

ILLINOIS ACADEMY OF AUDIOLOGY

BYLAWS

ARTICLE I

The Illinois Academy of Audiology (hereafter designated as Academy) is incorporated in the State of Illinois and is organized for the purpose of promoting the public good by fostering growth, development, recognition, and status for the profession of Audiology and its members.

ARTICLE II

MEMBERSHIP

- 3.1 Membership. The Academy shall consist of Professional Members, Associate Members, Legacy Professional Members, and Student Members.
- 3.2 Professional Members. A Professional Member is one who has a graduate degree in audiology from a regionally accredited academic institution. An active Illinois license is not required; however, Professional Members cannot have violations of the law on record that have not been adjudicated by the licensing agency.
Recent graduates may apply for the Professional Membership with a reduced rate. A Recent Graduate is one who possess a graduate degree from an accredited academic institution and applies for Professional Membership within one year following graduation. Upon the next renewal year, the converting member will pay the fee associated with Professional Membership. This is a one time offer.
- 3.3 Associate Members. An Associate Member is one who is not an audiologist but who wishes to remain informed and provide input regarding the activities of the Academy. Associate Members hold all rights and obligations of a Professional Member, except they shall not vote or hold office. Associate Members may participate on designated committees at the discretion of the Board of Directors and the committee chairperson. Associate Members are prohibited from using affiliation with the Academy for the promotion of commercial products or services.
- 3.4 Legacy Professional Members. A Legacy Member is an audiologist who is at least 65 years old and has been a Professional Member of the Academy for at least. Legacy Members hold all rights and obligations of a Professional Member.
- 3.5 Student Members. A Student Member is one who is pursuing a professional degree in audiology, as verified by a regionally accredited residential institute of higher learning. Full-time student enrollment shall be verified by the Vice-President of Membership prior to approval. An individual who would otherwise qualify as a Professional Member who is pursuing a doctoral degree on a full-time basis may apply to become a Student Member. Student members hold all rights and obligations of Professional Member membership, except they shall not

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

- vote or hold office. Student membership terminates when all requirements for graduation from the institute of higher learning have been met.
- 3.6 Application for Membership. Individuals applying for membership shall submit an application to the Vice-President of Membership. Application for Legacy Professional Member may come from the Professional Member, or another Member of the Academy may forward a recommendation for Legacy Professional Membership. The Vice-President of Membership will review each application and make a recommendation to the Board of Directors as to whether admission as a Professional Member, Associate Member, Legacy Professional Member, or Student Member shall be granted. During Board of Directors meetings, a compilation of applicants will be presented by the Vice-President of Membership for a Board approval vote. All applications for membership must be approved by the Board of Directors and will be considered 'pending' until the voting process has been completed.
- 3.7 Dues. The Board of Directors shall establish annual membership dues to be assessed all members. The membership year for the Academy shall be January 1 through December 31st.
- 3.8 Expired and Inactive Membership.
- (a) Dues will be considered overdue if not paid by 60 days following the end of the membership year. Members whose dues are overdue shall be notified by the Vice-President of Membership of such delinquency. If the dues remain overdue 30 days after such notification, membership shall be placed on expired status. If six months has passed since notification of delinquent dues, membership will be classified inactive. An individual whose membership has been inactivated may reactivate membership by following the procedure set forth in Section 3.6.
 - (b) Any member may submit a resignation, in writing, to the Vice-President of Membership. The resigning individual shall cease to be a member of the Academy as of the date such resignation is submitted. Dues paid are not refundable.
 - (c) The Board of Directors may recommend expulsion of any member from the Academy who no longer meets membership requirements as stated in Sections 3.2-3.5 or who is found to be in violation of the Code of Ethics. A member who is expelled may file a grievance with the Board of Directors. The grievance procedure shall be set forth in the Rules of the Academy.
 - d) Inactive, expelled, or any other non-member cannot falsely advertise their affiliation with ILAA.

ARTICLE III

MEETINGS

- 4.1 Time and Location of Meetings. The Academy shall hold an Annual Meeting of the general membership at least once a year and at such other times and places and upon such notice as the Board of Directors may determine.

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

- 4.2 Member Information Meeting. An information meeting for the general membership shall be held during the Annual Meeting of the Academy and at such other times and places and upon such notice as the Board of Directors may determine. At each Annual Meeting, members shall be informed of actions taken by the Board of Directors since the last Annual meeting of the Academy.
- 4.3 Rules of Order. All meetings of the Academy shall be governed by the Rules contained in the current edition of Roberts Rules of Order in which they are not inconsistent with the provisions of the Bylaws or Rules of the Academy.
- 4.4 Minutes. Minutes of all meetings of the Board of Directors shall be recorded. They are subject to correction at the next meeting of the Board of Directors. The minutes are to be retained at the Academy online file-storage location, and posted on the Academy website, where they may be inspected by Academy members. Minutes of all meetings shall be distributed to members of the Board of Directors in a timely manner.
- 4.5 A biennial Academy Strategic Planning Meeting shall be conducted by the Board of Directors. This meeting will occur at some point after new Board Members have satisfactorily transitioned into their new roles. The Academy Strategic Plan must be reviewed by the Board of Directors annually, which may require an extended Board meeting.

ARTICLE IV

PUBLICATIONS

- 5.1 Publications: The Academy shall make available a membership directory, and distribute a newsletter that disseminates information of relevance regarding the profession of Audiology and the operations and goals of the Academy, and such publications as deemed appropriate and necessary by the Board of Directors.
- 5.2 Website: The Academy shall operate and maintain a website accessible by Academy members and the public.

ARTICLE V

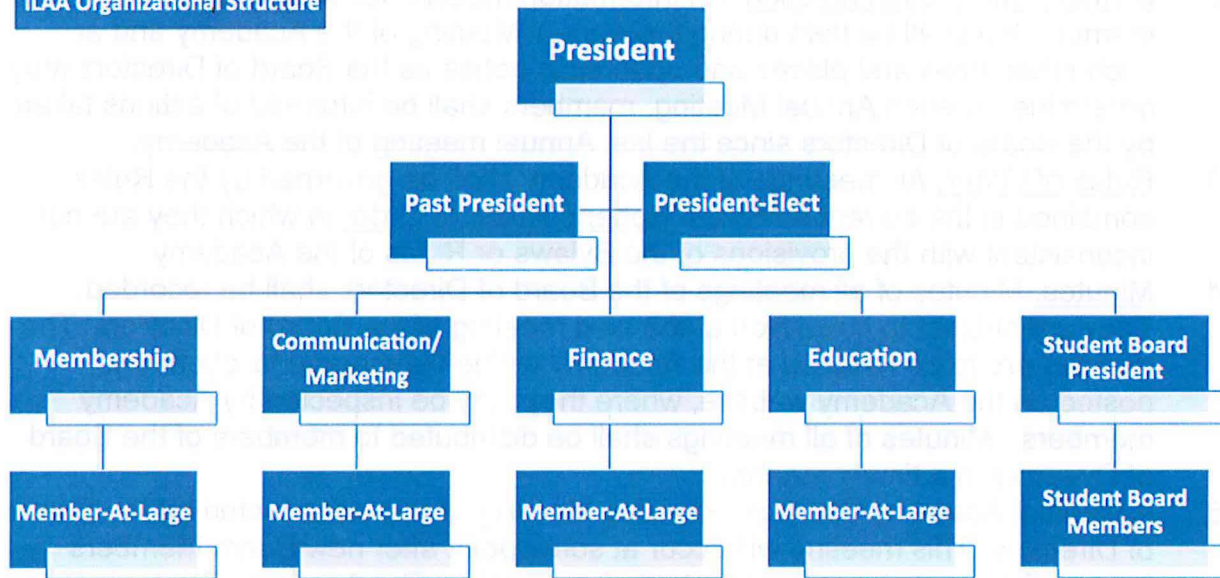
GOVERNANCE OF THE ACADEMY

- 6.1 Governance. The Academy shall be governed by a Board of Directors composed of eleven (11) voting members, one (1) Executive director, and up to five (5) student members. The Board of Directors shall be responsible for the executive and managerial affairs of the Academy and shall establish the policies governing the Academy.

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

ILAA Organizational Structure



*** THIS FLOW CHART DOES NOT INCLUDE THE SECRETARY POSITION

Responsibilities of the board as a whole are to:

- determine the mission and vision of the Academy and see that the Academy fulfills its stated aims and purpose,
- understand and comply with the Academy's Articles of Incorporation and Bylaws,
- comply with laws relating to not-for-profit entities,
- develop, execute, evaluate, and approve the Academy's policies, plans, finances and budgets,
- approve the annual budget and review quarterly financial reports,
- issue a report of the Academy including the results of the annual audit,
- decide when and where the annual convention shall take place,
- grant membership to those applicants whose qualifications, in the board's judgment, meet the requirements specified in Article II of the Bylaws,
- establish committees, task forces, liaisons, and working groups as necessary, to guide and assist the Academy in implementing its mission,
- maintain a working knowledge of the affairs, policies, and assets of the Academy.

Responsibilities of individual board members are to:

- advocate for the mission and vision of the Academy,
- attend one face-to-face board meeting, typically scheduled semi-annually
- regularly participate in virtual Board Meetings (via web-conference) when announced by the President,
- express one's opinion during discussion and debates, and speak with one voice regarding the final decisions of the board,

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

- e) accept and fulfill committee assignments (typically one or more standing committees),
- f) following Board meetings, brief committee chairs on any information from the meeting relevant to the committee,
- g) produce an annual report presented by each member of the Board of Directors and Committee Chair at the first Board meeting following the annual convention. Such report shall contain activities of the previous year and recommendations for future activities,
- h) transact all such other business in the interest of the membership that may from time to time come before the board,
- i) serve as a role model for the Academy membership by annually renewing one's membership, attending the annual convention and providing tangible and ongoing support of Academy programs,
- j) serve on an Academy Committee during the year following one's term on the Board of Directors

6.2 The Board of Directors Composition. The Board of Directors shall be composed of eleven (13) Professional Members, including the President, President-Elect, Past-President, Vice-President of Membership, Vice-President of Education, Vice- President of Governmental Affairs, Vice-President of Communications, Treasurer, Secretary, and four (4) Members-at-Large. Each of the Professional Members of the Board of Directors, including the President, shall have the power to vote on issues. Non-voting members of The Board shall include up to five (5) Student Member(s). When a new position is created within the Board of Directors, a Professional Member shall be appointed by the President until the time of the next general election for that position. When a vacancy occurs within the Board of Directors, a replacement shall be appointed by the President to serve for the remainder of the term of the vacated office to which the person was appointed.

- (a) President. The President of the Academy shall serve as the Chair of the Board of Directors for one (1) year and preside over all Board meetings and meetings of the general membership of the Academy.
- (b) President-Elect. The President-Elect of the Academy shall serve one (1) year and assist the President in performing whatever duties may be assigned prior to assuming the office of President. The President-Elect shall serve as ex-officio member of all committees and shall preside at meetings in the absence of the President. The President-Elect shall serve as the parliamentarian. The President-Elect shall assume the duties of the President should a vacancy occur.
- (c) Past-President. The President shall, upon completion of term of office, automatically become Past-President for one (1) year. The Past-President

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

shall serve as Chair of the Nominations Committee and assistant to the President in matters as delegated.

- (d) Vice-President of Membership. The Vice-President of Membership shall serve for two (2) years and be responsible for keeping the administrative record of all current members. The Vice-President of Membership will organize and conduct new member recruitment efforts when necessary and appropriate. The Vice-President of Membership may appoint a committee of members to help support membership activities including, but not limited to, membership benefits, membership identification paraphernalia, and all other activities related to membership issues. Major decisions relative to membership policy and action will be discussed and approved, prior to implementation, by the Board of Directors.
- (e) Vice-President of Education. The Vice-President of Education shall serve for two (2) years and be responsible for planning and conducting the Annual Convention, as well as other professional meetings as necessary and appropriate. The Vice-President of Education may appoint a committee to support and help in education activities. At the beginning of the second year, a member of the Board will be elected to serve as Vice-President of Education Elect. Major decisions relative to educational policy and activities will be discussed and approved, prior to implementation, by the Board of Directors.
- (f) Vice-President of Government Affairs. The Vice-President of Governmental Affairs shall serve for two (2) years and be responsible for monitoring all legislative activities which may have an effect on the practice of audiology in the State of Illinois. The Vice-President of Governmental Affairs shall interface with the Academy lobbyist, and head a search committee for a lobbyist as the need arises. The Vice-President of Governmental Affairs may appoint a committee as necessary and appropriate to help fulfill the duties and responsibilities of legislative activities. Major decisions relative to professional issues will be discussed and approved, prior to implementation, by the Board of Directors. During any legislative process outside the purview of the Board of Directors, the Vice-Presidents of Governmental Affairs shall, in concert with the President, have the responsibility to represent the Academy and shall have the authority to make executive decisions as necessary.
- (g) Vice-President of Communications. The Vice-President of Communications shall serve for two (2) years and be responsible for conducting external communications with Members at the direction of the President. Communications include, but are not limited to, Academy emails, newsletters, surveys, and other announcements.
- (g) Treasurer. The Treasurer shall serve for two (2) years. In the role of Treasurer, the Board Member shall render or cause to be rendered direction, management, and communication relating to the finances and investments of the Academy.

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

- (h) Secretary. The Secretary shall serve for two (2) years. In the role of Secretary, the Board Member shall keep or cause to be kept, all records of the Board, required by law or board policy, including bylaws, policies and procedures, minutes, and meeting notifications.
- (i) Members-at-Large. Four members-at-large shall serve on the Board of Directors. Two members-at-large shall be elected annually by the general voting Academy membership for a two (2)-year term. Members-at-large will accept and fulfill committee assignments (typically one or more standing committees) and fulfill other responsibilities as described in section 6.1.
- (j) Student Members. Student Members shall be appointed to a two (2) year term but may not be beginning their Final-Year Externship. Student Members shall be responsible for informing the Board of pertinent student issues and shall report pertinent professional issues to audiology students. Student Members are not permitted to vote at the Board meetings. One Student Member from each Illinois university offering an Au.D. degree or equivalent degree in Audiology may be appointed by the Board. One student member will be appointed by the President to serve as leader of the Student-Member Group.
- 6.3 Term of Board of Directors Office. Each director shall serve for a two-year term except for the President, President-Elect, Past-President. Newly elected officers will assume office responsibilities in August, after adequate turnover has been accomplished. Members of the Board of Directors may serve in the same office for no more than two consecutive terms.
- 6.4 Meetings. At least four meetings of the Board of Directors shall be held each year. Meetings may be held if requested by the President or President-Elect. One meeting each year is open to the Members of the Academy.
- 6.5 Quorum. At any meeting of the Board of Directors a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business. Absentee ballots, presented in writing regarding specific issues, may be submitted by members of the Board of Directors who are unable to be present in person at the convened session. Quorum should be defined here: in order to vote and approve proceedings at a meeting, a minimum of 6/11 Board Members must be present (quorum) – if no Board positions are vacant at the time of the meeting.
- 6.6 A member of the Board of Directors may be asked to resign by a three-fourths (3/4ths) vote of the Board. If the Board member declines to resign, the removal of the member shall be put forth to the general membership. Three-fourths (3/4ths) of the votes by the general membership shall result in immediate dismissal of the Board member from the position.

ARTICLE VI

ELECTIONS

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

- 7.1 Election Process. Only Academy members in active status with good standing may be candidates for the Board of Directors. The election process will occur during the spring of each year. Candidates may nominate themselves or be nominated by an active Member of the Academy. The name, brief biographical history, and short statement of intent of approved candidates shall be made available to the Board of Directors. The names of nominees will be announced to Members by the Vice-President of Communications and two (2) weeks will be permitted for voting. Election results will be announced by the Vice-President of Communications.

ARTICLE VII

AMENDMENT OF BYLAWS

- 8.1 Amendment of Bylaws. The Bylaws of the Academy may be altered, amended, or repealed and new Bylaws adopted, by an affirmative vote of a quorum of the members of the Board of Directors. Absentee ballots will not be accepted for voting issues concerning amendment of Academy Bylaws.

ARTICLE VIII

STANDING RULES

- 9.1 Standing Rules. Operational rules which are consistent with the Bylaws may be adopted by the Board of Directors to govern the activities of the Academy. Changes in standing rules may be determined by majority vote of the Board of Directors.

ARTICLE IX

DISSOLUTION

- 10.1 Dissolution. Upon dissolution of the Academy, the Board of Directors shall, after applying or making provision for payment of all the liabilities of the Academy, 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 charitable, educational, or scientific purpose which shall at the time qualify as an exempt organization or organizations under section 501 (c) (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. 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 Academy 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.

ARTICLE X


INDEMNIFICATION

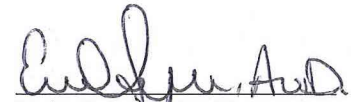
Amended October 20, 2019

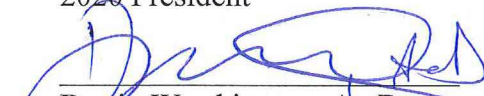
Signed by Board of Directors January 30, 2020

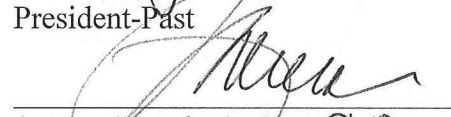
11.1 Indemnification. Any individual who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that this person is or was serving as an officer of the Academy or member of the Board of Directors or is or was serving at the request of the Academy as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy 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 the Academy 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 Illinois law.


 Heather Rudisill Kamath, Au.D.
 2020 President

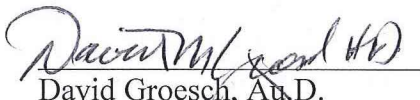

 Brittney Spouse, Au.D.
 President-Past

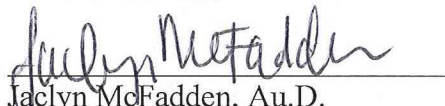

 Eric Seper, Au.D.
 Treasurer



 Darin Worthington, Au.D.
 VP of Communication



 Antony Joseph, Au.D., PhD
 VP of Education



 Ann Reget, Au.D.
 VP of Membership

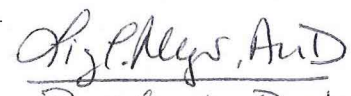

 David Groesch, Au.D.
 VP of Government Affairs


 Jaclyn McFadden, Au.D.
 Member-at-Large


 Samantha Dixon, Au.D.
 Member-at-Large


 Bronwyn Milliken, Au.D.
 Member-at-Large


 Megan Worthington, Au.D.
 Member-at-Large


 Sig P. Myers, Au.D.
 President - Past

.....

Revision History

<u>Date</u>	<u>Description of Change</u>
2020-01-30	Bylaws signed into effect. No changes from 2019-10-19 amendments
2019-10-19	Amended to reflect multiple changes in the organization
2009-02-25	Changed section 6.2 to clarify appointee status at election
2015-12-10	Restructuring of the Board of Directors
2019-03-15	Periodic review and revision of organizational policies
2019-08-13	Update and revision of multiple sections of the Bylaws document

Amended October 20, 2019

Signed by Board of Directors January 30, 2020

