

Bylaws of the American Academy of Audiology

501(c)(6)

Amended July 2017

Proposed changes in red, May 2019.

Vision: The American Academy of Audiology is to be essential in the professional lives of audiologists by advancing the science and practice of audiology, and achieving public recognition of audiologists as experts in hearing and balance.

Mission: The American Academy of Audiology promotes quality hearing and balance care by advancing the profession of audiology through leadership, advocacy, education, public awareness, and support of research.

Official name: American Academy of Audiology, Inc., incorporated in the state of Delaware.

ARTICLE I. OFFICES

1.1 Offices. The principal offices of the Academy shall be located at 11480 Commerce Park Drive, Suite 220, Reston, VA 20191 or such other locations as the board may determine. The Academy shall have other offices 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. MEMBERSHIP

2.1 Members. The members of the American Academy of Audiology shall consist of fellows, student members, international members, affiliate members and audiology ~~assistant~~ technician affiliate members. All members shall hold rights and obligations as defined by the membership categories outlined in Sections 2.1.1–2.1.5. All members will abide by the established Academy *Code of Ethics*. The Academy 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.

2.1.1 Fellows. As of January 1, 2007, applicants who graduate in 2007 or later must have a doctoral degree in audiology from a regionally accredited institution of higher learning to be eligible for fellow membership. Applicants who graduated in 2006 or earlier must have at least a master's degree in audiology to be eligible for fellow membership. To be eligible for fellow membership, international applicants must live outside the United States and have at least a U.S.-obtained master's degree or a certificate of equivalency regardless of the year of graduation. Application documentation and criteria will be followed in accordance with current Academy policy and procedures. Fellows are the only membership category with the right to vote and hold office.

2.1.2 Student Members. Student members can be distinctly defined in one of two sub-categories: Graduate Student Members and Undergraduate/Post-Baccalaureate Students. A graduate student

member is one who is enrolled in an audiology-related doctoral program at a regionally accredited institution of higher learning. An undergraduate/post-baccalaureate student member is one who is either enrolled in an undergraduate program or post-baccalaureate program at a regionally accredited institution of higher learning. Student members hold all rights and obligations of fellow membership, except they shall not vote or hold office. The defining difference between these two sub-categories of the student membership is that undergraduate/post-baccalaureate student members cannot vote or hold office for the Student Academy of Audiology (SAA) Board of Directors. Undergraduate/Post-Baccalaureate membership will terminate upon matriculation into a doctoral program in audiology, while graduate student membership terminates upon receipt of a doctoral degree in audiology, at which point the student becomes eligible to become a fellow of the Academy. Fellows enrolling in a residential doctoral-level program in audiology will receive student pricing for dues, registrations, products, and services, and other student benefits as determined by the Board of Directors. Student members will belong to the interdependent organization of the Student Academy of Audiology. See Section 7.4.

2.1.3 Affiliate Members. An affiliate member is one who holds at least a master's degree from a regionally accredited institution of higher learning and has an active professional interest in hearing, hearing science, or audiology in accordance with current Academy policy. An affiliate member is not an audiologist or is not otherwise eligible for membership as a fellow. Affiliate members hold all rights and obligations of fellow membership, except they shall not vote or hold office. Affiliate members are prohibited from using affiliation with the Academy for the promotion of commercial products or services.

2.1.4 Audiology ~~Assistant Technician~~ Affiliate Member. An audiology ~~assistant technician~~ affiliate member is an individual who provides hearing or balance care services in a supporting role for a Fellow member. To be eligible as an audiology ~~assistant technician~~ affiliate member, he or she must be sponsored and require supervision by an Academy Fellow. An audiology ~~assistant technician~~ affiliate member is not an audiologist and is not otherwise eligible for membership as a Fellow. Audiology ~~assistant technician~~ affiliate members hold all rights and obligations of Fellow membership, except they shall not vote or hold office. Audiology ~~assistant technician~~ affiliate members are prohibited from using affiliation with the Academy for the promotion of commercial products or services.

2.1.5 International Members. International members are those who possess non-U.S. formal academic training and/or clinical or research experience in the area of audiology, although there is no restriction on the type of degree held. These members may not vote or hold office but shall receive all Academy publications and materials and are entitled to all other benefits of membership.

2.2 Application for Membership. Applicants for membership shall submit an application to the Academy in compliance with the current policy established by the Board of Directors. The applicant may be assessed an application fee established by the Board of Directors. The Board of Directors shall have ultimate authority for granting membership.

2.3 Dues. Annual dues will be established by a simple majority vote of the Board of Directors.

2.4 Termination of Membership.

(a) Members whose dues are delinquent shall be notified by a staff representative of the Academy of such delinquency by the end of February of the year concerned. If the dues remain delinquent 30 days after such notification, membership benefits shall be suspended and, at some time thereafter, terminated by staff pursuant to Board-approved policy. An individual whose membership has been so terminated may apply for membership by following the procedures set forth in Section 2.2. The Board of Directors may assess a fee for reinstatement.

(b) Any member may submit a resignation, in writing, to the executive director. The member 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 expel any member from the Academy who no longer meets membership requirements as stated in Sections 2.1.1–2.1.5 or who is found to be in violation of the *Code of Ethics* under the rules of order of the Ethical Practices Committee. A member who is expelled may file a grievance with the Board of Directors. The grievance procedure shall be set forth in the policies and procedures of the Academy.

2.5 Termination of Membership by Board of Directors. The Board of Directors may terminate the membership of any member of the Academy who no longer meets membership requirements as defined in Sections 2.1.1–2.1.5 or who is found to be in violation of the Academy *Code of Ethics* as recommended for termination by the Ethical Practices Committee under the current rules of order. Additionally, a member may be terminated if his or her license to practice audiology has been revoked or suspended or if they have been found to be in violation of any federal, state, local, or other applicable law, rule, or regulation relating to the practice of audiology. A member who has his or her membership terminated may file an appeal with the Board of Directors and will be provided due process as outlined in the Membership Section of the *Policies and Procedures Manual*.

2.6 Membership Reinstatement. Subsequent reinstatement may be granted as described in the policies and procedures.

ARTICLE III. GOVERNANCE

3.1 Board of Directors. The Academy shall be governed by a board of directors under the provisions of the laws of the state of incorporation governing nonprofit associations. The Board of Directors shall initiate and establish the policies governing the Academy and shall be responsible to the membership for the strategic direction of the association. The board, working in collaboration with the Academy's executive director and staff, will ensure that the strategic direction of the Academy is carried out. The Board of Directors shall carry out their duties as defined in Sections 3.1.1.a–3.1.1.c.

3.1.1 General Duties. In addition to its other assigned duties, the Board of Directors shall:

(a) Grant membership to those applicants whose qualifications, in the board's judgment, meet the requirements specified in Article II;

(b) Establish boards, committees, and task forces or other entities, as necessary, to guide and assist the Academy in its mission, and

(c) Transact all such other business in the interest of the membership that may from time to time come before the board.

3.2 Composition. The Board of Directors shall be composed of twelve (12) fellows, including the president, president-elect, immediate past president, and nine (9) members-at-large. Each of the members of the Board of Directors shall have the power to vote on issues to be decided by the Board of Directors and to attend to the daily administrative and financial affairs of the Academy. The executive director shall serve as an ex-officio member of the Board of Directors without vote.

3.2.1 President. The President shall serve for a one (1)-year term as president of the Academy and shall serve as the chair of the Board of Directors and preside over all meetings of the general membership of the Academy. The president shall serve a term of one (1) year as president-elect before assuming the office of president and a one (1)-year term as immediate past president upon completion of the term of office as president. The president shall serve as the principal spokesperson for the Academy and represent the Academy's interactions with other organizations and the public. A president cannot serve consecutive terms. A former president may be nominated for reelection to the Board of Directors after a hiatus of two terms (6 years).

3.2.2. President-Elect. The president-elect shall serve for a one (1)-year term as president-elect of the Academy. The president-elect shall assist the president and perform the duties and responsibilities of the president if the office is vacated or the president absent. Two candidates for president-elect shall be nominated by the Nominations Committee from among eligible fellow members in good standing. Upon the expiration of the term of the president-elect, that officer shall succeed to the office of Academy president. Should the election of the president-elect result in a vacancy on the current board, that vacancy shall be filled through the member-at-large election process (see Article IV).

3.2.3 Immediate Past President. The president shall, upon completion of term of office, automatically become immediate past president for a one (1)-year term. The immediate past president shall serve as chair of the Nominations Committee and assistant to the president in matters as delegated.

3.2.4 Executive Committee. For purposes of continuity and mentoring of presidential leadership, an Executive Committee shall be established to be composed of the president, immediate past president, president-elect, and the executive director. The purpose of the Executive Committee is to maintain consistent communication and to streamline agendas for the Board of Directors regularly scheduled meetings. The Executive Committee has no voting rights or power to act for the board except at the advice of legal counsel regarding matters of employment.

3.2.5 Members-at-Large. Nine members-at-large shall serve on the Board of Directors. Three members-at-large shall be elected annually by the general voting Academy membership for a three (3)-year term. A call for nominations will be sent to the general membership, and any eligible fellow member may be nominated for a member-at-large seat. Candidates for member-at-large shall be reviewed by the Nominations Committee and this committee will provide the slate of nominees to the Board of Directors. A member cannot serve consecutive terms on the Academy's Board of Directors as a member-at-large. A member may run for reelection to the board after a two-term (6-year) hiatus. A member appointed to complete another board member's term is eligible for election to a consecutive term in his or her own right.

3.2.6 Executive Director. The executive director shall be selected by the Board of Directors and employed by the Academy to attend to the daily administrative and financial affairs of the Academy. Under the direction of the board of directors, the executive director shall plan, organize, control, and direct the staff, programs, and activities of the Academy. If due to death, resignation, removal, incapacity, or otherwise subject to any applicable contractual provisions and legal considerations the executive director is unable to perform the duties of the office, the executive director shall be replaced temporarily by a senior Academy staff member selected by the president and approved by the Board of Directors.

3.2.7 Secretary/Treasurer. The secretary/treasurer shall be a member-at-large of the Board of Directors and shall be nominated by the president and elected by the Board of Directors. In the role as treasurer, the secretary/treasurer shall render or cause to be rendered direction, management, and communication relating to the finances and investments of the Academy. In the role as secretary, the secretary/treasurer 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. The secretary/treasurer shall serve a renewable one (1)-year term in such office.

3.3 Vacancy. In the event of a position of member-at-large becoming vacant, the board shall appoint the candidate with the next highest vote count from the most recent election to complete any unexpired term(s) as soon as possible after the vacancy occurs. A member-at-large so appointed shall take office at once, shall serve until the end of his predecessor's term, and may be elected to serve a regular term. In the event of a vacancy in the position of secretary/treasurer, the president shall have the power to appoint a successor from among the members-at-large. In the event of a vacancy in the position of president-elect, a special election will be called by the Nominations Committee pursuant to Section 3.2.2.

3.4 Removal. Any member of the Board of Directors may initiate the procedure for the removal of another member of the Board for cause (as defined below) upon a motion made at any duly convened meeting of the Board of Directors, or to the Executive Committee, as applicable, by presenting such evidence as the Board Member deems sufficient to show that such other Board Member should be removed for "cause." The policy shall define "cause" as follows:

- a. A Board Member breach of any material duty or obligation under the Academy's Articles of Incorporation, Bylaws, or policies;

b. A Board Member willfully or recklessly engages in misconduct that causes material harm to the Academy;

c. A Board Member has been absent from three (3) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors.

Should the Board of Directors, by simple majority vote determine just cause for removal of a Board Member, pursuant to Delaware law (section 141 (k)), removal of the Board Member will only be confirmed when a simple majority of the eligible voting members of the Academy affirmatively vote to remove the Board Member from office. In the event of removal of a Board Member, the member-at-large vacancy will be filled as stipulated in section 3.3 for board vacancy.

3.5 Compensation. The Board of Directors, with the exception of the president, shall not receive any compensation for their services as members of the Board of Directors. However, legitimate expenses incurred by board members in fulfilling their duties may be compensated if previously authorized by the board. The president shall receive financial compensation as determined by the Board of Directors in recognition of the time commitment required to fulfill the duties of the office.

3.6 Conflict of Interest. Any member of the board who has a personal interest in, or a relationship with, a person or entity having interest in any proposed transaction or executive action for the Academy shall be required to disclose that interest or relationship to the Board of Directors prior to a vote thereon. The board member with said interest will be prohibited from voting thereon and will refrain from participating in the discussions on the advisability of such transaction or action.

ARTICLE IV. NOMINATIONS AND ELECTIONS

4.1 Nominations Committee. The Nominations Committee shall be chaired by the immediate past president and consist of one (1) Board of Directors member from each electoral class one (1) member from the immediate past term, and four (4) fellows. The nominations committee as a whole shall be broadly representative of membership practice settings and demonstrate geographic distribution and years in practice. Members of the Nominations Committee shall be selected by the chair and approved by the Board of Directors.

4.2 Nominations. A call for nominations for three (3) member-at-large positions and one (1) president-elect position will be sent to the Academy membership annually through Academy publications and electronic notification. A slate of eligible candidates of fellows for each member-at-large position and a slate for president-elect shall be presented to the Board of Directors by the Nominations Committee for consideration and approval. A minimum of two nominees per vacancy will be presented.

4.3 Elections: Members-at-Large. The name and a brief biographical history of approved candidates shall be made available to the membership prior to the election. All eligible voting

members shall be afforded the opportunity to vote using the method specified in the notice. The method specified must be reasonably accessible to these members. The three (3) candidates receiving the most votes within the time frame specified in the notice shall be awarded the positions of members-at-large.

4.3.1 Elections: President-Elect. The name and a brief biographical history of approved candidates shall be made available to the membership prior to the election. All eligible voting fellow members shall be afforded the opportunity to vote using the method specified in the notice. The method specified must be reasonably accessible to these members. The candidate receiving the most votes within the time frame specified in the notice shall be awarded the position of president-elect.

ARTICLE V. MEETINGS

5.1 Annual Business Meeting. The Academy shall hold a meeting of the general membership at least once a year. At each annual business meeting, members shall be informed of significant actions taken by the Board of Directors since the last annual business meeting of the Academy.

5.1.1 Annual Business Meeting Notice. The Academy shall notify its members of an annual business or special meeting, in writing (electronically, hard copy, or facsimile), no fewer than ten (10) days or more than sixty (60) days prior to such meeting.

5.1.2 Special Meetings. At the request of the 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 meeting shall be held regarding any issue submitted in writing. Notice of a special meeting shall include a written description of the matter or matters for which the meeting is called.

5.1.3 Action of Members and Quorum. Any and all business pertaining to the interest of the association, unless otherwise specified by these bylaws, may be transacted at any scheduled member meeting (see criterion above). Five percent (5%) of the eligible members attending the annual conference must be present at a membership meeting to constitute a quorum on any matter. A majority of all eligible votes cast on any matter at a meeting at which a membership quorum is present is sufficient to approve any such matter that properly comes before the assembled membership.

5.2 Board of Directors Meetings. No fewer than four (4) meetings of the Board of Directors shall be held each year, one at the time of the annual convention and the other three (3) meetings, including virtual meetings, at times and places deemed appropriate by the Board of Directors. Additional meetings may be held at other times if requested by the president or at least seven members of the board. The executive director shall provide at least thirty (30) days notice (electronic, hard copy, or telephone) of additional meetings called by the president or Board of Directors. Special meetings of the Board of Directors, for the purpose of conducting Academy business, may be called by the president or Board of Directors. Notice for these meetings will be provided by the executive director and/or the president as expeditiously as possible.

5.2.1 Attendance at Board of Directors Meetings. Attendance at the Board of Directors meetings will include the president, the president-elect, the immediate past president, and all duly elected or appointed members-at-large. Additionally, the Academy's executive director and any other Academy staff, as designated by the president and the executive director, shall be in attendance for all or part of the meetings. Subject to the right of the board to move into closed (without public) or executive session (without staff or public), the routine business portion (committee reports, secretary/treasurer summary, executive director report, and presidents' reports), of the quarterly Board of Directors meetings will be open to members of the Academy in good standing and are for observation and educational purposes only as described in Section 5.2.1.a. Members in good standing may address the Board of Directors during the routine business portion of the meeting if said member has submitted the request as outlined in Section 5.2.1.b.

(a) Member Attendance. The business portion of the Board of Directors' meeting is open to members in good standing for observation only. Members interested in attending all or part of the business portion of a regularly scheduled Board of Directors Meeting shall notify the executive director in writing a maximum of 30 days prior and a minimum of 14 days prior to the meeting. Attendance may be limited due to available space. Members are responsible for their own travel and accommodations.

(b) Members Connect. An American Academy of Audiology member in good standing may address the board during the Members Connect portion of the board meeting agenda. A request to address the board at a regularly scheduled Board of Directors Meeting must be submitted to the executive director a maximum of 30 days prior and a minimum of 14 days prior to the meeting. The request must be submitted via registered mail addressed to the executive director. The member will be allowed five minutes to present. Members of the Board of Directors may ask for clarifications during the member's presentation; however, no immediate discussion or action from the Board of Directors will be taken at that time.

5.2.2 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.

5.2.3 The Minutes. Minutes of all meetings of the Board of Directors shall be recorded. They are to be subject to correction at the next meeting of the Board of Directors. The minutes are to be kept at the Academy's offices, where they may be inspected by any member. Minutes of all meetings shall be distributed to members of the Board of Directors in a timely manner.

5.2.4 Action by Mail or Telecommunications. Action taken during a meeting (face-to-face, conference call, or videoconference) shall be valid when a simple majority of the directors present agrees to the action. Videoconference or teleconference attendance shall constitute Board of Directors' presence in the meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing (including electronic transmission) to the action and such consents are filed with the Secretary of the Academy.

5.3 Rules of Order. All meetings of the Academy shall be governed by the rules contained in the current edition of *Robert's Rules of Order* in all cases in which they are not inconsistent with the

provisions of applicable Delaware law or the Academy's Certificate of Incorporation, Bylaws, or Policies and Procedures. In the event of any inconsistency between the provisions of Robert's Rules and any portion of applicable Delaware law, or the Academy's Certificate of Incorporation, Bylaws or Policies and Procedures, the order of precedence of prevailing provisions shall be Delaware law, the Certificate of Incorporation, Bylaws, and then Policies and Procedures.

ARTICLE VI. PUBLICATIONS

6.1 Publications. The Academy shall publish two publications, including a scholarly journal and a bulletin that disseminates information of relevance regarding the profession of audiology and the operations and goals of the Academy, and such other publications as deemed appropriate and necessary by the Board of Directors.

ARTICLE VII. INTERDEPENDENT ORGANIZATIONS AND SPECIAL COMMITTEES OF THE ACADEMY

7.1 The Academy may enter into a professional relationship with other organizations when said relationship is mutually beneficial for those organizations and when the interdependent relationship promotes the mission and vision of the Academy as determined by the Academy's Board of Directors. As provided in Section 3.1.1. of these bylaws, the Board of Directors may also establish committees, as necessary, to guide and assist the Academy in its mission.

7.2 The American Academy of Audiology Foundation (AAAF) is an interdependent organization of the Academy. The Board of Directors of the Academy, upon recommendation from the AAAF, will approve a slate of potential candidates for Trustee position(s) on the AAAF. The interdependent relationship between the Academy and the AAAF will be further defined in the Academy Policies and Procedures and through other documents as deemed necessary by the Academy Board of Directors.

7.3 The American Board of Audiology (ABA) shall be a committee of the Academy established to conduct professional certification programs in the profession of audiology. Governance and decision making with respect to such certification programs are the responsibility of the ABA and they shall have complete authority over all essential certification decisions including criteria for certification and recertification, verification of candidacy and awarding of certification, and defining of continuing competence. The Academy may establish policies and procedures with regard to the ABA to ensure appropriate autonomy of certification programs and define the relationship further through other documents as deemed necessary by the Academy Board of Directors.

7.4 The Student Academy of Audiology (SAA) is an interdependent organization of the Academy. The interdependent relationship between the Academy and SAA will be defined in the Academy policies and procedures and through other documents as deemed necessary by the

Academy Board of Directors.

ARTICLE VIII. POLICIES AND PROCEDURES

8.1 Policies and Procedures. Policies and procedures that are not inconsistent with applicable Delaware law, the Certificate of Incorporation, or Bylaws will be adopted by the Board of Directors to govern the activities of the Academy.

ARTICLE IX. AMENDMENT OF BYLAWS

9.1 The bylaws of the Academy may be altered, amended, or repealed, and new bylaws adopted, by a two-thirds vote of the Board of Directors, after a 30-day waiting period for discussion and comment from the Academy membership. Suggested amendments to the Academy bylaws will be published on the Academy Web site, and membership will be notified electronically of the posting. If an amendment is approved, the change will also be posted on the Academy Web site.

ARTICLE X. LIQUIDATION

10.1 Liquidation. 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 organizations organized or operated exclusively for charitable, educational, or scientific purpose that shall at the time qualify as exempt organizations under section 501(c)(3) of the *Internal Revenue Code of 1986* (or the corresponding provision of any future U.S. 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 XI. INDEMNIFICATION

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 of 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, the nonprofit laws of the land.