

**Constitution**  
**of the MISSOURI SPEECH-LANGUAGE-HEARING ASSOCIATION**

**Article I—INCORPORATION**

This non-profit organization is incorporated under the general laws of the State of Missouri.

**Article II—NAME**

The name of this non-profit corporation shall be the Missouri Speech-Language-Hearing Association, Inc. (MSHA). Hereafter referred to as the Association.

**Article III—MISSION**

MSHA serves as the state association representing speech-language pathologists, audiologists, speech, language and hearing scientists and related personnel associated with organized speech, language and hearing educational and health-care settings. More specifically, the mission of MSHA is to represent its members, to provide leadership, to perform membership services, to advocate the rights of persons with communication disorders, and to serve as a catalyst for practice innovation toward enabling members to better serve the public interest and the profession.

**Article IV—PURPOSE**

- A. To support and promote speech-language pathology and audiology as professions.
- B. To encourage and enforce high ethical and professional standards for the practice of speech-language pathology and audiology which will provide the best possible services to the citizens of the State of Missouri.
- C. To develop and conduct programs for maintaining and improving the competence of speech-language pathologists, audiologists and associated personnel.
- D. To stimulate the exchange of information among professionals of the association and related fields.
- E. To promote the scientific research and the prevention of disorders of human communication.
- F. To advocate for the rights of persons with communicative disorders.
- G. To encourage basic scientific study of the process of individual human communication with special reference to speech, language and hearing.
- H. To promote appropriate academic and clinical preparation of individuals entering the discipline of human communication sciences and disorders and promote the maintenance of current knowledge and skill of those within the discipline.
- I. To foster improvement of clinical services and procedures concerning such disorders.
- J. To promote the individual and collective professional interests of the members of the Association.

**Article V—MEMBERSHIP**

The membership of the Association shall consist of six classes: Active Members, Associate Members, Adjunct Members, Student Members, Honorary Members and Life Members and such other categories as may be established in the Bylaws. The right to vote or hold office shall be limited to Active and Life Members.

**Article VI—OFFICERS**

The officers of MSHA must be active or life members. They shall be the President, President Elect/Treasurer, Past President, Vice President for Clinical Services, Vice President for Communication, Vice President for Legislative Affairs, Vice President for Audiology Services, Vice President for School Services, and Vice President for Professional and Public Relations. The President Elect shall be elected annually for a term of one year and shall succeed successively to the office of President and then to the office of Past President, serving for one year in each office. The Vice Presidents shall each serve for two years as provided in the Bylaws.

**Article VII—EXECUTIVE BOARD**

The Executive Board shall consist of the officers of MSHA, a Graduate Student Board Member (voting), and the Association Manager (non-voting) as provided in the Bylaws. The Executive Board is the legally responsible governing body of the Association.

**Article VIII—AMENDMENTS**

This constitution may be amended by the membership. Any proposed amendment must be submitted in writing to the MSHA Executive Board. The Board shall evaluate the proposed amendment to determine that it concurs with the mission and purpose of MSHA, has no adverse effect on the management of the Association and is in compliance with relevant corporation and tax laws. Upon review and approval by a quorum of the MSHA Executive Board, the proposed amendment(s) shall be published and mailed or distributed via electronic method to the membership at least 30 days prior to balloting. The proposed amendment(s) shall then be submitted to the entire MSHA active and life membership for vote by mail and/or electronic method. Members shall be allowed 30 days after the mailing of the ballot to return their ballot. A simple majority of these members voting shall be necessary for approval. All proposed amendments not approved by the Executive Board shall require a written response sent to the author of the amendment. In addition, the Board's justification for opposing the amendment shall be published in the Association newsletter.

**Bylaws**  
**of the MISSOURI SPEECH-LANGUAGE-HEARING ASSOCIATION**

**Article I—MEMBERSHIP**

**A. Classifications of Membership**

The membership of the Association shall consist of six classes: Active, Associate, Adjunct, Student, Life and Honorary Members. Members must support the mission and purposes of MSHA as stated in Articles III and IV of the MSHA Constitution. The members must agree to the Code of Ethics of the Association as stated in Article II of the Bylaws of MSHA. The right to vote and hold office shall be limited to Active and Life Members. Members must affiliate at the highest level of membership for which they qualify. Decisions as to the eligibility of an application for membership shall be the responsibility of the Vice President for Professional and Public Relations or designee. All protested memberships will need a quorum vote of approval by the Executive Board.

1. Active Membership may be granted to persons who hold a graduate degree with major emphasis in speech-language pathology, audiology, or speech, language, or hearing science or a graduate degree and present evidence of active research, interest, and performance, in the field of human communication. In addition, only individuals who reside or work in the State of Missouri are eligible to be Active Members.
2. Associate Membership may be granted to persons who provide speech-language pathology and/or audiology and are not eligible as Active Members. They must hold a minimum of a bachelor's degree or the equivalent from an accredited university or college in speech-language pathology and/or audiology. In addition, only individuals who reside or work in the State of Missouri are eligible to be Associate Members.
3. Adjunct Membership may be granted to persons who are not eligible as Active or Associate Members.
4. Life Membership may be granted upon written application to the Executive Board when a previous or current Active Member becomes 62 years of age providing that the individual has been an Active Member in good standing for at least ten consecutive years prior to this age or application.
5. Student Membership may be granted to any person who is actively pursuing a degree in speech-language pathology and/or audiology in an accredited university or college. The student's status will be verified by the program director who will, upon review, sign the application for student membership.
6. Honorary Membership may be conferred at the discretion of the Executive Board.

**B. Rights Reserved to Members**

The following rights are reserved to the Active and Life Members of the Association:

1. Election of the voting members of the Executive Board.

2. Privilege of recall of voting members of the Executive Board, according to the procedures outlined in Article III section F of these Bylaws.
3. Approval of all proposed amendments to the Bylaws of the Association, according to the procedures outlined in Article XI of these Bylaws.

#### C. Termination of Membership

1. Membership in any class will be suspended when dues are three (3) months past due. Reinstatement shall be allowed upon payment of a reinstatement fee as established by the Executive Board.
2. Any member in any class of membership who has violated the Code of Ethics of the Association will be suspended from Membership by a quorum vote of the Executive Board. Individuals who have been found to have violated the Code of Ethics may request a hearing before the entire Executive Board prior to final action. Reinstatement of a suspended individual is at the discretion of the Executive Board. In no case shall reinstatement be granted before at least one year has elapsed and then only after a quorum vote of the Executive Board. All ballots pertaining to suspension and reinstatement shall be secret.

### **Article II—ETHICS**

The “Code of Ethics” of the Association shall be Equivalent to the Code of Ethics of the American Speech-Language-Hearing Association for all classes of membership.

### **Article III—EXECUTIVE BOARD**

#### A. Powers

The Executive Board is the legally responsible body of the Association. It establishes the policies of the Association and exercises all powers except those reserved to the Membership. The Board shall manage the affairs of MSHA, actively pursue the mission and purposes of MSHA, approve the strategic planning of MSHA and establish the priority of all programs and activities. The Board will have discretion in the control, management, investment, and disbursement of the Association’s funds. The Board shall approve a budget prior to the beginning of each fiscal year and will present this budget to the membership through the Association newsletter or via electronic method. The Board may establish whatever rules and regulations for the conduct of its business it deems advisable, and may appoint whatever agents it considers necessary to carry out its powers. The Board shall report actions taken on major policy matters to the membership through the MSHA newsletter, separate mailing, or by electronic method. When in the best interest of the Association, the Board shall establish liaisons with organizations having direct or peripheral interest in the field of speech-language and hearing through joint committee or other appropriate means. The Board shall maintain close contact with all representatives of the State of Missouri within the American Speech-Language-Hearing Association. The Executive Board shall perform these functions through the offices of the Association and through the committees that report to the Executive Board. The Board shall create and dissolve committees, designate their charges, establish policy with regard to size, type of membership, and length of members’ terms. Members of the Executive Board shall be assigned certain committees and will be responsible for supervising, coordinating,

monitoring, and approving expenditures of their committees. The name, purpose and duties for each board office and each committee shall be stated in the MSHA Operational Policy and Procedure Manual. This manual shall be reviewed, amended, and approved as needed by the Executive Board.

## B. Composition

The Executive Board consists of eleven members, as follows:

President, President Elect/Treasurer, Past President, Vice President for Audiology Services, Vice President for Clinical Services, Vice President for Communication, Vice President for Legislative Affairs, Vice President for Professional and Public Relations, Vice President for School Services, Graduate Student Board Member (voting) and Association Manager (non-voting).

## C. Terms of Office

1. The President-Elect shall serve for three consecutive one-year terms, as President-Elect, President, and Past President.
2. Vice-Presidents are elected for terms of two years, the terms to be staggered such that approximately one-half are elected each year.
3. The Graduate Student Board Member is appointed for a term of one (1) year.
4. No elected officer shall serve more than two full terms in the same office successively, nor more than three full terms successively in any vice-presidential office.
5. Terms of office shall coincide with the fiscal year.

## D. Nomination and Election

1. A Committee on Nominations, consisting of a chairperson and four other Active or Life Members, will be appointed by the Executive Board. The Committee on Nominations shall prepare a slate of nominees for each office which will become vacant the following year. The nominees shall have demonstrated active involvement in the Association. An attempt will be made to have at least two Active and/or Life Members in good standing on the slate. These individuals must be willing to serve if elected. The slate of nominees must be mailed and/or electronically provided to the membership or reported in the MSHA Newsletter, so that additional nominations may be made. These additional nominees will require at least five Active and/or Life Members to nominate an individual with the person agreeing to serve if elected.
2. Election to each office shall be by mail ballot or by electronic ballot of the entire Active and Life Membership of the Association. The Membership will have 30 days to return their ballots. The nominees receiving the most votes shall be elected. In case of a tie vote, the Executive Board shall resolve the tie.

#### E. Meetings

The Executive Board shall meet at least four times each year at such times and places as the President may determine. A quorum shall consist of six or more voting members of the Executive Board. At the discretion of the President, business of the Executive Board may be conducted by mail, telephone or electronic method. All meetings of the Executive Board shall be open to observation by the Membership except for matters pertaining to alleged ethical practices violations.

#### F. Removal from Office

Any officer may be removed from office by a three-fourths (3/4) vote of the Membership, balloting shall be by mail or electronic method. At least 25% of the Membership must have signed a petition for removal in order to initiate a ballot of the Membership; or, the Executive Board, by majority vote, may initiate a ballot of the Membership. The officer involved may request a fair hearing before the Membership at a regular or special meeting.

#### G. Vacancies

Should a vacancy on the Executive Board occur for any reason including inability to serve, the Executive Board shall appoint an individual to fill the remainder of the term of the vacated office, with the exception of President. When a vacancy occurs in the office of President, the President Elect shall serve the remainder of the term in addition to the presidential term to which this officer was elected. Should a vacancy occur in the office of President Elect, then both a President and President Elect shall be elected in the next regular election.

#### H. Indemnification

Every member of the Executive Board as defined in Article III of the Bylaws, member of any committee or board, and any employee of the Association or any other agent of the Association, (all hereinafter called "Representative of the Association") shall be indemnified by the Association against all liabilities, costs and expenses, including counsel fees, incurred by, or imposed upon, such a representative, in connection with any proceeding of any kind in which that representative may be made a party, or in which there may be involvement in any way, by reason of being or having been a representative of the Association at the time such liabilities, costs, and expenses accrue, except in those cases in which the representative of the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The Executive Board shall have the power to determine whether the representative of the Association has met the standard for indemnification set forth in this Section and to grant or deny the application. This right of indemnification shall be in addition to, and not exclusive of all other rights to which such a member, officer or employee may be entitled.

#### I. Honors

The Executive Board shall oversee the Committee on Honors with the Vice President for Professional and Public Relations serving as chair.

#### **Article IV—MEETINGS OF THE ASSOCIATION**

- A. Conventions. A Convention of the Association shall be held annually at a time and place to be determined and approved by the Executive Board.
- B. Plenary Session. During the Annual Convention of the Association the Membership shall meet for the purpose of presenting annual reports of the Officers of the Association and to conduct any other business, which has been reserved to the Membership.

#### **Article V—DUES AND FISCAL**

- A. The fiscal year of the Association shall be fixed by the Executive Board, subject to the appropriate law.
- B. The annual dues of the Association shall be determined by the Executive Board. Dues will be waived for Life Members.
- C. The membership year shall be established by the Executive Board. Applications for renewal shall be issued annually prior to the last day of the membership year.

#### **Article VI—PUBLICATIONS**

The Association shall publish and distribute to all classes of Membership a “Newsletter.” The “Newsletter” shall be published at least three times a year. Other publications may be printed and distributed at the discretion of the Executive Board.

#### **Article VII—DISCRIMINATION**

The Association shall not discriminate on the basis of race, national origin, religion, age, gender, gender identification, sex, sexual orientation, or handicapping condition. All programs and activities of the Association shall be conducted in furtherance of this policy.

#### **Article VIII—ASSOCIATION AWARDS**

- A. Honors of the Association

The Honors of the Association may be presented to an individual upon recommendation by the appropriate committee and approval of a quorum vote of the Executive Board. This award recognizes exceptional and extraordinary contributions to the field of speech, language and hearing and is the highest honor that the Association can give.

- B. Awards of the Association

Upon the recommendation of the appropriate committee and approval of the Executive Board in accordance with criteria outlined in the MSHA Policies and Procedures Manual, awards shall be given by the Association. These awards may be for outstanding graduate student, outstanding clinician or teacher, or any other activity which is deemed appropriate by the Executive Board.

#### **Article IX—PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association where applicable and in which they are not inconsistent with these

Bylaws, with the articles of incorporation or any special rules that the Association may adopt.

#### **Article X—LIQUIDATION**

In the event of the liquidation and dissolution of MSHA, any properties, funds or monies, securities or other assets belonging to MSHA, shall be disposed of as follows: all liabilities and obligations of MSHA shall be paid and discharged, or adequate provision shall be made therefore; assets held by MSHA subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall be returned, transferred or conveyed in accordance with such requirements; and all remaining assets held by MSHA shall be determined by the current Executive Board to be used in whatever manner they deem appropriate.

#### **Article XI—AMENDMENTS**

These Bylaws may be amended by the membership. All proposed amendment(s) must be submitted in writing to the MSHA Executive Board. The Board shall evaluate the proposed amendment to determine that it concurs with the mission and purpose of the MSHA, has no adverse effect on the management of the Association and is in compliance with relevant corporation tax laws. Upon review and approval by a quorum vote of a meeting of the Executive Board, the proposed amendment shall be published and mailed or distributed via electronic method to the membership at least 30 days prior to balloting. The proposed amendment(s) shall then be submitted to the entire MSHA Active and Life Members for vote by mail or by electronic method. Members shall be allowed 30 days after the mailing of the ballot to return their ballot. A simple majority of these members voting shall be necessary for approval. All proposed amendments not approved by the Executive Board shall require a written response sent to the author of the amendment. In addition, the Executive Board's justification for opposing the amendment shall be published in the Association newsletter.

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