

Bylaws of the Florida Academy of Audiology

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Article I

Name, Seal, and Office Location

A. Name

The name of the Corporation shall be the **Florida Academy of Audiology, Inc.** It shall be abbreviated **FLAA**. It is hereinafter referred to as **the Corporation** and/or **the Academy**.

B. Seal

The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, Florida".

C. Office Location and Address

The office location and phone number shall be posted on the website and in every newsletter and any other communication, and shall, at all times, in all communications, be current.

Article II

The Purpose and Mission of the Academy

The Florida Academy of Audiology is committed to advancing auditory and vestibular health care through science, research, technology, education and clinical practice.

The Mission of the Academy is to lead a unified profession through effective education and advocacy program, and to promote the prevention, diagnosis, management and treatment of auditory and vestibular disorders.

Article III

Members/Membership

A. Members

The members of the Academy shall consist of Fellows, Life Members, Student Members, and Associate Members.

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1. Fellows

Membership as a Fellow shall be open to all audiologists who hold at least a Master's Degree in Audiology, and who are licensed by the State of Florida to practice audiology. A waiver to these requirements may be granted by a majority vote of the board of Directors at the request of the Vice-President for Membership Services, to individuals who are trained as audiologists, possess a minimum of Master's Degree **or Doctoral** Degree in Audiology . Additionally, a licensed audiologist in good standing from another state may apply in writing as a fellow member.

2. Life Members

A Fellow who is 65 years of age, and has been a Fellow in good standing for ten (10) consecutive years, may apply to become a Life Members by submitting a written request to the Vice-President for Membership Services. Life Membership shall be decided by a majority vote of the Board of Directors at the request of the Vice-President for Membership Services.

3. Student Members

A graduate student in a Doctoral Program in Audiology may apply for membership as a Student Member. Application for membership must be accompanied by a signed statement from the Director of Audiology Program confirming that the student is a full time student pursuing a graduate degree in Audiology. Students may hold a provisional license, or be unlicensed. When an individual becomes eligible for standard licensure, the individual is no longer eligible for student membership. Those in distance learning doctoral programs do not qualify for student membership.

4. Associate Members

An Associate Member cannot be eligible for membership as a Fellow. An associate member must be a Florida licensed audiology assistant, or hold at least a Bachelor's degree, or its equivalent, in a related field and present written evidence of active interest, research, or performance in a field related to hearing, hearing science, or audiology for initial membership, and upon annual membership renewal. Associate Members may not vote or hold office, but receive all Academy publications and materials, and are entitled to all other benefits of membership.

B. Application for Membership

1 Candidates for membership shall submit an application to the Vice-President of
2 Membership Services, who will review the application and determine whether
3 admission as a Fellow, Life, Student, or Associate shall be granted.

4 5 C. Dues

- 6
7 1. The Board of Directors of the Academy shall establish the annual
8 membership dues to be assessed for Fellows, Students, and Associate
9 members by majority vote. Dues will be considered delinquent if not
10 postmarked by the last day of February in the year in which they are (due.
11
- 12 2. Life Members shall be exempt from paying dues for the years following
13 that year in which Life Membership status was gained.
14
- 15 3. A reduction in dues shall be available to Student Members, the amount
16 being established by a majority vote of the Board of Directors.
17

18 D. Termination of Membership

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20 1. Fellows whose dues are delinquent shall be notified by the Treasurer of
21 such delinquency by the end of March of the year concerned. If the dues
22 remain delinquent for 30 days after such notification, membership shall be
23 terminated. An individual whose membership has been so terminated may
24 apply for membership by following the procedures set forth in
25 Section 3. The Board of Directors may assess a fee for reinstatement.
26
- 27 2. Any fellow may submit a resignation, in writing, to the Vice-President for
28 Membership Services. The Fellow shall cease to be a member of the
29 Academy as of the date such resignation is received. Due paid are *not*
30 refundable.
31
- 32 3. The Board of Directors may expel any Fellow, Student, or Associate who
33 no longer meets the requirements as stated in Article III, Section A. A
34 Fellow who is expelled may file a grievance with the Board of Directors.
35 The Grievance procedure shall be set forth in the rules of the Academy.
36 The expulsion can be overturned by a majority vote of the Board of
37 Directors.
38

39 **Article IV**

40 41 **Meetings**

42 43 A. Time and Location of Meetings

1 1. The academy shall ordinarily meet at least once a year and at such other
2 times and places, and upon such notice as the Board of Directors shall
3 determine.

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5 2. Business Meetings

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7 a) A business meeting of the general membership shall be held during
8 the annual meeting of the Academy and at other such times and
9 places, and upon such notice as the Board of Directors may
10 determine.

11

12 b) One-third of current members in good standing shall constitute a
13 quorum at a business meeting. Issues presented to the general
14 membership shall be decided by a majority of those present at a
15 meeting, provided a quorum is present. In the event of a tie vote,
16 the President may cast the deciding ballot.

17

18 c) The Board may authorize a letter ballot to the entire membership
19 for the purpose of establishing any decision.

20

21 3. Board Meetings

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23 See Article V – Board of Directors

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25 B. Rules of Order

26

27 The meetings of the Academy shall be governed by the rules contained in the
28 then current addition of Roberts Rules of Order in all cases in which they are
29 not inconsistent with the other provisions of the Bylaws of the Academy.

30

31 C. Minutes

32

33 Minutes of all business and Board meetings shall be recorded by the Secretary,
34 signed and dated by the Secretary, and distributed to all Board members. They
35 are to be subject to correction at the next following business meeting. The
36 minutes are to be kept at the office of the Secretary or the Board approved third
37 party where they may be inspected by any Fellow.

38

39 **Article V**

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41 **Board of Directors**

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43 A. Governance

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1 The business and affairs of this Academy shall be governed by a Board of
2 Directors which will consist of eight voting members, who shall be the President,
3 President-Elect, Vice-President for Membership Services, Vice-President for
4 Education, Vice-President for Professional Issues, Vice-President for
5 Communication, Secretary, and Treasurer. The Past-President shall be an ex-
6 officio member of the Board of Directors. These officers shall be Fellows, hold
7 valid license to practice audiology in the State of Florida and their primary
8 employment time shall be in the State of Florida. Duties of each officer shall be
9 specified and each officer shall perform the duties as described in these Bylaws.

10 11 B. Meetings

12
13 The Board of Directors shall have a regular meeting three (3) times a year with
14 one meeting coinciding with the annual general meeting/convention. The board
15 may also meet online *or* in conference call at the call of the President at such
16 times and places as he or she shall designate. The Board may also be called to
17 meet upon the demand of at least four (4) Board members. Notice of all such
18 meetings of the Board of Directors shall be relayed to each member of the Board
19 at least fourteen (14) calendar days in advance of such meetings. A Board
20 member in good standing will miss no more than one regular meeting and two
21 online/conference call meetings.

22 23 C. Quorum

24
25 A majority of the entire Board of Directors shall constitute a quorum. However,
26 when filling vacancies occurring on the Board, a majority of the existing directors
27 shall constitute a quorum. The act of a majority of directors present at a
28 meeting at which a quorum is present shall be the act of the Board of Directors
29 unless the act of a greater number is required by statute, the Articles of
30 Incorporation, or these Bylaws.

31 32 Additional Authority

33
34 In addition to the powers and authorities by these Bylaws conferred upon them,
35 the Board of Directors may exercise all such powers of the Academy, and do all
36 such lawful acts and things as are not by statute, or by the Articles of
37 Incorporation, or by these Bylaws, directed or required to be exercised or done
38 by the members.

39 40 . Committees

41
42 The Board of Directors may establish one or more committees to assist with
43 various Academy functions. No such committee shall have power over the
44 following:

- 1
- 2 1. The filling of vacancies on the Board of Directors.
- 3
- 4 2. The adoption, amendment, or appeal of the Bylaws.
- 5
- 6 3. The amendment or repeal of any action of the Board of Directors.
- 7

8 E. The Board of Directors may declare vacant the office of a director, if he or
9 she is declared of unsound mind by any order or court, or is convicted of a
10 felony, or, if within sixty (60) days after notice of his or her selection, he or she
11 does not accept such office, either in writing or by attending a meeting of the
12 Board of Directors, and fulfill such other requirements or qualifications as the
13 Bylaws may specify.

14

15 F. Board Vacancies

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17 Vacancies in the Board of Directors, including vacancies resulting from an
18 increase in the number of directors, shall be filled by a majority vote of the
19 remaining members of the Board, though less than a quorum, and each person
20 so elected shall be a director until a successor is elected by the members, who
21 shall make such election at the next appropriate annual meeting of the members,
22 or at any special meeting duly called for that purpose and held prior thereto.

23

24 **Article VI**

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26 **Officers**

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28 A. President

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30 The President shall be the chief executive officer of the Academy; shall preside at
31 all meetings of the members and directors; shall have general and active
32 management of the affairs of the Academy; shall see that all orders and
33 resolutions of the board are carried into effect, subject however, to the right of
34 the directors to delegate any specific powers, except such as may be by statute
35 exclusively conferred on the President, to any other officer or officers of the
36 Academy. The President, joined by the secretary, shall execute bonds,
37 mortgages and other documents requiring a seal, under the seal of the Academy.
38 The president shall be ex-officio, a member of all committees and shall have the
39 general powers, duties of supervision, and management usually vested in the
40 office of President. In addition, the President shall be responsible for the
41 oversight planning of the annual meeting, as well as other professional meetings
42 as necessary and appropriate with the approval of the Executive Board.

43

44 B. President-Elect

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2 The president-Elect shall act in all cases for and as the President in the latter's
3 absence or incapacity, and shall perform such other duties as may be required
4 from time to time. The President-Elect shall ascend naturally to the office of
5 President upon expiration of the President's term, in which case the President-
6 elect shall assume the office of President.

7
8 C. Vice-President of Membership Services

9
10 The Vice-President of Membership Services shall serve as chair of the
11 Membership committee; whose charge is to be responsible for keeping the
12 administrative record of all current members, receive applications for
13 membership in the Academy, and shall review each application and recommend
14 action to the Board of Directors, whether admission should be a Fellow, Life,
15 Student, or Associate Member.

16
17 D. Vice-President of Education

18
19 The Vice-President of Education shall be responsible for the coordination and
20 implementation of all C.E.U. activities.

21 The Vice President of Education will coordinate programs as directed by the
22 Board, and will assist the convention Chair with the responsibilities that may
23 overlap.

24
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26 E. Vice-President of Professional Affairs

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28 The Vice-President of Professional Affairs shall be responsible for the monitoring
29 of legislative activities which may have an effect on the practice of audiology in
30 the State of Florida, and to report same to the President and the Board. The
31 Vice-President of Professional Affairs shall serve as the chair of any professional
32 or legislative issues committees authorized by the Board of Directors.

33
34 F. Secretary

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37 The Secretary shall attend all sessions of the Board and all meetings of the
38 members and act as the clerk thereof, and record all the votes of the Academy
39 and the minutes of all its transactions in a book kept for that purpose, and shall
40 perform like duties for all committees of the board of Directors, when required.
41 The Secretary shall give, or cause to be given, notice of all meetings of the
42 members and of the Board of Directors, and shall perform such other duties as
43 may be prescribed by the Board of Directors or President, under whose
44 supervision the Secretary shall be.

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2 G Past President

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4 The President shall, upon completion of term of office, automatically become
5 Past-President. The Past-President shall be the Chair of the Nominations
6 Committee and shall serve as special advisor to the Executive Board. The Past
7 President shall be an ex-officio member of the Board of Directors.

8

9 H Treasurer

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11 The Treasurer shall have custody of or supervise the Board approved third party
12 in the Academy funds and securities, and shall keep or supervise full and
13 accurate accounts of receipts and reimbursements and disbursements in books
14 belonging to the Academy, and shall keep moneys of the Academy in a separate
15 account to the credit of the Academy. The Treasurer shall disburse or supervise
16 the disbursement of the funds of the Academy as may be ordered by the Board,
17 taking proper vouchers of such disbursements, and shall render to the President
18 and Directors at the regular meetings of the Board, or whenever they may
19 require it, an account of all transactions as Treasurer, and of the financial
20 condition of the Academy. The Treasurer will also be responsible for the PAC
21 (Political Action Committee) reporting and accounting.

22

23 The Treasurer shall function as a liaison with the Association Office with regard
24 to budget, reimbursement and disbursement of Associations monies and attest to
25 the signatures of others.

26

27 I Vice President for Communication

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29 The Vice President for Communication shall be responsible for the Florida
30 Academy of Audiology Newsletter, The Advocate, and supervise Website and all
31 other Academy publications and communications regardless of medium.

32

33 J. Terms

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35 All officers' terms of service shall begin January 1 through December 31,
36 following the year of their election, and continue until the conclusion of the
37 calendar year corresponding to the length of elected service delineated below:

38

39 Terms of service shall be as follows:

40

41 President: One year

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43 President-Elect: One year

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1 Vice-President of Membership: Two years commencing on odd calendar year
2 elections

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4 Vice-President for Education: Two years commencing on even calendar year
5 elections

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7 Vice-President of Professional Issues: Two years commencing on odd calendar
8 year elections

9
10 Secretary: Two years commencing on even calendar year elections

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12 Past President: One year

13
14 Treasurer: Two years commencing on even calendar years

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16 Vice-President for Communication: Two years commencing on odd calendar
17 years

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19 Geographic representation of members will be maintained whenever possible.
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21 **Article VII**

22 **Committees**

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25 The President may designate one (1) or more standing or ad-hoc committees
26 and may appoint chairs of such committees. The purpose of committee
27 assignments shall be determined by a majority of the Board of Directors.
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29 **Article VIII**

30 **Elections**

31 **A. Nominations**

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36 1. The Nominating Committee shall prepare nominations for all Officers to be
37 submitted to the Executive Board by the first week of November for
38 approval prior to presentation to the membership. Additional nominations
39 will be accepted under the following conditions:
40

- 41 a) Five voting members submit a signed request for nomination to the
42 Chair of the Nominating Committee.
43

- 1 b) The request is accompanied by the nominee's signed statement of
2 willingness to serve.
- 3
- 4 c) All nominees must be current members in good standing.
- 5
- 6 d) The request is accompanied by the nominee's pertinent vita.
- 7
- 8 e) When possible, the candidate for President-elect will be selected
9 from a current or past member of the board. An individual who
10 has never served on the Board may be allowed to run at the
11 discretion and majority vote of the current board.
- 12
- 13
- 14 2. Members of the Nominating Committees shall be comprised of three Board
15 members who are not currently up for re-election, or who are not seeking
16 another office.
- 17
- 18 3. There shall be at least one nominee for each office.
- 19
- 20 4. Nominations shall be closed as of May 15.
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23 Election Procedures

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- 25 1. Election of officers shall be by mail and/or electronic ballot conducted by
26 the Nominating Committee.
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- 28 2. The Chair of the Nominating Committee shall ensure mailing or electronic
29 dissemination of the ballot, including pertinent vita of each candidate, to
30 the membership by July 1
- 31
- 32
- 33 3. The ballot shall be returned to the Chair of the Nominating Committee no
34 later than July 31st.
- 35
- 36 4. The candidates who receive the most votes shall be elected. A majority
37 vote is one vote more than one-half of all votes cast, which constitutes
38 election. If a majority vote is not reached on the first ballot, the vote will
39 be presented again on a second ballot.
- 40
- 41 5. All candidates and the Executive Board shall be notified by the Chair of
42 the Nominating Committee of the results of the election immediately upon
43 tabulation of votes.
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1 **Article IX**

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3 **Books and Records**

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5 The Academy shall keep correct and complete books and records of all account
6 transactions, and shall also keep minutes of the proceedings of its members, the
7 Board, and all standing committees having any of the authority of the Board, and
8 shall keep at its principal office, a record giving the names and addresses of the
9 members entitled to vote. Academy administrative books of record and all
10 Academy administrative financial records may be inspected by any Fellow or Life
11 member for any purpose at any reasonable time.

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13 **Article X**

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15 **Indemnification**

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17 To the extent not inconsistent with the law of the State of Florida, the Academy
18 shall indemnify each of its directors, officers, and employees whether or not then
19 in service as such (and his or her executor, administrator, and heirs), who was or
20 is a party to or is threatened to be made a party to any threatened, pending, or
21 completed action, suit or proceedings, whether civil, criminal, administrative, or
22 investigative (including action by or in the right of the Academy) by reason of the
23 fact that this person is, or was serving as a director, officer, or employee of the
24 Academy as a director or officer of another corporation, partnership, joint
25 venture, trust or other enterprise, shall be indemnified by the Academy against
26 expenses (including reasonable attorney's fees), judgments, fines and amounts
27 paid in settlement actually and reasonably incurred by the person in connection
28 with such actions, suit or proceeding if the person acted in good faith for the
29 purpose of which this person reasonably believed to be in the best interest of the
30 Academy and, in criminal actions or proceedings, in addition, had no reasonable
31 cause to believe that this person's conduct was unlawful. The individual shall
32 have no right to reimbursement, however, in relation to matters as to which he
33 or she has been adjudged to be liable, to the Academy for negligence or
34 misconduct in the performance of his or her duties, or was derelict in the
35 performance of his or her duty as director, officer or employee by reason of
36 willful misconduct, bad faith, gross negligence or redress disregard of the duties
37 of his or her employment. The right to indemnify for expenses shall also apply
38 to the expenses of suits which are compromised or settled, if the court having
39 jurisdiction of the matter shall approve such settlement.

40
41 **Article XI**

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43 **Amendments**

1 Bylaws may be adopted, amended or repealed in whole or in part by a simple
2 majority vote of the Fellows present at any duly organized meeting of this
3 Academy, or simple majority vote of the Fellows voting by electronic or mail
4 ballot provided that a copy of any amendment proposed for consideration shall
5 be electronically disseminated or mailed by the Board approved third party or
6 Secretary to the last recorded physical or electronic address of each voting
7 member postmarked at least thirty days (30) days prior to the date of the
8 meeting or mail ballot. All proposed amendments shall be submitted to the
9 Board of Directors postmarked or electronically recorded no less than ninety (90)
10 days prior to any duly scheduled meeting, or mail ballot at which time the
11 proposed amendment will be presented to the membership in attendance with
12 recommendations from the Board. The effective date of any proposed
13 amendment shall be specified within that amendment.

14 15 **Article XII**

16 17 Liquidation

18
19 Upon dissolution of the Academy, the Board of Directors shall, after applying or
20 making provision for payment of all the liabilities of the Academy, dispose of all
21 the Academy's assets exclusively for the purposes of the Academy in such a
22 manner or to such organizations organized or operated exclusively for charitable,
23 educational, or scientific purposes which shall at the time qualify as an exempt
24 organization or organizations under section 501© 6 of the Internal Revenue
25 Code of 1954 (or the corresponding provision of any future United States
26 Internal Revenue Law), as the directors shall determine. Any such assets not so
27 disposed of shall be disposed of by the court of original jurisdiction of the county
28 in which the office of the Academy is then located, exclusively for such purposes
29 or to such organization or organizations, as said court shall determine, which are
30 organized and operated exclusively for such purposes.

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