

BYLAWS
OF
COLORADO SPEECH-LANGUAGE-HEARING ASSOCIATION

(a Colorado Nonprofit Corporation)

ARTICLE I

Name and Seal

The name of this corporation shall be Colorado Speech-Language-Hearing Association (hereafter called "the Association" or "CSHA") and the corporate seal of the Association shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile to be impressed or affixed or reproduced or otherwise.

ARTICLE II

Mission

The Mission of the Colorado Speech-Language-Hearing Association is: In the spirit of our collective strength, we support our members through education, advocacy, and connections by promoting inclusion and excellence in our professions.

Purposes

The purpose of this association is:

1. To advocate the rights and interests of persons with communication disorders.
2. To represent the interests of the Association's membership and clientele before governmental agencies and regulatory bodies.
3. To promote the awareness and understanding of communication, oral feeding/swallowing and associated disorders.
4. To promote research, diagnosis and treatment of human communication sciences and disorders.
5. To provide a forum for the exchange of ideas and information.

6. To serve as a resource for the public.
7. To develop and promote exemplary standards of professional training and practice in the field of Speech-Language Pathology and Audiology.
8. To foster improvement of services for people with communication challenges.
9. To promote the individual and collective professional interests of the members of the Association.
10. To collaborate with local institutions of higher learning to promote appropriate academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders and the maintenance of current knowledge and skills of those within the discipline.

The Association's mission and purpose are in accordance with American Speech and Hearing Association's code of ethics and guidelines.

ARTICLE III

1. Classes of Members and Eligibility. The Association shall have four classes of members. Applications for membership in each class shall be reviewed by the person or persons appointed by resolution of the Board of Directors. The designation of such class(es) and the qualifications of the members of such class shall be as follows:
 - a. Regular members must hold a Graduate Degree with major emphasis in speech-language pathology, audiology, speech, language or hearing science; or a Graduate Degree and present evidence of active research, interest, and performance in the field of human communication disorders. These members shall have voting rights and the right to hold office in the association.
 - b. Associate members shall be those persons holding a bachelor's degree but less than a master's degree in the field of speech-language pathology, audiology, or other disciplines directly involved in the field of human communication. Associate members provide clinical services in speech-language pathology or audiology under the direct supervision of a speech-language pathologist or audiologist who has achieved the appropriate professional certification in the area(s) of service or when

they are state and federal employees who meet the guidelines established by their state and/or federal employers. These members shall have a voice but not have voting rights or the right to hold office in the association. Associate members who are enrolled and in good standing in a speech-language or audiology bachelor's or master's degree program will have a membership fee discount from the full membership fee.

- c. Student members are those persons who are full-time or part-time students in speech-language pathology, audiology, speech and hearing science or education of the hearing impaired and who have demonstrated their student status and good standing by submitting a verification signature from the academic advisor or other appropriate faculty member. Student members shall not have voting rights or the right to hold office.
 - d. Life membership shall be awarded to individuals based on long term membership and service to CSHA and/or other state associations. Long term service shall be defined as a minimum of 20 years active participation in the association. Nomination for life membership must come from a regular member with supporting documentation specific to the service that the individual has done in the association(s). The life membership award will be voted on by the CSHA Board of Directors. Life members shall have voting rights and the right to hold office in the association. Membership fees will be waived.
2. Rights of Members. Each Regular member and Life member shall be entitled to hold office, chair committees, nominate and elect voting members to the Board of Directors, and vote to remove members from office and initiate amendments to the bylaws. Each Associate member and Student member is entitled to all the privileges of membership, except the right to vote and the right to hold office.
 3. Voting Rights. Each Regular member and Life member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members and Student members shall have no voting rights.
 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership. Appropriate cause includes but is not limited to violations of the American Speech Language Hearing Association Code of Ethics. Revocation of a CSHA member's certification or

membership in the American Speech Language Hearing Association will be grounds for automatic termination of CSHA membership. Any member who shall be in default in the payment of dues for the period fixed in Article XII of these bylaws shall be automatically suspended.

5. Resignation. Resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.
6. Reinstatement. The Board may reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.
7. Dues. The annual dues for members of the Association shall be determined by the Board of Directors.
 - a. Annual Dues. The Board of Directors may determine from time to time the amount of dues payable to the Association by members of each class.
 - b. Payment of Dues. Dues shall be payable in advance of due date published on membership application and/or the Association website.
 - c. Default and Termination of Membership. A member whose dues are in arrears shall be automatically removed from membership after being duly notified.
 - d. Reduced/Waived Fees. In accordance with the policies of the Association adopted from time to time, dues may be waived or reduced for members who:
 - i. Are eligible for Life Membership
 - ii. Become totally disabled
 - iii. Experience an extreme catastrophic event as determined by the Board of Directors.

ARTICLE IV

Members

1. Annual Meeting. An annual meeting of the members shall be held at such time and date as fixed each year by the Board of Directors, for the purpose of electing officers, for disseminating activities of the Board of Directors to the members and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held by electronic or nonelectronic ballots as soon as conveniently possible.

2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or twenty-five (25) voting members.
3. Place of Meeting. The Board of Directors may hold virtual meetings or designate any place as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors.
4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered electronically or nonelectronically, to each member entitled to vote at such meeting, not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.
5. Quorum. Twenty-five (25) voting members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.
6. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by a proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these bylaws.
7. Electronic or Nonelectronic Voting. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by: electronic or nonelectronic means including mail, telephone, fax, computer, or other appropriate means provided, that all members have access to the information and/or debate through one or more of the means listed.

ARTICLE V

Board of Directors & related committees

1. Power and Authority
 - a. The Association shall be covered by the Board of Directors.
 - b. The Board of Directors is the single governing body of the Association and shall actively promote the objectives of the Association, operating in

accordance with and administering and implementing the programs and policies established by these Bylaws and by the Board of Directors. Members of the Board of Directors are elected to serve by and are accountable to the members of the Association.

2. Composition

a. The Board of Directors shall consist of appropriate amount of members to constitute the following:

i. President. The President shall be the principal elected officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with an appointed member of the Central Office, Treasurer or any other proper officer of the Association, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

ii. President – Elect. In the absence of the President or in event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. All persons to serve in the President-Elect position on the CSHA Board of Directors shall have served on the Board of Directors in another capacity for a period of at least one year. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

iii. Vice President(s). The Vice President(s) shall perform all the duties incident to their designated office and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

iv. Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time

may be assigned to him or her by the President or by the Board of Directors.

v. Communications Director. The Communications Director shall perform all the duties incident to the office of Communications Director and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

vi. Past President and Officers-Elect. The Past President, Vice Presidents-Elect, Treasurer-Elect, and Communications Director-Elect shall perform such duties as shall be assigned to each of them by the President or by the Board of Directors.

vii. Liaisons To the Board. The Board of Directors has the right to approve liaison positions which enhance CSHA's relationship with other organizations. Liaisons will be appointed by the President with approval of a majority of the Board of Directors. Liaisons are required to report at least quarterly to the Board of Directors. Liaison positions are not voting seats on the Board of Directors.

3. Nominations. A member of the Association can either self nominate or nominate a fellow member of the association for a position on the Board of Directors during the election period, as determined by the Board of Directors.
4. Election and Term of Office.
 - a. The officers of the Association shall be elected by the voting members of the Association at a scheduled meeting of the Board of Directors.
 - b. The President shall be elected annually and shall serve a one year term as President-Elect, a one year term as President, followed by a one year term as Past President.
 - c. All other officers shall be elected annually and each shall serve a one year term as Officer-Elect for the office for which he or she was elected followed by a one year term in the office for which he or she was elected.
 - d. New offices may be created at any meeting of the Board of Directors and filled at any meeting of the members. The term for each office shall begin on January 1.
5. Quorum. A majority of the Board of Directors shall constitute a quorum at such meeting; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the articles of incorporation or by these bylaws.
7. Vacancies. A vacancy occurring in the office of President may be filled by the majority vote of all members of the Board of Directors. A vacancy in any other office may be filled by an appointee of the President approved by the majority vote of all members of the Board of Directors. An officer appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.
8. Compensation. Directors as such shall not receive any stated salaries for their services. Reimbursement for any non-budgeted Board of Director related activity or expense requires approval of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefore.
9. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Electronic signatures are acceptable.
10. Meetings by Remote Access. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.
11. Removal. Any officer elected by the members or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors or by a recall election of the voting membership when in their judgment the best interests of the Association would be served thereby. A recall election may be initiated by a written petition signed by twenty-five (25) voting members. If such a recall election is initiated, the Board of Directors or the twenty-five (25) voting members initiating the recall election may call a special meeting of members in accordance with the provisions of Article V of these bylaws. The affirmative vote of a majority of members present or represented by proxy at such meeting shall be required to remove an officer.
12. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more

committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any committee established by the Board of Directors or electing, appointing or removing any Director or officer of the Association; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

- a. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, chairs of each committee shall be members of the Association and the Board of Directors shall appoint the chair of each committee. Any chair may be removed by the person or persons authorized to appoint such chair whenever in their judgment the best interests of the Association shall be served by such removal. Except as otherwise provided in a resolution of the Board of Directors, the chair of each committee shall appoint the members thereof. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.
- b. Term of Office. Each member of a committee established by the Board of Directors shall continue as such for the period specified by the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is

removed from such committee, or unless such member shall cease to qualify as a member thereof.

- c. Vacancies. Vacancies in the membership of any committee established by the Board of Directors may be filled by appointments made in the same manner as provided in the case of the original appointments.
- d. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or unless stated otherwise in these bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- e. Rules. Each Committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

Indemnification

To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the Association is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the Association, the Association (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.

The Association may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Association to the same extent as to a director or officer.

The foregoing, provisions for indemnification and advancement of expenses are not exclusive, and the Association may at its discretion provide for indemnification or advancement of expenses in a resolution of its member or Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this Article, the following terms have the following meanings:

1. Act. The term "act" means the Colorado Nonprofit Corporation Act as it exists on November 13, 1996, the date this article is adopted, and as the Colorado Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Nonprofit Corporation Act permitted prior to the amendment.
2. Director or Officer. The term "director" or "officer" means (I) a director or officer of the Association and (II) while an individual is a director or officer of the Association, the individual's serving at the Association's request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, and (III) any other position (not with the Association itself) in which a director or officer of the Association is serving at the request of the Association and for which indemnification by the Association is permitted by the act.
3. Proceeding. The term "proceeding" means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
4. Code. The term "Code" means the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

Contracts, Checks, Deposits, Gifts and Proxies

1. Contracts. The Board of Directors may authorize any officer or officers, agents or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer, the President, or an appointed representative of the Central Office of the Association or by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.
3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.
4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII

Recognition of Other Organizations

The Association recognizes the Colorado Speech-Language Hearing Foundation as a philanthropic, 501(c)3 public nonprofit organization. The Foundation assists the speech-language-hearing profession and its consumers by providing educational opportunities for speech-language pathologists and audiologists, supporting research, and direct assistance to people with communication disorders.

The Board of Directors may recognize other organizations or corporation by resolution.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting of the Board of Directors, if a least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XI

Discrimination

The Association shall not discriminate on the basis of age, disability, ethnicity, gender expression/gender identity, national origin, race, religion, sex, sexual orientation, or veteran status. All programs and activities of the Association shall be conducted in furtherance of this policy.

ARTICLE XII

Parliamentary Authority

The rules contained in the current edition of Consensus Decision Making, as it may be amended from time to time, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with the articles of incorporation or any special rules the Association may adopt.

ARTICLE XIII

Liability Insurance

The Association will obtain and keep current liability insurance as it pertains to the Board of Directors and with the guidance of the American Speech and Hearing Association.