

Student Academy of Audiology

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BYLAWS OF THE STUDENT ACADEMY OF AUDIOLOGY (SAA) American Academy of Audiology (AAA)

ARTICLE I

SECTION 1. NAME. The official name of the organization shall be Student Academy of Audiology (SAA), Inc.

SECTION 2. ADDRESS. The official address for the SAA will be 11730 Plaza America Drive, Suite 300, Reston, Virginia 20190.

ARTICLE II

SECTION 1. MISSION STATEMENT. The Student Academy of Audiology (SAA) is the national student organization of the American Academy of Audiology (AAA) that serves as a collective voice for students and advances the rights, interests, and welfare of students pursuing careers in audiology. The SAA introduces students to lifelong involvement in activities that promote and progress the profession of audiology, and provides services, information, education, representation and advocacy for the profession and the public we serve.

ARTICLE III

SECTION 1. MEMBERSHIP. Membership in the SAA includes SAA national members and SAA chapter members.

1.1 National Members. SAA national members shall be students enrolled in Au.D., Ph.D., or other accredited audiology doctoral programs at accredited institutions of higher learning.

1.2 Chapter Members. SAA chapter members are national members who belong to a local SAA chapter.

SECTION 2. DUES. The AAA Board of Directors, upon recommendation of the SAA Board of Directors, will approve dues and fees for national SAA membership. Local SAA chapters may establish their own dues and fees.

SECTION 3. MEMBERSHIP YEAR. The membership year for SAA national members will be the calendar year (January 1-December 31), with dues to be paid by December 31 annually. The chapter membership year will be the AAA's fiscal year (July 1-June 30). Local chapters may determine payment schedules and due dates.

SECTION 4. CHAPTERS. SAA chapters may be established on a campus or within the vicinity of a campus with an Au.D., Ph.D., or other accredited audiology doctoral programs. Chapters must apply to the SAA and, with the recommendation of the SAA Board of Directors, seek approval of chapter bylaws from the AAA Board of Directors. The application would include verification of permission to operate on campus. Chapters should be covered by Directors and Officer (D&O) Liability Insurance. D&O insurance provided by the AAA may require additional annual fees.

ARTICLE IV. GOVERNANCE

SECTION 1. BOARD OF DIRECTORS. The SAA shall be governed by a board of directors under the provisions of these bylaws; AAA bylaws, policies, and procedures; and oversight of the SAA Advisory Committee. The SAA board will initiate policies and procedures necessary to accomplish the mission of the SAA at the national and local level. The SAA board year will run from July 1 through June 30.

SECTION 2. COMPOSITION OF BOARD. The SAA Board of Directors will consist of ten members including a president, vice president and two members at large from each of second, third, and fourth year groups, and two members at large from any year group. A secretary and treasurer shall be appointed by the SAA board from the eight members at large. Each member will have the right to vote.

SECTION 3. PRESIDENT. The president shall be elected by the SAA membership and serve a one year term. The president shall chair all SAA board meetings as well as an annual SAA membership meeting, attend AAA Board of Directors meetings and keep the AAA board informed of SAA activities as they relate to the goals and mission of the SAA.

SECTION 4. VICE PRESIDENT. The vice president shall be elected by the SAA membership and serve a one year term. The vice president shall assist the president and perform the duties of the president in his/her absence.

SECTION 5. EXECUTIVE COMMITTEE. The Executive Committee (EC) will be composed of the president, vice president, secretary, and treasurer. The EC has no voting rights separate from the SAA Board of Directors. Its purpose is to provide consistent

communication and to streamline agendas for the SAA board via regularly scheduled meetings.

SECTION 6. MEMBERS AT LARGE. Eight members at large shall be elected by the SAA membership for a one year term on the SAA Board of Directors. They may be re-elected for a second year on the SAA board. Six of the members at large will be elected from the second, third, and fourth year class groups (two each per year group) and two may be elected from any year group.

SECTION 7. SECRETARY AND TREASURER. A secretary and treasurer will be appointed from sitting members at large. Individuals shall be nominated by the president and approved by the SAA Board of Directors. Both will serve a renewable one year term.

7.1 Secretary. The secretary shall keep or cause to be kept all records of the SAA Board of Directors, including these bylaws, policies and procedures, minutes, and meeting notifications.

7.2 Treasurer. The treasurer, in collaboration with AAA staff, will render direction, including a budget; management, including periodic financial reports; and communication relating to the finances of the SAA.

SECTION 8. SPECIFIC DUTIES. The SAA Board of Directors will:

- (a) Recommend the eligibility requirements for membership in the SAA.
- (b) Establish committees, working groups, or task forces to accomplish the mission of the SAA. The president will appoint the chairs for these entities.
- (c) Conduct an annual business meeting.
- (d) Transact all such business in the best interest of the SAA members and chapters.

SECTION 9. VACANCY AND REMOVAL. In the event of a vacancy, the president may nominate for SAA Board of Directors' approval an SAA member to fill the unexpired term of the position. A member of the SAA board may be removed for cause by two thirds vote of the SAA board.

SECTION 10. COMPENSATION. The SAA Board of Directors members are volunteers and do not receive compensation for their services.

SECTION 11. CONFLICT OF INTEREST. Any SAA Board of Directors member who has a personal interest in or relationship in any proposed transaction before the SAA board shall disclose that interest or relationship at the start of discussions on the proposed transaction. The SAA board member shall not participate in the discussion or vote on the transaction.

ARTICLE V. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE. Members of the SAA Nominations Committee shall be approved by the SAA Board of Directors. The president shall chair the Nominations Committee that shall consist of ten SAA members from SAA chapters (not more than one per chapter). The Nominations Committee shall present for SAA board approval a slate of nominees representative of the SAA membership.

SECTION 2. NOMINATIONS. A call for nominations will be sent to the SAA membership annually for the position of president, vice president and eight members at large. A slate of candidates for each position (minimum of two per position) will be approved by the SAA Board of Directors.

SECTION 3. ELECTIONS. All SAA members will be given the opportunity to vote.

ARTICLE VI. MEETINGS

SECTION 1. ANNUAL BUSINESS MEETING. The SAA shall hold a meeting of the general SAA membership at least once a year. At each annual business meeting, members shall be informed of significant and non-confidential actions taken by the SAA Board of Directors since the last annual business meeting of the SAA. A delegate (chapter president or designated representative) from each SAA chapter should attend.

SECTION 2. ANNUAL BUSINESS MEETING NOTICE. The SAA shall notify its members of an annual business or special meeting, in writing (electronically, hard copy or facsimile) no fewer than ten (10) days nor more than three (3) months prior to such meeting.

SECTION 3. SPECIAL MEMBERSHIP MEETINGS. At the request of the SAA Board of Directors or written demand of any members holding at least ten percent (10%) of all of the votes entitled to be cast, a special membership meeting shall be held regarding any issue submitted in writing. Notice of a special membership meeting shall include a written description of the matter or matters for which the meeting is called.

SECTION 4. ACTION OF MEMBERS AND QUORUM AT ANY MEMBERSHIP MEETING. Any and all business pertaining to the interest of the SAA, unless otherwise specified by these bylaws, may be transacted at any scheduled member meeting. Five percent (5%) of SAA members including a majority of delegates (chapter president or designated representative) from SAA chapters 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 assembled membership.

SECTION 5. VOTING ON PROPOSALS. Proposals to be offered to the members for a mail vote (electronic or hard copy) shall first be approved by the SAA Board of Directors. On any mail (electronic or hard copy) or facsimile vote, a majority vote of the members eligible to vote shall determine the action.

SECTION 6. BOARD OF DIRECTORS MEETINGS. At least two meetings of the SAA Board of Directors shall be held each year, one at the time of the annual business meeting (typically held at AudiologyNOW!) and the other(s) as deemed appropriate by the SAA board. Additional meetings may be held at other times if requested by the president or at least six members of the board. The secretary shall provide at least thirty (30) days notice (electronic, hard copy or telephone) of additional meetings called by the president or the board. Special meetings of the board, for the purpose of conducting SAA business, may be called by the president or the board. Notice for these meetings will be provided by the secretary as expeditiously as possible.

SECTION 7. ATTENDANCE AT BOARD OF DIRECTORS MEETINGS.

Attendance at the SAA Board of Directors meetings will include the president, the vice president, and all members-at-large. Additionally, the AAA's board liaison, president, SAA Advisory Committee members, and any other AAA staff, as designated by the SAA president, shall be in attendance for all or part of the meetings. Subject to the right of the SAA board to move into executive session, the business portions of the board meetings will be open to members of the SAA in good standing and are for observation and educational purposes only. Members in good standing may address the board during the business portion of the meeting if said member has submitted a request at least thirty days in advance.

SECTION 8. QUORUM. At any meeting of the SAA Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business.

SECTION 9. MINUTES. Minutes of all meetings of the SAA Board of Directors shall be recorded. They are to be subject to correction and approval at the next meeting of the board. The minutes are to be kept at the AAA's offices, where they may be inspected by any SAA member. Minutes of all SAA meetings shall be distributed to members of the SAA board in a timely manner.

SECTION 10. ACTION BY MAIL OR TELECOMMUNICATIONS. Action taken during a meeting (face to face, conference call, or teleconference) shall be valid when a quorum has been constituted and a simple majority of the SAA directors present agrees to the action. Action may be taken without a meeting either electronically or by hard copy when unanimous written consent of the SAA directors is obtained.

SECTION 11. RULES OF ORDER. All meetings of the SAA 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 the policies and procedures of the SAA.

ARTICLE VII. POLICIES AND PROCEDURES

SECTION 1. POLICIES AND PROCEDURES. Policies and procedures which are consistent with these bylaws may be adopted by the SAA Board of Directors to govern the activities of the SAA.

ARTICLE VIII. AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS. The bylaws of the SAA may be altered, amended, or repealed, and new bylaws adopted, by a two-thirds vote of the SAA Board of Directors, after a 30-day waiting period for discussion and comment from the SAA membership. Suggested amendments to the SAA bylaws will be published on the SAA Web site and the SAA membership will be notified electronically of the posting. If the amendment(s) are approved, the change(s) will also be posted on the SAA Web site.

ARTICLE IX. LIQUIDATION

SECTION 1. LIQUIDATION. Upon dissolution of the SAA, the SAA Board of Directors shall, under the guidance of the AAA Board of Directors and the SAA Advisory Committee, after applying or making provision for payment of all the liabilities of the SAA, dispose of all the SAA's assets exclusively for the purposes of the SAA in such a manner or to such 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 SAA board 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 SAA 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

SECTION 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 SAA or member of the SAA Board of Directors or is or was serving at the request of the SAA as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the AAA 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 of which this person reasonably believed to be in the best interest of the AAA 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 nonprofit laws of the land.