

# **NATIONAL BLACK ASSOCIATION FOR SPEECH - LANGUAGE AND HEARING**

## **BY-LAWS**

### **Preamble**

The Board of Directors of the National Black Association for Speech-Language and Hearing has adopted the following By-Laws to guide the Association in its deliberations, to promote the purposes of the Association, to facilitate the business of the Association, and to protect the rights and privileges of the Association membership. The By-Laws of the Association are in accordance with established policies and procedures

## **ARTICLE I Name**

The name of the Corporation (hereinafter called "The Association") is **National Black Association for Speech-Language and Hearing (NBASLH)**.

## **ARTICLE II Purposes**

The Association has been organized as a nonprofit corporation for charitable, scientific and educational purposes.

- A. In furtherance of these purposes, the Association shall:
1. Promote an increase in the number of Black speech, language and hearing professionals;
  2. Improve the quality of service delivery to Black individuals with communication disorders and differences.
  3. Promote research that contributes to the body of knowledge on the identification, diagnosis and treatment of Black individuals with communication disorders and differences.
  4. Solicit and provide financial support for the training of Black students in communication sciences disorders.
  5. Solicit and provide mentoring support of Black students and professionals in communication science disorders.
  6. Be an advocate for Black individuals with communication disorders and differences.
  7. Disseminate information to the public on communication disorders and differences specific to the Black community.
- B. Notwithstanding anything to the contrary appearing in these By-Laws, the operations of the Association shall be exclusively charitable, scientific and educational.

## **ARTICLE III Offices**

The principal office of the Association and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.

## **ARTICLE IV Membership**

**Section 1. Eligibility:** Membership shall be limited to one of the following four classes:

- A. Professional Member: Holds a graduate degree with major emphasis in or working in the area of speech, language and/or hearing. All Professional members shall have the right to vote and hold office.
- B. Life member – Professional members who have been designated by the NBASLH board as meeting the criteria of life membership status. All life members shall have the right to vote and hold office.

- C. Student Member: Full-time and part-time students in training in the areas of speech, language and/or hearing. Student members shall not have the right to vote on association business, but the right to vote for the Student Representative.
- D. Associate Member: The consumer and any other persons showing interest in the speech, language and hearing problems of Black people (e.g., speech-language pathology assistants). Associate members may not vote or hold an office.

**Section 2: Special Meetings:** Special meetings of the Members may be called by the Chair or by written request of at least 10 percent of the Regular Members directed to the Chair. Written and/ or personal notice of Special meetings and their purpose shall be given not less than ten (10) days before any such meeting, to be directed to the Professional members at their last known address as it appears on the Association books.

**Section 3: Fees:** All proposed changes in the Association fee structure shall be submitted to the Board for approval at least six months prior to the anticipated effective date.

## **ARTICLE V Conventions**

**Annual Conventions:** Conventions of the Association shall be held annually as determined by the Executive Board.

## **ARTICLE VI Board of Directors**

**Section 1. Name:** The official name for the Association Board shall be The Board of Directors of the National Black Association for Speech-Language and Hearing.

**Section 2. General Powers and Duties:** The Board of Directors of the Association shall be its own governing body. The Board shall manage, control and direct the affairs and property of the Association. The Board shall perform these functions through the management association firm appointed by the Board. The Board shall have, and may exercise, all the powers specified in its Articles of Incorporation and the District of Columbia Non-Profit Corporation Act necessary to carry out the purposes of the Association. With respect to all questions and interpretations to these By-Laws, the majority decisions of the Board of Directors shall rule.

All the powers, except as are otherwise provided for in these By-Laws and in the Laws of the District of Columbia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board may in general resolution delegate to the Association Management staff or firm as they see fit.

### **Section 3. Composition of the Board:**

- A. Number: The number of Directors constituting the Board of Directors of this Association shall be not less than nine and not more than 13, including the Chair-Elect and the Immediate Past-Chair but excluding the non-voting Directors. The Student Representative shall serve as a voting member of the board. A representative of the Association's Management firm appointed by the Board shall serve as a permanent non-voting member of the Board.
- B. Term of Office: The elected Directors shall serve for staggered terms of three years with

three Directors being elected every year beginning in 1995 with the exception of the Chair. The Chair shall serve one year as Chair-Elect, two years as Chair and one year as Past-Chair. The term of any Director shall also expire by death, resignation or removal from office in accordance with these By-Laws. The Student Representative shall serve a two-year term. An office year begins and ends with the Association fiscal year.

- C. Executive Committee: The five officers of the Board of Directors serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.
- D. Nominations: Nominations for members of the Board of Directors and the Student Representative shall be solicited from the current Association membership.
- E. Election: Ballots shall be made available to the membership by February of each year with voting ending at the Annual Convention by the date and time specified. Professional members of the Association shall elect the Board of Directors. Student members shall elect the Student Representative. To be elected to the board, a candidate must receive a majority (no less than 51%) of the votes cast during that particular election year. If a board vacancy cannot be filled by a candidate who has received this majority vote, the board seat shall remain empty until the next election cycle at which time the vacant seat shall be added to the number of vacancies for that election cycle.
- F. Vacancies: Any vacancy occurring on the Board of Directors arising from any cause, including the expiration of a Director's term and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of the majority of the then members of the Board of Directors. A Director, or Student Representative, elected or appointed, as the case may be, to fill a vacancy in an unexpired term shall be elected or appointed for the unexpired term of his or her predecessor. The Student Representative shall be replaced through election or appointment by the Board upon resignation, termination of student status or cause (determined reasonable by the Board).
- G. Removal of Directors: Any Director may be removed from office for cause (failure to attend two (2) unexcused consecutive meetings, failure to perform duties) by the affirmative vote of a majority of the Directors in office at any regular or special meeting called for that purpose. Any such Director proposed to be removed shall be entitled to notice in writing which must be tendered not less than 10 or more than thirty days prior to the meeting at which such removal is to be considered. Such notice must state the cause for the proposed removal and must be delivered by registered mail. The Director shall be entitled to appear before the Board at this meeting and be heard.
- H. Resignation: Any director wishing to resign from the Board at any time is requested to give notice in writing thereof to the Chair of the Board.

#### **Section 4: Officers of the Board:**

- A. Composition: Officers of the Board of Directors shall consist of the Chair, the Chair-Elect, the Secretary, Treasurer and Parliamentarian.
- B. Election of Officers: Officers of the Board – with the exception of parliamentarian – shall be elected at the last meeting of the fiscal year or at such other time when there is a vacancy. The parliamentarian is appointed by the chair.
- C. Duties: The duties of the officers shall be as follows:
  - 1. Chair: The Chair shall preside at meetings of the membership, Board of Directors and

Executive Committee. In the event of a tie at meetings of the Board of Directors, the Chair shall have the right to vote upon the question. The Chair shall communicate to the Association such matters as may in his or her opinion promote its welfare. The Chair shall perform as required by the nature of that office and shall enforce the By-Laws, rules and regulations of the Association. The Chair shall appoint officers and other members of authorized committees and shall be an ex-officio member of all committees. The Chair shall notify new board members of the election to the board.

2. Chair -Elect: The Chair-Elect shall function as Vice-Chair and shall preside at all meetings of the Board of Directors at which the Chair is absent. In the event that neither the Chair nor the Chair-Elect is present at such meetings, an Acting Chair may be chosen by a majority vote for that meeting.
3. Secretary: The Secretary shall keep a record of the proceedings of the meeting of the Board of Directors; issue all notices of meetings of the Membership and Directors; and be responsible for all correspondence pertaining to the affairs of the Association except as otherwise provided.
4. Treasurer: The Treasurer shall be responsible for all monetary matters including preparation of the budget of the Association and shall be responsible for submitting a financial report to the membership at the Annual Business Meeting of the Association and/or meetings of the Executive Board.
5. Parliamentarian: The chairperson of the By-Laws Committee shall serve as the Board Parliamentarian. The Parliamentarian shall be responsible for the rules and procedures of parliamentary Law; according to the Robert Rules of Order 10<sup>th</sup> edition (2000 Edition).

#### **Section 5: Meetings of the Board of Directors:**

- A. Regular Meetings: A regular meeting of the Board of Directors shall be held at the Annual Convention. The Chair, at the request of a majority of the members of the Board, or as deemed necessary by the Chair, shall call other meetings such as conference calls.
- B. Time and Place: The Chair shall designate the time and place of all meetings. The meetings may be held within or outside the District of Columbia. The place of meetings should inasmuch as possible reflect the geographic distribution of the Directors.
- C. Voting in Absentia: A Director may vote in absentia on any published agenda item as long as it is not modified during the Board meeting.
- D. Quorum: At all meetings of the Board, a majority of the Board shall be necessary and sufficient to constitute a quorum or 50 percent plus one of the voting members, for the transaction of business, and the act of a majority of the Directors present at the meeting at which there is a quorum shall be the act of the Board, except as may otherwise be specifically provided by statute or by these By-Laws.
- E. Unanimous Consent: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken by oral agreement without a meeting, if within seven days after such oral agreement, the text of the resolution or matter agreed upon is sent to all members of the Board via mail, email or fax. All members of the Board must consent to such action in writing via mail, email or fax within 14 days of receipt of such text. Such consent in writing shall have the same force and effect as a unanimous vote and may be described as such in any document executed by the Association.
- F. Conflicts: No member of the Board shall vote or otherwise participate in any decisions of the Board if such vote or participation could involve him or her in a conflict of interest. The Secretary shall note the abstention of the Director in the minutes of the meeting.

**ARTICLE VII**  
**Association Management**

In lieu of an Executive Director, who was formerly responsible for the day-to-day operations of the Association, a management association firm will be selected by the Board to fulfill functions previously conducted by Executive Staff personnel. These roles shall include such duties as execution of services including membership communications, fiscal bookkeeping, convention and conference coordination, meetings and training coordination and other duties as contracted.

**ARTICLE VIII**  
**Fiscal Year**

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

**ARTICLE IX**  
**Prohibition Against Sharing in Association Earnings**

No Director, officer, employee or person connected with the Association or member of an advisory committee or panel, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors.

**ARTICLE X**  
**Amendments**

**Section 1. By-Laws:** The By-Laws may be amended by an appropriately written proposal to the Membership that has been submitted to the NBASLH Bylaws Committee by an NBASLH professional, life, or student member (Article IV Section 1A) during the year of submission. Passage of the amendment to the By-Laws shall require an affirmative vote of a quorum or 50 percent plus one of the voting members in attendance during the Annual Business Meeting.

**Section 2. Articles of Incorporation:** The Articles of Incorporation of the Association may be altered, amended or repealed at any meeting of the Board of Directors by a majority of the Directors in office, or their designated representative, provided that the proposed action is inserted in the notice of such meeting and that such action is not inconsistent with ARTICLE IV of such Articles.

*Amended April 5, 2019*