shall preside at all meetings of the voting membership. The President shall have general supervision and management of the business of the Council and shall see that all orders and resolutions of the Board of Directors are carried into effect.

#### Sec. 24 President-Elect

The President-Elect shall assist the President in the discharge of presidential duties and shall officiate for the President during the President's absence or incapacity or at the President's request. The President-Elect shall serve as program chair for the fall conference.

#### Sec. 35 Immediate Past-President

The Immediate Past-President shall assist the President in the discharge of presidential duties and shall officiate for the President during the absence or incapacity of the President and President-Elect. The Immediate Past-President is responsible for conducting the election of Directors by mail ballot. The Immediate Past President will serve as as Chair of the Honors Committee.

#### Sec. 46 Secretary

The Secretary shall attend all meetings of the Board of Directors and meetings of the voting membership and record all votes and minutes of all meetings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all

meetings of the voting membership and of the Board of Directors. The Secretary shall be custodian of the Council's seal and, when authorized by the Board of Directors, shall affix the seal of the Council on any instrument requiring it, attesting the same by the Secretary's signature.

| Sec. ~~57~~ Treasurer

The Treasurer shall have custody 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.

| Sec. ~~8~~ Term of Office

~~A. The regular term of all officers shall commence at the adjournment of the annual meeting at which elected. All officers shall serve as specified in these Bylaws until a successor is elected subject to the restrictions found in these Bylaws.~~

~~B. A. The President Elect shall be elected annually to serve a term of one (1) year, to succeed to the office of President for one (1) year following, and to succeed to the office of Immediate Past President for one (1) year following.~~

~~C. A. The Secretary shall be elected annually by the Board of Directors from among its membership.~~

~~D. The Treasurer shall be elected annually by the Board of Directors from among its membership.~~

| Sec. ~~69~~ Vacancies

If any office or offices become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors in office, although less than a quorum, may by majority vote at a regular or special meeting thereof choose a successor who shall hold office for the unexpired term and until a successor shall be duly elected.

## ARTICLE IX

### Indemnity

| Sec. 1 Limitation of Liabilities

All persons who are Directors, officers or agents of the Council shall be indemnified by the Council to the fullest extent permitted by law against liability and all expenses reasonably incurred or paid by them in connection with any claim, action, suit, or proceeding in which they become involved as a party or otherwise by virtue of their being or having been a Director, officer or agent and against amount paid or incurred by them in the settlement thereof so long as their actions have been in good faith and without gross negligence or

reckless disregard to the duties invoked in the conduct of their office.

## ARTICLE X

### Amendments

#### Sec. 1 Amendments to the Bylaws ~~Quorum of Delegates~~

~~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. They will be approved by a two third majority of the members present and voting at the meeting, or by a majority of the mail ballots returned. These Bylaws may be amended at any meeting of the Council at which a quorum is present~~  
~~by a two thirds (2/3) majority of the member delegates present and voting.~~

#### Sec. 2 Ratification by Mail Ballot

~~Note: the wording in this section is awkward.~~

~~These Bylaws may be amended at any meeting of the Council at which a quorum is not present~~  
~~by a mail ballot in which the amendment (s) proposed at said meeting is (are) ratified~~  
~~by~~  
~~a two-thirds (2/3) majority of all member delegates.~~

~~Provided that any proposed~~  
~~amendments shall have been transmitted in writing by the Secretary~~  
~~of the Council to all~~  
~~delegates and/or to the secretaries of member boards not less not less than thirty~~  
~~(30) days prior to the~~  
~~meeting at which it is acted upon.~~

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

#### Sec. 3. Amendment Without Notice DELETE THIS SECTION

~~These Bylaws may be amended at any meeting of the Council without previous notice by~~  
~~ninety percent (90%) of all members present and voting, provided the proposed~~  
~~amendment shall have been approved by the Board of Directors.~~

## ARTICLE XI

### Committees

#### Sec. 1 Standing Committees

~~There shall be the following Standing Committees shall consist of not fewer than three (3) members each:~~

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

Sec. 2 Elections Committee

- A. The Elections Committee shall be chaired by the Immediate Past-President and shall include not less than two (2) members appointed by the President.
- B. It shall be the duty of the Elections Committee to prepare and submit to the Council a slate of at least two (2) candidates eligible and willing to serve for each office to be filled at the next annual meeting by regular or special election.

Sec. 3 Budget Committee

- A. The Budget Committee shall consist of the Treasurer and two (2) or more members appointed by the President.
- B. The Budget Committee shall plan the annual budget; prior to each annual meeting of the Council, present said budget for approval at the annual meeting and carry out the financial planning required for the proper operation of the Council.

Sec. 4 Honors Committee

- ~~A.~~ The Honors Committee shall consist of the Immediate Past President who will serve as a Chair and two (92) individuals who are or more members appointed by the President.
- ~~B.~~ It shall be the duty of the Honors Committee to recommend to the Board of Directors those individuals who are eligible to should receive honors.

Sec. 5 Long Range Planning Committee

- A. The Long Range Planning Committee shall consist of a Chair and two (2) or more members appointed by the President.
- B. It shall be the duty of the Long Range Planning Committee to meet and establish recommended priorities and future directions of the Council at the Corporate Business meeting.

Sec. 6 Ad Hoc Committees

The President, with the approval of the Board of Directors, may establish Ad Hoc Committees for such purposes and in such manner as is necessary to carry out the business purpose of the Council.

## ARTICLE XII

### Discrimination

The Council recognizes that discrimination on the basis of race, national origin, religion, age, gendersex or handicapping condition 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.

Adopted: November 16, 1979

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Amended: November, 1984  
Amended: October, 1989  
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