

**Ohio Academy of Audiology
By-Laws**

501 (c)(3)

ARTICLE I. NAME, MISSION AND VISION

The Name of this organization shall be the Ohio Academy of Audiology (OAA).

Mission: The Ohio Academy of Audiology, as the leading authority, supports audiologists in their mission to provide expert hearing and balance care in Ohio.

Vision: The Ohio Academy of Audiology is dedicated to advancing the profession of audiology.

ARTICLE II. MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

Classes of membership shall consist of Fellow and Associate Member. The Academy and its Board of Directors shall not discriminate against any person on the basis of race, color, ethnic ancestry, national origin, religion, creed, age, gender, sexual orientation, marital status, medical condition or physical disability.

Fellow: Any person active in audiology in the State of Ohio who meets the following criteria is eligible for membership:

- a. Currently licensed to practice audiology and resides in or practices Audiology in the State of Ohio.
- b. Members of the association shall also consist of Honorary Fellows, and Life Members of the American Academy of Audiology who live and/or practice within the geographic territory of; apply for; pay dues to and are approved for membership in this association.
- c. Fellow membership shall be open to all audiologists who have been awarded at least a master's degree in audiology or the equivalent thereof from a regionally accredited institution of higher learning and are licensed by the State to practice audiology. Effective January 1, 2006, a new applicant must hold a doctorate degree with a major in audiology from a regionally accredited academic institution. This requirement shall not apply to those who were Fellows in good standing prior to January 1, 2006, or those who received their master's degree prior to January 1, 2006.

Associate Member: Those enrolled in a residential Graduate Program in audiology shall be eligible to be an Associate Member of the Academy.

Section 2. Termination of Membership

- a. Those found in violation of the Code of Ethics by the Ohio Academy of Audiology will be ineligible for membership in any class and such violation constitutes sufficient grounds for termination of membership.
- b. The Board of the Ohio Academy of Audiology may expel any member who no longer meets membership requirements as stated in ARTICLE II or any member who is in violation of the Code of Ethics of the Ohio Academy of Audiology. A member who is expelled may file an appeal in writing with the membership committee. The grievance

procedure shall be set forth in the policies and procedures of the Academy. After reviewing the appeal, the membership chair shall present its findings and recommendations to the Academy Board of Directors. The Board of Directors shall vote to decide whether to uphold or rescind the expulsion by a simple majority vote.

- c. Members whose dues are delinquent shall be notified of such delinquency by the Membership Chair by the end of July of the year concerned. If the dues remain delinquent 30 days after such notification, membership benefits shall be suspended and thereafter, terminated. An individual whose membership has been so terminated may apply for membership by following the procedures set forth in ARTICLE II. The Board of Directors may assess a fee for reinstatement.
- d. Any Member may terminate their membership by resignation. This needs to be submitted in writing to the Board. Dues paid are not refundable.
- e. An officer may be removed from office for dereliction of duty or failure to fulfill the duties of the office as established within Article IV of these Bylaws. The Board of Directors may, by affirmative vote of two-thirds of its members, remove any officer with cause.

Section 3. Membership Chair

The President of OAA, with the approval of a majority of the Board of Directors, shall appoint a Membership Chair. The Membership Chair shall work with the Treasurer on all matters concerning Membership.

The Membership Chair shall be responsible for the recruitment of new members and shall be responsible for processing applications for membership. The Membership Chair shall maintain a current list of the membership.

Section 4. Privilege

All classes of membership may attend general and Board of Directors meetings of OAA. Members in good standing in all classes of membership are entitled to receive such publications as may be sponsored by OAA. Whereas members in good standing shall be entitled to vote and hold office in OAA, Associates Members do not have voting privileges and are not eligible to hold office in OAA.

Section 5. Code of Ethics

In matters of ethical practice, the Ohio Academy of Audiology adheres to the Code of Ethics of the Ohio Board of Speech Pathology and Audiology. The Code of Ethics has been established to provide a plan of action to ensure that the professional integrity of Audiology is upheld.

ARTICLE III. DUES

Annual dues will be established by a simple majority vote of the Board of Directors. Dues shall be payable by July 1 of each year. Dues will be considered delinquent if not paid by the last day of September of the year in which they are due. The fiscal year shall run from July 1 through June 30.

ARTICLE IV. OFFICERS

Section 1. Governance of the Academy

Board of Directors: The Board of Directors shall govern The Ohio Academy under the provisions of the Ohio Nonprofit Act. The Board of Directors shall initiate and establish the policies governing

this Academy and be responsible for the executive and managerial responsibilities of the Academy.

Composition: The Board of Directors shall be composed of no fewer than seven (7), including the President, President-Elect, Past-President, Secretary, Treasurer, and two (2) Members-At-Large. The President-Elect shall be appointed by the Board of Directors to serve a 3-year term: President-Elect (year 1), President (year 2), and Past-President (year 3). All other members of the Board of Directors shall be elected by the membership and shall have the power to vote on issues to be decided by the Board of Directors. When a vacancy occurs within the Board of Directors, the President, subject to approval of the Board of Directors, shall appoint a replacement. The appointee shall complete the remainder of the term.

- a. **President.** The President of the Academy shall serve as the Chair of the Board of Directors and preside over all meetings of the general membership of the Academy. The President shall serve a term of one (1) year as President-Elect before assuming the office of President and a one (1) year term as Past-President upon completion of the term of office of President. The President shall serve as major spokesperson for the Academy and represent the Academy's interactions with other organizations and the public. The President and the Treasurer shall prepare and present a budget to the Board for approval. The President and/or the President's designee shall serve on the Ohio Speech and Hearing Governmental Affairs Coalition. The President shall serve as co-chair of the Ohio Audiology Conference Committee.
- b. **President-Elect.** The President-Elect shall assist the President and shall perform the duties and responsibilities of the President if the office is vacated or the President is in absentia. The Board of Directors shall appoint the President-Elect. The President Elect will be responsible for coordination of Executive Board nominations and elections. The President-Elect shall serve a term of one (1) year prior to assuming the office of President. The President-Elect shall serve as co-chair of the Ohio Audiology Conference Committee.
- c. **Past-President.** The President shall, upon completion of the term of office, automatically become the Past-President for a one (1) year term. The Past-President shall serve as an assistant to the President in matters as delegated. The Past-President shall serve as Parliamentarian, and co-chair of the Ohio Audiology Conference Committee.
- d. **Secretary.** The Secretary shall keep a record of all meetings of OAA and of the Board of Directors, shall keep the membership informed and be the custodian of the records and correspondence of OAA. The secretary will be responsible for the publishing of a biannual newsletter. The secretary shall be elected for a term of two (2) years.
- e. **Treasurer.** The Treasurer shall be responsible for all funds and securities of OAA. The funds shall be deposited to the credit of OAA in such bank or trust company as the Board of Directors directs and shall be disbursed only upon the approval of the Board of Directors at the most recent meeting. The Treasurer shall present the budget to the membership annually Approval shall be by two-thirds (2/3) of members present. The Treasurer shall serve for a term of three (3) years.
- f. **Members-At-Large (2).** The Members-At-Large shall act as liaisons with the American Academy of Audiology, coordinate the regional liaison positions, and all special projects as designated by the Executive Board. - Each Member-At-Large shall be elected for a term of two (2) years, each on alternate years

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors which shall consist of the President, the President-Elect, the Past-President, the Secretary, the Treasurer, and two (2) Members-At Large shall manage the affairs of OAA.

1. Compensation. The Board of Directors shall not receive any compensation for their services as members of the Board of Directors. However, legitimate expenses incurred by board members in fulfilling their duties may be compensated if previously authorized by the Board.
2. Conflict of Interest. Any member of the Board who has a personal interest in or a relationship with a person or entity having interest in any proposed transaction or executive action shall be required to disclose that interest or relationship to the Board of Directors prior to a vote thereon. The interested Director will be prohibited from voting thereon and will refrain from participating in the discussions on the advisability of such transaction or action.

ARTICLE VI. COMMITTEES

Appointment of committee chairs and regional liaisons shall be evaluated on a biennial basis by the Executive Board.

1. Ohio Audiology Conference (OAC) Planning Committee shall be responsible for organizing and conducting all continuing education programs and the biennial meeting for membership. The committee shall also survey the membership for topics and speakers of interest for continuing education programs. The President, President-Elect and Past-President of the planning year shall serve as co-chairs of the committee. The OAC Planning Committee shall be composed of the co-chairs, the Program Chair and the Budget Chair.
2. Media Relations Co-Chairs shall share responsibility for the dissemination of information via the academy website and social media channels to members, professionals, and the public as directed by the Board of Directors.
 - a.) Website Chair: Responsibilities include management of the Academy website and communication with website host.
 - b.) Social Media Chair: Responsibilities include dissemination of pertinent academy information via social media channels.
3. Membership Chair as described in Article II, Section 3.
4. Nominations Committee as described in Article II, Section 3, and Article VII.
5. Sponsorship Chair shall be responsible for seeking sponsorship for the Academy and maintenance of a database of sponsors. The Sponsorship Chair shall communicate with the Board of Directors and OAC Planning Committee regarding sponsor advertisement space, articles, etc. The Sponsorship Chair shall be appointed by the Board of Directors.
6. Education, Scholarship and Awards Chair shall be responsible for
 - a.) Convening a review committee comprised of OAA members (non-Board) to manage the selection process for the Julie S. Kelly Memorial Audiology Scholarship recipient. At the direction of the Board of Directors, the committee shall establish a scholarship fund or foundation and seek donations from the membership of the Academy and other public and private sources. The Julie S. Kelly Memorial Audiology Scholarship shall be awarded annually to a deserving student seeking a degree in Audiology in one of the State of Ohio's universities.
 - b.) Convening a review committee comprised of OAA members to manage the selection process for the biennial OAA Awards.
 - c.) Managing CEU administration

Chair of the committee shall be appointed by the Board of Directors.

7. The Board of Directors shall establish Boards, Committees, and Task Forces as necessary to guide and assist the Academy in its mission, and appoint the Chair of such Boards, Committees, and Task Forces.
8. Regional Liaisons. The Board of Directors has created Regional Liaison positions to assist the Board in meeting the needs of the OAA membership throughout the State of

Ohio. Their duties include, but are not limited to, encouraging other professionals from their regions to become active members of the Academy; being in contact with audiologists in their regions and submitting their concerns to the Board of Directors; and attending Board meetings at the request of the Board of Directors. These positions are appointed by the Board of Directors with representatives chosen from the southwest, southeast, northwest, and northeast regions of Ohio. The term of office is two years and a liaison may be reappointed; however, a liaison may resign from the position for any reason by providing thirty day's written notice to the Board of Directors. The Board of Directors may add additional regional liaison positions as warranted.

9. Student Liaisons. The Board of Directors has created Student Liaison positions to support student involvement in the Academy. A student from each of the four Doctor of Audiology programs (Northeast Ohio AuD Consortium, Ohio University, Ohio State University and University of Cincinnati) shall serve as liaison to the Board. Their duties include, but are not limited to, encouraging other students from their universities to become active members of the Academy and reporting their student group activities to the Board during Board meetings. These positions are appointed by the Board of Directors.

ARTICLE VII. ELECTIONS OF OFFICERS AND MEMBER-AT-LARGE

Section 1. Terms of Office

The President-Elect shall be appointed by the Board of Directors for a term of one (1) year and shall serve as President during the next year and as Past President for an additional year.

The Secretary, the Treasurer and the Members-At-Large shall be elected for a term of two (2) years.

Section 2. Nomination

Members of the Nominating Committee shall be the Membership Chair and the President Elect. This committee shall consist of no fewer than three (3) members. The Past-President may be considered a member of this committee.

Nominations may be accepted from the general membership. The President Elect shall notify members of the nominations for the offices to be filled ON OR BEFORE AUGUST 15. Any two (2) members in good standing may propose additional candidates to the President Elect by AUGUST 30. The name of any eligible candidate so proposed accompanied by a statement of consent from the candidate shall be entered on the ballot.

Section 3. Elections

A call for nominations will go out to the general membership ON OR BEFORE JULY 1. The President Elect (in the election year) shall open voting to all members of the Ohio Academy of Audiology ON OR BEFORE AUGUST 31. The ballot shall include professional biographical information of each nominee. The President Elect and at least one other member of the Nomination Committee shall access the results of the election as generated by the website administrator. Provisions shall be made for write-in candidates. The deadline for ballots to be returned to the President Elect is ON OR BEFORE SEPTEMBER 15. The President Elect shall notify the candidates of the results of the election ON OR BEFORE SEPTEMBER 20. The results of the election will be announced to the membership. The candidates will take office on JANUARY 1, following the election.

Election of Members-At-Large shall occur during each year, with each position alternating years.

Election of Secretary shall occur during ODD numbered years; election of Treasurer shall occur every three years. In the event of a tie in the election for an office, if there are more than two candidates for that office, a special election to resolve that tie SHALL be conducted with the general membership through website as soon as possible. If there are only two (2) candidates for the office and each candidate received an equal number of votes, the tie shall be resolved by members of the Board of Directors, using a coin toss.

Section 4. Termination of Office for Dereliction of Duties

An officer may be removed from office or requested to resign for failure to fulfill the obligation and duty established within Article IV of these Bylaws. Any member may submit a proposal in writing to the Board of Directors for termination of an officer. The Board shall then follow the procedure for cause of removal from office as established in Article II, Section 2 of the Bylaws.

Section 5. Vacancies

Should the office of President become vacant, the President-Elect shall automatically succeed to the office of the President. Any other vacancy occurring among the officers (or elected membership of the Board) may be filled for the unexpired terms by action of the Board of Directors.

ARTICLE VIII. Meetings

Section 1. Meetings

A minimum of two (2) meetings of the Board of Directors shall be held each year. Meetings may be held at other times if requested by the President or at least four (4) members of the Board. The President shall give at least thirty (30) days notice (by e-mail) of meetings called by the President of the Board of Directors.

The Academy shall hold a meeting of the general membership biennially at the Ohio Audiology Conference or as warranted by the Board of Directors/Members. At this meeting, members shall be informed of all actions taken by the Board of Directors since the last general membership meeting of the Academy. Members shall receive notice of all general membership meetings at least 30 days prior to the meeting by, email.

Section 2. Quorum

At any meeting of the Board of Directors, a majority of the Board of Directors serving at that time in office shall constitute a quorum for the transaction of business.

At any meeting of the general membership, any and all business pertaining to the interest of the Academy, unless otherwise specified by these Bylaws, may be transacted. At least 10 eligible voting members must be present at a membership meeting to constitute a quorum on any matter. A majority of all the votes cast on any matter at a meeting at which a quorum is present is sufficient to approve any such matter which properly comes before the meeting.

Section 3. Specific Duties

In addition to its other duties, the Board of Directors shall:

- a. Establish Boards, Committees, and Task Forces as necessary, to guide and assist OAA in its mission and appoint the Chair of such Boards, Committees and Task Forces;

- b. Decide when and where the Ohio Audiology Conference shall take place. The OAC Planning Committee shall be responsible for organization and conducting the programs for the Annual Meeting. The Planning Committee shall be composed of the President, Past-President, President-Elect (of the planning year), Program Chair and Budget Chair.
- c. Transact all such other business in the interest of the membership that may come before the Board.

Section 4. Minutes

Minutes of all meetings of the Board of Directors shall be recorded. They are to be subject to correction at the next meeting of the Board of Directors. The minutes are to be kept by the Secretary and may be inspected by any Member. Minutes of all meetings shall be distributed to members of the Board of Directors in a timely manner.

Section 5. Action by Mail or Telecommunications

Action taken during conference calls or by email ballot of the members of the Board, in which at least a majority of the Directors indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

Section 6. Rules of Order

All meetings of the Academy shall be governed by the rules contained in the then current edition of Robert's Rules of Order in all cases in which they are not inconsistent with the other provisions of the Bylaws or Standing Rules of the Academy.

ARTICLE IX AFFILIATIONS

The Board of Directors may authorize the establishment of affiliations with appropriate professional and/or other organizations with related interests.

- a. Each affiliate organization may send one representative to all meetings of the Board of Directors. Affiliate representatives may submit a written report on behalf of their affiliate organizations. Affiliate representatives are not members of the Board of Directors and have no voting privileges.

ARTICLE X. AMENDMENTS

The Bylaws of the Academy may be altered, amended, or repealed, and new Bylaws adopted, by a two-thirds vote of the Board of Directors with a 30-day waiting period for discussion and comment by the membership.

ARTICLE XI. RULES

The Board of Directors may adopt rules which are consistent with the Bylaws to govern the activities of OAA. As described in Article VI, Section 5.

ARTICLE XII. DISSOLUTION

Upon dissolution of OAA, the Board of Directors shall, after applying or making provision for payment of all the liabilities of OAA, 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 purpose which shall at the time qualify as an exempt organization or organizations under section 501(c) and/or (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. Such distribution may include, but is not limited to AAA.

ARTICLE XIII. INDEMNIFICATION

Any individual who was or is a party of 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 OAA or member of the Board of Directors or is or was serving at the request of OAA as a director or officer of another corporation, partnership, joint venture, trust or other entity, shall be indemnified by OAA 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 OAA 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, the Ohio Nonprofit Corporation Act.

ARTICLE XIV. FIDUCIARY AGENTS

The Treasurer and President shall serve as co-fiduciary agents for the organization. In their absence, at the discretion of the Board of Directors, another officer or committee chairperson may serve as the fiduciary agent for matters pertaining to their duties.

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