

**Bylaws of the Florida Academy of Audiology, Inc.**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44

**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 represent Florida Audiologists and the people they serve through advocacy, education, and collaboration.

**Article III**

**Members/Membership**

A. Members

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

1           1. Fellows

2           Membership as a Fellow shall be open to all audiologists who hold at  
3           least a Master’s Degree in Audiology, and who are licensed by the  
4           State of Florida to practice audiology. Additionally, a licensed  
5           audiologist in good standing from another state may apply in writing  
6           as a fellow member.

7  
8           2. Life Members

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

15  
16          3. Student Members

17          A graduate student in a Doctoral Program in Audiology may apply for  
18          membership as a Student Member. Application for membership must  
19          be accompanied by a signed statement from the Director of Audiology  
20          Program confirming that the student is a full time student pursuing a  
21          graduate degree in Audiology. When an individual becomes eligible for  
22          standard licensure, the individual is no longer eligible for student  
23          membership. Those in distance learning doctoral programs do not  
24          qualify for student membership.

25  
26          4. Associate Members

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

36  
37        B. Application for Membership

38  
39        Candidates for membership shall submit an application to the Vice-President of  
40        Membership Services, who will review the application and determine whether  
41        admission as a Fellow, Life, Student, or Associate shall be granted.

42  
43        C. Dues

- 1 1. The Board of Directors of the Academy shall establish the annual  
2 membership dues to be assessed for Fellows, Students, Life Members, and  
3 Associate members by majority vote. Dues will be considered delinquent if  
4 not - postmarked by the last day of February in the year in which they  
5 are (due.

#### 6 7 8 D. Termination of Membership 9

- 10 1. Fellows whose dues are delinquent shall be notified by the Treasurer of  
11 such delinquency by the end of March of the year concerned. If the dues  
12 remain delinquent for 30 days after such notification, membership shall be  
13 terminated. An individual whose membership has been so terminated may  
14 apply for membership by following the procedures set forth in  
15 Section 3. The Board of Directors may assess a fee for reinstatement.  
16
- 17 2. Any fellow may submit a resignation, in writing, to the Vice-President for  
18 Membership Services. The Fellow shall cease to be a member of the  
19 Academy as of the date such resignation is received. Due paid are *not*  
20 refundable.
- 21
- 22 3. The Board of Directors may expel any Fellow, Student, or Associate who  
23 no longer meets the requirements as stated in Article III, Section A. A  
24 Fellow who is expelled may file a grievance with the Board of Directors.  
25 The Grievance procedure shall be set forth in the rules of the Academy.  
26 The expulsion can be overturned by a majority vote of the Board of  
27 Directors.  
28

### 29 **Article IV**

#### 30 31 **Meetings**

##### 32 33 A. Time and Location of Meetings

- 34
- 35 1. The academy shall ordinarily meet at least once a year and at such other  
36 times and places, and upon such notice as the Board of Directors shall  
37 determine.  
38
- 39 2. Business Meetings
- 40
- 41 a) A business meeting of the general membership shall be held during  
42 the annual meeting of the Academy and at other such times and  
43 places, and upon such notice as the Board of Directors may  
44 determine.

- 1  
2 b) One-third of current members in good standing shall constitute a  
3 quorum at a business meeting. Issues presented to the general  
4 membership shall be decided by a majority of those present at a  
5 meeting, provided a quorum is present. In the event of a tie vote,  
6 the President may cast the deciding ballot.  
7  
8 c) The Board may authorize a ballot to the entire membership for the  
9 purpose of establishing any decision.

10  
11 3. Board Meetings

12  
13 See Article V – Board of Directors

14  
15 B. Rules of Order

16  
17 The meetings of the Academy shall be governed by the rules contained in the  
18 then current addition of Roberts Rules of Order in all cases in which they are  
19 not inconsistent with the other provisions of the Bylaws of the Academy.  
20

21 C. Minutes

22  
23 Minutes of all business and Board meetings shall be recorded by the Secretary,  
24 signed and dated by the Secretary, and distributed to all Board members. They  
25 are to be subject to correction at the next following business meeting. The  
26 minutes are to be kept at the office of the Secretary or the Board approved third  
27 party where they may be inspected by any Fellow.  
28

29 **Article V**

30  
31 **Board of Directors**

32  
33 A. Governance

34  
35 The business and affairs of this Academy shall be governed by a Board of  
36 Directors which will consist of eight voting members, who shall be the President,  
37 President-Elect, Vice-President for Membership Services, Vice-President for  
38 Education, Vice-President for Governmental Affairs, Vice-President for  
39 Communication, Secretary, and Treasurer. The Past-President shall be an ex-  
40 offico member of the Board of Directors. These officers shall be Fellows, hold  
41 valid license to practice audiology in the State of Florida and their primary  
42 employment time shall be in the State of Florida. Duties of each officer shall be  
43 specified and each officer shall perform the duties as described in these Bylaws.  
44

1 B. Meetings

2  
3 The Board of Directors shall have a regular meeting three (3) times a year with  
4 one meeting coinciding with the annual general meeting/convention. The board  
5 may also meet online *or* in conference call at the call of the President at such  
6 times and places as he or she shall designate. The Board may also be called to  
7 meet upon the demand of at least four (4) Board members. Notice of all such  
8 meetings of the Board of Directors shall be relayed to each member of the Board  
9 at least fourteen (14) calendar days in advance of such meetings. A Board  
10 member in good standing will miss no more than one regular meeting and two  
11 online/conference call meetings in a calendar year.

12  
13 C. Quorum

14  
15 A majority of the entire Board of Directors shall constitute a quorum. However,  
16 when filling vacancies occurring on the Board, a majority of the existing directors  
17 shall constitute a quorum. The act of a majority of directors present at a  
18 meeting at which a quorum is present shall be the act of the Board of Directors  
19 unless the act of a greater number is required by statute, the Articles of  
20 Incorporation, or these Bylaws.

21  
22 Additional Authority

23  
24 In addition to the powers and authorities by these Bylaws conferred upon them,  
25 the Board of Directors may exercise all such powers of the Academy, and do all  
26 such lawful acts and things as are not by statute, or by the Articles of  
27 Incorporation, or by these Bylaws, directed or required to be exercised or done  
28 by the members.

29  
30 Committees

31  
32 The Board of Directors may establish one or more committees to assist with  
33 various Academy functions. No such committee shall have power over the  
34 following:

- 35  
36 1. The filling of vacancies on the Board of Directors.  
37  
38 2. The adoption, amendment, or appeal of the Bylaws.  
39  
40 3. The amendment or repeal of any action of the Board of Directors.

41  
42 E. The Board of Directors may declare vacant the office of a director, if he or  
43 she is declared of unsound mind by any order or court, or is convicted of a  
44 felony, or, if within sixty (60) days after notice of his or her selection, he or she

1 does not accept such office, either in writing or by attending a meeting of the  
2 Board of Directors, and fulfill such other requirements or qualifications as the  
3 Bylaws may specify.

#### 4 5 F. Board Vacancies

6  
7 Vacancies in the Board of Directors, including vacancies resulting from an  
8 increase in the number of directors, shall be filled by a majority vote of the  
9 remaining members of the Board, though less than a quorum, and each person  
10 so elected shall be a director until a successor is elected by the members, who  
11 shall make such election at the next appropriate annual meeting of the members,  
12 or at any special meeting duly called for that purpose and held prior thereto.

### 13 14 **Article VI**

#### 15 16 **Officers**

##### 17 18 A. President

19  
20 The President shall be the chief executive officer of the Academy; shall preside at  
21 all meetings of the members and directors; shall have general and active  
22 management of the affairs of the Academy; shall see that all orders and  
23 resolutions of the board are carried into effect, subject however, to the right of  
24 the directors to delegate any specific powers, except such as may be by statute  
25 exclusively conferred on the President, to any other officer or officers of the  
26 Academy. The President, joined by the secretary, shall execute bonds,  
27 mortgages and other documents requiring a seal, under the seal of the Academy.  
28 The president shall be ex-officio, a member of all committees and shall have the  
29 general powers, duties of supervision, and management usually vested in the  
30 office of President. In addition, the President shall be responsible for the  
31 oversight planning of the annual meeting, as well as other professional meetings  
32 as necessary and appropriate with the approval of the Executive Board.

##### 33 34 B. President-Elect

35  
36 The president-Elect shall act in all cases for and as the President in the latter's  
37 absence or incapacity, and shall perform such other duties as may be required  
38 from time to time. The President-Elect shall ascend naturally to the office of  
39 President upon expiration of the President's term, in which case the President-  
40 elect shall assume the office of President.

##### 41 42 C. Vice-President of Membership Services

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

7  
8 D. Vice-President of Education

9  
10 The Vice-President of Education shall be responsible for the coordination and  
11 implementation of all C.E.U. activities.

12 The Vice President of Education will serve<sup>3</sup> as the chair of the convention and  
13 coordinate with the chair of the education committee. This individual's charge is  
14 to be responsible for the coordination and implementation of all continuing  
15 education activities.

16  
17  
18 E. Vice-President of Governmental Affairs

19  
20 The Vice-President of Professional Affairs shall be responsible for the monitoring  
21 of legislative activities which may have an effect on the practice of audiology in  
22 the State of Florida, and to report same to the President and the Board. The  
23 Vice-President of Professional Affairs shall serve as the chair of any professional  
24 or legislative issues committees authorized by the Board of Directors.

25  
26 F. Secretary

27  
28  
29 The Secretary shall attend all sessions of the Board and all meetings of the  
30 members and act as the clerk thereof, and record all the votes of the Academy  
31 and the minutes of all its transactions in a book kept for that purpose, and shall  
32 perform like duties for all committees of the board of Directors, when required.  
33 The Secretary shall give, or cause to be given, notice of all meetings of the  
34 members and of the Board of Directors, and shall perform such other duties as  
35 may be prescribed by the Board of Directors or President, under whose  
36 supervision the Secretary shall be.

37  
38 G Past President

39  
40 The President shall, upon completion of term of office, automatically become  
41 Past-President. The Past-President shall be the Chair of the Nominations  
42 Committee and shall serve as special advisor to the Executive Board. The Past  
43 President shall be an ex-officio member of the Board of Directors.

1 H Treasurer

2

3 The Treasurer shall have custody of or supervise the Board approved third party  
4 in the Academy funds and securities, and shall keep or supervise full and  
5 accurate accounts of receipts and reimbursements and disbursements in books  
6 belonging to the Academy, and shall keep moneys of the Academy in a separate  
7 account to the credit of the Academy. The Treasurer shall disburse or supervise  
8 the disbursement of the funds of the Academy as may be ordered by the Board,  
9 taking proper vouchers of such disbursements, and shall render to the President  
10 and Directors at the regular meetings of the Board, or whenever they may  
11 require it, an account of all transactions as Treasurer, and of the financial  
12 condition of the Academy.

13

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

17

18 I Vice President for Communication

19

20 The Vice President for Communication shall be responsible for all FLAA  
21 publications and communications regardless of medium. This includes but is not  
22 limited to website content, social media, US mail, electronic mail, newsletters,  
23 and convention materials.

24

25 J. Terms

26

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

30

31 Terms of service shall be as follows:

32

33 President: One year

34

35 President-Elect: One year

36

37 Vice-President of Membership: Two years

38

39 Vice-President for Education: Two years

40

41 Vice-President of Professional Issues: Two years

42

43 Secretary: Two years

44



1 Past President: One year

2

3 Treasurer: Two years

4

5 Vice-President for Communication: Two years

6

7 Geographic representation of members will be maintained whenever possible.

8

9 **Article VII**

10

11 **Committees**

12

13 The President may designate one (1) or more standing or ad-hoc committees  
14 and may appoint chairs of such committees. The purpose of committee  
15 assignments shall be determined by a majority of the Board of Directors.

16

17

18 **Article VIII**

19

20 **Elections**

21

22 A. Nominations

23

24 Nominations Committee: The Nominations Committee shall be chaired by the  
25 immediate past president and consist of an additional two members from the  
26 current Board of Directors. Members of the Nominations Committee shall be  
27 selected by the chair and approved by the Board of Directors.

28

29 1. Members of the Nominating Committees shall be comprised of three Board  
30 members who are not currently up for re-election, or who are not seeking  
31 another office.

32

33 2. Additional nominations will be accepted under the following conditions:

34

35 a) Five voting members submit a signed request for nomination to the  
36 Chair of the Nominating Committee.

37

38 b) The request is accompanied by the nominee's signed statement of  
39 willingness to serve.

40

41 c) All nominees must be current members in good standing.

42

43 d) The request is accompanied by the nominee's pertinent vita.

44

1 e) When possible, the candidate for President-elect will be selected  
2 from a current or past member of the board. An individual who  
3 has never served on the Board may be allowed to run at the  
4 discretion and majority vote of the current board.  
5

6 3. There shall be at least one nominee for each office.  
7

8 4. Nominations shall be closed as of May 15.  
9  
10  
11

## 12 Election Procedures

13  
14 Board of Directors Election: The name and a brief biographical history of  
15 approved candidates shall be made available to the membership prior to the  
16 election. All eligible voting members shall be afforded the opportunity to vote  
17 using the method specified in the notice. The method specified must be  
18 reasonably accessible to these members. The candidates receiving the most  
19 votes within the time frame specified in the notice shall be awarded the Board  
20 positions.

21 President-Elect Elections: The name and a brief biographical history of approved  
22 candidates shall be made available to the membership prior to the election. All  
23 eligible voting members shall be afforded the opportunity to vote using the  
24 method specified in the notice. The method specified must be reasonably  
25 accessible to these members. The candidate receiving the most votes within the  
26 time frame specified in the notice shall be awarded the position of president-  
27 elect.  
28

29 The following procedures apply:  
30

- 31 1. Election of officers shall be by mail and/or electronic ballot conducted by  
32 the Nominating Committee.  
33
- 34 2. The Chair of the Nominating Committee shall ensure mailing or electronic  
35 dissemination of the ballot, including pertinent vita of each candidate, to  
36 the membership by July 1  
37
- 38 3. The ballot shall be returned to the Chair of the Nominating Committee no  
39 later than July 31<sup>st</sup>.  
40
- 41 4. The candidates who receive the most votes shall be elected. A majority  
42 vote is one vote more than one-half of all votes cast, which constitutes

1 election. If a majority vote is not reached on the first ballot, the vote will  
2 be presented again on a second ballot.

3

4 5. All candidates and the Executive Board shall be notified by the Chair of  
5 the Nominating Committee of the results of the election immediately upon  
6 tabulation of votes.

7

## 8 **Article IX**

9

### 10 **Books and Records**

11

12 The Academy shall keep correct and complete books and records of all account  
13 transactions; minutes of the proceedings of its members, the Board, and all  
14 standing committees having any authority of the Board; and a record giving the  
15 names and addresses of the members entitled to vote at its principal office.  
16 Academy administrative books of record and all Academy administrative financial  
17 records may be inspected by any Fellow or Life member for any purpose at any  
18 reasonable time.

19

## 20 **Article X**

21

### 22 **Indemnification**

23

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

1 which are compromised or settled, if the court having jurisdiction of the matter  
2 shall approve such settlement.

3  
4 **Article XI**

5  
6 **Amendments**

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

21  
22 **Article XII**

23  
24 **Liquidation**

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