

By Laws of the Arkansas Academy of Audiology
Revised April 29, 2011

ARTICLE I OFFICES

The registered address of the corporation shall be at PO Box 17447, Little Rock, AR 72227-7447. The ARAA shall have other offices/meeting locations at such other places as the Board of Directors may from time to time designate or as the business of the academy may require.

ARTICLE II MEMBERS

1. The ARAA 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.

2. There will be three membership categories known as Founding Members, Members, and Student Members, having the following qualifications.

a. Members: Membership shall be open to all audiologists having a current and valid license to practice the profession of audiology. Members who are licensed audiologists are eligible to vote and be a member of the Board of Directors.

b. Student Members: Membership as a Student Member shall be open to all full time or part time students enrolled in a residential audiology program and in pursuit of an Au.D. or Ph.D. degree in Audiology and currently working toward eligibility for state license as verified by a licensed audiologist. Student members have no vote in the academy and are not eligible for election to the Board of Directors.

c. Founding Members: Founders will be the 50 audiologists who provided the initial financial backing required to establish the ARAA in 2009. Founder status can only be maintained with consecutive renewal of annual membership dues. The Board of Directors maintains the right to deny or reinstate founder status. Founding Members who are licensed audiologists are eligible to vote and be a member of the Board of Directors.

3. Candidates for membership shall submit an application to the Vice President of Membership who will review each application and recommend to the Board of Directors whether admission should be as a Member or Student Member.

4. Annual membership dues will be determined by the Board of Directors and annual dues payable by the members. Annual dues must be paid by September 30 of each year and are considered delinquent if not paid by the last day of November of the year in which they are due. The Board of Directors may also establish and apply a "late fee" for membership applications/dues received after the due date. Membership confirmation will be issued after November 15.

5. Any member of the ARAA may submit a resignation in writing to the Board of Directors. The membership shall expire on the date the resignation is accepted by the Board of Directors and dues that have been paid are not refundable.

6. All members must abide by the most current Code of Ethics of the American Academy of Audiology and the Arkansas State Board of Examiners for Speech-Language Pathology and Audiology, which specify professional standards that allow for the proper discharge of audiologists' responsibilities to those served and that protect the integrity of the profession. The Board of Directors, by majority vote of all of the Members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

7. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

8. Membership in the corporation is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

1. Meetings of members (i.e. yearly convention) shall be held at different geographical areas so that meetings are accessible to all members, within the State of Arkansas.

2. The annual meeting of the members shall be held at a time specified by the Board of Directors, when they shall transact such business as may properly be brought before the meeting.

called a special meeting, it shall be the duty of the Secretary/Treasurer to fix the time of the meeting which shall be held not more than sixty days after the receipt of the request.

4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary/Treasurer to each member of record entitled to vote at the meeting, at least thirty days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case.

5. Only Members and Founding Members shall be entitled to vote. Students Members may participate in all activities of the corporation, but are not permitted to vote. All Members and Founding Members shall be entitled to one vote.

6. Voting on issues may be by paper ballot, email, mail, voice, hand raise, or any reasonable means determined by the Board of Directors depending on the appropriate situation.

ARTICLE IV BOARD OF DIRECTORS

The business and affairs of this group shall be managed by its Board of Directors, ten (10) in number. The academy shall be governed by the Board of Directors, who shall initiate and establish policies governing the academy. The Board shall be elected by Members and Founding Members. The Board shall be responsible for the executive, financial and managerial affairs of the ARAA and policies affecting audiology; 2) interacting with other organizations and the public in the interest of audiology; 3) managing and maintaining the ARAA website, www.araaudiology.org ; 4) planning and conducting the annual academy convention and any additional CEU conferences.

The Board may establish committees and task forces as needed to guide and assist the mission of the academy. The Board of Directors shall contain officers that are nominated and voted upon by the Board of Directors. This is in direct correlation to how the American Academy of Audiology's officers are elected. The Board of Directors will consist of the following elected officers: President, President Elect, Past President, Secretary, Treasurer, Vice-President of Education, Vice-President of Membership, Vice-President of Communications, and 2 Members-at-Large. These compose the voting members of the Board of Directors. Members of the Board of Directors shall be Members of the Academy. Each board member shall be elected to a two (2) year term.

- a. The President shall be the chief executive officer of this academy; shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the academy; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, or to any other officer or officers of the academy. The President shall execute bonds, mortgages and all other documents. The President shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President may appoint a committee relating to government affairs, and shall designate the chair of such committees. The committees shall be responsible for monitoring all legislative activities which may have an effect on the profession and practice of audiology in the State of Arkansas. The President shall have banking privileges to ARAA's current banking account(s). The President shall possess a key to the academy's PO Box, but can lend it to other board members shall the need arise. The President shall set forth the call for nominations and oversee the election of new board members. The President shall be the liaison to the American Academy of Audiology's State Leaders Network. If the President is unable to fulfill his or her duties as President, the President-Elect shall assume the responsibilities of the President.
- b. The President Elect shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required from time to time. The President Elect shall co-chair the yearly convention with the VP of Education. The President Elect shall assist the President for board nominations and elections. The President Elect shall also have banking privileges to the academy's current banking facility. The President Elect shall ascend naturally to the office of President upon expiration of the President's term.
- c. The Past President shall automatically become a member of the Board of Directors for a two year period. The Past President shall engage in planning and monitoring of public relations and outreach activities which may have an effect on the perception of the profession and of the academy. The Past President shall assist the President in nominations and board elections as needed. The Past-President shall assist the

- d. The Secretary shall serve a two year term and attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the President, under whose supervision the Secretary shall be. The Secretary shall also determine the specific location for board meetings. The Secretary shall possess at all times a key to the current PO Box of the academy.
- e. The Treasurer The treasurer shall serve a two year term and assume financial responsibility of the academy including balancing of checkbook, paying bills in a timely manner, timely deposit of collected monies, issuance of honorarium checks to speakers, and oversight and signatory of academy issued checks. The Treasurer shall provide a financial report at each of the academy's four yearly board meetings. The Treasurer shall be responsible for filing all taxes of the academy with the Internal Revenue Service (IRS) yearly. The Treasurer shall also give a proposed yearly convention budget to the President, President Elect, and VP of Education. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation.
- f. The Vice-President of Membership shall serve a two year term. The VP of Membership shall be responsible for keeping the administrative record of all current members, receive applications for membership in the academy, and shall review each application and recommend to the Board of Directors whether admission should be as a Member or Student Member. The VP of Membership's responsibilities shall include personal phone calls, emails, letters, and other means of communication to increase membership. The VP of Membership shall distribute membership applications at least once a year during the membership drive to all available Arkansas audiologists. The VP of Membership shall also produce membership cards to all members yearly.
- g. The Vice-President of Education shall serve a two year term. The VP of Education shall co-chair the yearly convention with the President Elect. The VP of Education shall be responsible for any and all Continuing Education Units (CEU) for the yearly convention and any other CEU opportunities hosted by the academy. The VP of Education may appoint one or more committees relating to education, and shall designate the chair of such committees. These committees shall be for student mentoring, student scholarships, student board members, and public school science fair programs. The VP of Education shall also serve as a liaison to the American Academy of Audiology's Student Academy of Audiology of the University of Arkansas at Little Rock/University of Arkansas for Medical Sciences.
- h. The Vice-President of Communications shall serve a two year term. The VP of Communications shall create and distribute a quarterly newsletter for all members of the academy. The VP of Communications shall keep a current list of contact information for all Arkansas audiologists and audiology students as provided from ABESPA and the VP of Membership. The VP of Communications shall be the direct liaison to the academy's webmaster and assist the webmaster with appropriate and stimulating content for the academy's website.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors shall be held four times each year. The exact location shall be appointed by the Secretary. These meetings of the Board of Directors shall be held on the following dates: the second Tuesday evening in the months of February, August, and November at 6:00 pm; during the annual convention held in April/May. The meetings of the Board of Directors shall also be available via conference call at each of the dates with the exception of the annual convention. It shall be mandated that each board member attend in person or via conference call at least half (2) of the four yearly board meetings to remain in good standing with the board of directors.

4. Any Board meeting that is called or attended by the Board shall consist of a quorum. A quorum consists of at

5. The Board may act without a meeting with the written consent of at least eight Board Members.
6. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least thirty (30) days prior to the day named for the meeting.
7. Minutes of all meetings of the Board of Directors shall be recorded. They shall be signed by the President. They are to be subject to correction at the next meeting of the Board of Directors. The minutes are to be kept by the academy's Secretary, where they may be inspected by any Member or Founding Member.
9. Directors as such, shall not receive any stated salary for their services.

ARTICLE V BOARD VACANCIES

1. Elections for directors shall be conducted according to the following procedures. Beginning July 1 of each calendar year, Nominations Committee will call for nominations from the membership for candidates to vacancies on the Board of Directors. From this pool of nominations, the candidates will be voted on by the Members and Found Members of the academy. The candidate receiving the most votes will fill the vacant seat on the Board of Directors and will assume that office July 1 of the next calendar year.
2. The results of the election will be tabulated by the President and subsequently reviewed by the Board. The results will be announced no later than the time of the yearly convention. Each candidate will be notified by the President regarding election results via phone, email, or letter.
3. Unexpected vacancies in the board of directors shall be filled by a majority vote of the remaining members of the board.

ARTICLE VI MEMBERSHIP CERTIFICATES

Membership in the corporation may be evidenced by certificates of membership, in which case they shall be in such form and style as the board of directors may determine. They shall be signed by the President and the VP of Membership.

ARTICLE VII ANNUAL REPORT

1. The board of directors shall present annually to the members a report at an open board meeting during the yearly convention, verified by the President and Secretary, showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the academy, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

ARTICLE VIII MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of July 1.
2. The Board of Directors, by resolution, may authorize the corporation to accept grants, gifts or bequests from members or nonmembers on terms and conditions consistent with established law.
3. The individual board members of the academy assume no individual or personal liability for the actions of the Board or the academy.
4. Any issues and protocols not addressed by these bylaws can be denied and ruled or based on a majority vote of the Board of Directors.

ARTICLE IX AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE X LIQUIDATION

Upon dissolution of the corporation, the Board of Directors shall, after applying or making provisions for payment

charitable, educational or scientific purpose which at the time qualify as an exempt organization or organizations under section 501 C (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine. Any such assets not so disposed of shall be disposed of by the court of original jurisdiction of the county in which the office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.