

COUNCIL OF ACADEMIC PROGRAMS IN COMMUNICATION SCIENCES AND DISORDERS

Founded 1978
Incorporated 1979

RESTATED BYLAWS (Revised December 1, 2016)

ARTICLE I **NON-DISCRIMINATION**

The Corporation shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, family/parental status, or military status. All programs and activities of the Corporation shall be conducted in furtherance of this policy.

If a volunteer, representative from a member program, staff, or vendor feels that he or she has been discriminated against or has been subjected to unlawful harassment on the basis of his or her race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, family/parental status, or military status, the matter should immediately be reported to a member of the Board of Directors or the Corporation's Executive Director. Once the matter has been reported, it will be promptly investigated and necessary corrective action will be taken where appropriate. All complaints of discrimination and/or unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances.

ARTICLE II **OFFICES**

2.1) Offices. The principle office of this Corporation shall be located at the principle location of the management office contracted by the Board of Directors. The Corporation may have offices at such other places, within or without the State of Alabama, as the Board of Directors from time to time designate.

ARTICLE III **MEMBERS**

3.1) Members. The Corporation shall have one class of members. Any academic program within an institution of higher education that provides academic education in communication sciences and disorders and meets the qualifications for membership in Section 3.3 shall be eligible to be a member in the Corporation.

3.2) Appointment and Term. The members shall be appointed by the Board of Directors according to an application process adopted by the Board. Institutions that do not meet the qualifications of members in Section 3.3 can be considered for membership according to a process adopted by the Board of Directors. Each member shall serve as a member until the member resigns under Section 3.4 or the member is removed under Section 3.5.

3.3) Qualifications of Members. Each member must meet the following qualifications at all times during which it is a member of the Corporation:

- (a) The institution in which it operates must be a regionally accredited institution of higher education offering a baccalaureate or higher degree in communication sciences and disorders.
- (b) Communication sciences and disorders shall be an identifiable organizational unit within the institution.
- (c) The institution shall have on file the administrative policies of the institution, which shall include a policy that the academic and/or clinical services programs are conducted in compliance with the Civil Rights Act, its amendments and executive orders, or, for foreign institutions, in accordance with applicable national civil rights laws, and that recruitment, instruction and clinical services of the institution are conducted in a manner that will ensure equitable treatment of students, staff, and clients without regard to gender, sexual orientation, age, race, creed, national origin or disability and are designed to encourage the recruitment and participation of minority students and faculty.
- (d) Each member shall be represented by the individual responsible for the administration of communication sciences and disorders program, or his/her designee, at the member's institution.
- (e) In communicating with other professionals, member program representatives shall only represent as policies and positions of the Corporation those policies and positions that have been adopted by the Corporation.

3.4) Resignation. Any member may resign from membership at any time by giving notice to the Secretary of the Corporation. Such resignation shall become effective immediately, upon receipt of the notice, unless the notice specifies a later date.

3.5) Removal. A member may be removed by the Board of Directors only by a process that is fair and reasonable and requires at least fifteen (15) days prior written notice of the removal and the reasons for the removal and an opportunity for the member program representative to be heard at least five (5) days before the effective date of the removal.

3.6) Voting. The members of the Corporation shall have one vote on or in respect of any matter on which members of the Corporation have the right to vote under law, the Articles of Incorporation or these Bylaws.

3.7) Transferability. A member shall not voluntarily or involuntarily transfer or assign its membership or any right arising therefrom.

3.8) Dues. The annual membership dues shall be determined by a two-thirds (2/3) vote of the members voting by mail or electronic ballot. Dues are assessed by July 1 of each fiscal year. A member program that does not pay its dues by September 15 of the fiscal year will lose its voting privileges.

ARTICLE IV
MEETINGS OF MEMBER PROGRAM REPRESENTATIVES

4.1) Annual Meetings. An annual meeting of voting members shall be held in each calendar year. At that meeting, the voting members shall transact any business properly coming before the voting members. Notwithstanding the foregoing, the process for members to approve resolutions is set forth in Article VIII.

4.2) Special Meetings. Special meetings of the voting member program representatives may be called for any purpose at any time by the President, with the consent of the Board of Directors, or by demand of one-third (1/3) of the voting member program representatives.

4.3) Place of Meeting. Meetings of the voting member program representatives shall be held at the registered office of the Corporation, or at such other place as may be designated by the Board of Directors, except as otherwise required by law.

4.4) Notice of Meetings. Except as otherwise required by law, a written notice setting out the place, date and hour of any annual or special meeting of the voting member program representatives shall be given to each voting member program representative at the address contained in the corporate records not less than thirty (30) days and no more than fifty (50) days prior to the meeting. Notice may be given in person, to the members' duly authorized representative as named in the Corporation's records, or by mail or electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member's address as it appears on the records of the corporation.

4.5) Waiver of Notice. The member may waive notice of any meeting before, during or after the meeting, in writing. All waivers shall be filed with the records of the Corporation.

4.6) Quorum. Ten percent (10%) of the voting member program representatives, whether present in person or represented by proxy, shall constitute a quorum for the transaction of the business at any meeting of members. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

4.7) Voting. Except as otherwise provided by law or in the Articles of Incorporation or these Bylaws, the affirmative vote of the majority of the member program representatives present at a meeting, whether in person or represented by proxy, shall constitute an act of the member program representatives. Member program representatives are permitted to appoint a proxy to vote or otherwise act for the member program.

4.8) Action Without a Meeting. An action required or permitted to be taken at a meeting of the voting member program representatives may be taken without a meeting by written action signed by all voting member program representatives. Any such written action shall be filed with the minutes of the Corporation.

4.9) Procedure for Meetings. A procedure with a focus on consensus shall be used for all meetings of the voting program representatives, subject to any specific rules, policies, or procedures in the Bylaws or applicable law. Detailed guidelines for conduct of meetings are provided in the Corporation's Policies and Procedures Manual.

ARTICLE V
BOARD OF DIRECTORS

5.1) General Powers. The business and affairs of this Corporation shall be managed by or under the direction of the Board of Directors (the “Board of Directors” or the “Board”). The Board’s duties shall include but are not limited to:

- (a) Serving as the organization’s administrative body.
- (b) Developing an annual work plan agenda for prioritizing initiatives of the Corporation, updated July 1 each year.
- (c) Acting upon resolutions, recommendations and petitions as may be received from member program representatives, committees, and working groups.
- (d) Adopting an annual budget.
- (e) Developing and recommending to the membership policies, procedures, and programs for consideration and action.
- (f) Developing and maintaining a Policies and Procedures Manual by July 1 of each year to (1) define operational procedures; (2) organizational structure of standing committees and monitoring Vice Presidents; and (3) implementation of the goals and duties articulated in the Bylaws.
- (g) Assuming and discharging such other duties and responsibilities as are, or shall be, assigned through the Articles of Incorporation and/or Bylaws or by mandate of the membership.
- (h) Approving members of all committees from recommendations by the President, Vice-Presidents, and Committee Chairpersons.

5.2) Number; Qualification; Election/Appointment. The number of directors shall be between eight (8) and twelve (12). The Board of Directors shall consist of the elected officers of the Corporation and the appointed officers of the Corporation. The election/appointment of the officers shall be as set forth in Articles V and VI.

5.3) Term. Each director shall serve for a term equal to the length of the term that he/she services as an elected or appointed officer, as set forth in Articles V and VI.

5.4) Removal. Any director may be removed as provided in the Articles of Incorporation.

5.5) Resignation. A director may resign at any time by giving written notice to the Secretary. Such resignations shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice. A director who resigns under this Section shall also resign as an officer of the Corporation.

5.6) Vacancies. A vacancy in the Board of Directors due to the death, resignation or removal of an elected officer shall be filled according to the terms for filling vacancies of elected officers in Section 5.6. A vacancy in the Board of Directors due to the death, resignation or removal of an appointed officer shall be filled according to the terms for filling vacancies of appointed officers in Section 6.6.

5.7) Quorum; Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. As mandated by statute, in no event may the quorum be less than one-third (1/3) of the number of directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the members of the Board of Directors present may continue to transact business until adjournment even though the withdrawal of a number of members of the Board of Directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law or in the Articles of Incorporation or these Bylaws, the act of a majority of the Board of Directors present at a duly held meeting shall be an act of the Board of Directors.

5.8) Conflict of Interest. Any member of the Board who has a personal interest in, or relationship with, a person or entity having interest in any proposed transaction or executive for the Corporation, 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.

5.9) Board Meetings.

- (a) Meetings. The Board of Directors shall hold at least two (2) face-to-face meetings each year for the purpose of appointing officers and transacting any other business coming before it. The Board of Directors may hold such other meetings as it may determine from time to time, via telephone or other electronic means. The meetings shall be held at any place within or without the State of Alabama that the Board of Directors may designate. Absent such designation, Board of Directors meetings shall be held at the registered office of the Corporation. Any member of the Board of Directors may call a special Board of Directors meeting. A conference among members of the Board of Directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.
- (b) Notice. Written notice of Board of Directors meetings shall be made by giving at least fifteen (15) days prior written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given in person, by mail or electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member's duly authorized representative as named in the Corporations' records, at the member's address as it appears on the records of the corporation. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.
- (c) Waiver of Notice. A director may waive notice of any meeting by providing a waiver in writing signed by the director or by attending the meeting. Attendance at a meeting by a director is a

waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the Corporation.

5.10) Action Without a Meeting. In order to efficiently conduct business between face-to-face and conference call meetings of the Board of Directors, the following procedures for electronic voting have been decided.

- (a) Any member of the Board of Directors may request an electronic vote on an action item.
- (b) Only items which have been previously discussed in a face-to-face meeting or on a conference call may be submitted for an electronic vote.
- (c) Once a vote request has been sent via email, members of the Board of Directors have seven (7) calendar days to respond with their vote to the Secretary:
 - a. Yes/For; No/Against; Abstain; or More Discussion requested
 - b. Each Board of Directors member should submit his/her vote to the Secretary via email with his/her signature appearing in the email.
- (d) The Secretary shall keep track of the number of votes and let the Board of Directors know when all votes have been received.
- (e) In order for a vote to pass, a unanimous decision must be reached.
 - a. When there is a unanimous vote, the Secretary shall record the date of the last vote as the date the item becomes effective.
 - b. During the next meeting, the Secretary will read the issue and the unanimous vote result for recording in relevant minutes.
- (f) In cases where there is an abstention, as long as a quorum is maintained for the voting process, the voting will move forward.
- (g) Should there be a split vote or someone votes for more discussion, the item will be put on the agenda for the next Board of Directors meeting.

ARTICLE VI **ELECTED OFFICERS**

6.1) General. The elected officers of the Corporation shall consist of a President, President-Elect, Past President, Treasurer, and Secretary.

6.2) Election. The Nominations Committee shall present the nominees for elected officers to the Board of Directors. The Board of Directors shall forward the nominees to the attendees at the annual meeting of the voting member program representatives. The member program representatives shall vote for officers by electronic ballot within 30 days of the date of the annual meeting. The individual who receives the majority of the votes cast for a particular office shall be elected for such office. The elected officers shall hold office until the next election of officers and until their successors have been duly elected and qualified, or until the earlier death, resignation, or removal of such an officer.

6.3) Term. The President shall serve a term of one (1) year. The President-Elect shall serve a term of one (1) year, immediately preceding his/her term as President. The Past President shall serve a term of one (1) year, immediately following his/her term as President. The Treasurer and Secretary shall be elected in alternate years and will serve a term of two (2) years. All terms of office shall typically coincide with dates for the fiscal year.

6.4) Resignation. Any officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice. An officer who resigns under this Section also resigns as a member of the Board of Directors.

6.5) Removal. An elected officer may be removed by an action of the voting member program representatives.

6.6) Vacancies. A vacancy in the office of the President shall be filled by the President Elect, who shall serve for the remainder of the term of office and become President at the beginning of the next term. Any vacancy occurring in any elected office except for the President shall be filled for the unexpired part of the term by the Board of Directors.

6.7) President. The President's duties shall include but are not limited to:

- (a) Serving as chief executive of the Corporation;
- (b) Providing professional leadership to the Corporation and association management firm oversight;
- (c) Serving as the chief fiscal officer of the Corporation to ensure compliance with fiduciary responsibilities of the Board of Directors.
- (d) Signing contracts entered into by the Corporation on behalf of the Board of Directors.
- (e) The President will appoint open positions for the next fiscal year for the Vice President (VP) positions including the VPs of Communication; Professional Development; Research and Scholarship; Standards, Credentials and Clinical Education; and Academic Development. These appointments require confirmation by a majority vote of the Board of Directors. The appointment and confirmation process will occur prior to the beginning of the next fiscal year.
- (f) Calling and presiding at meetings of the Board of Directors;
- (g) Presiding at meetings of the member program representatives;
- (h) Setting the agenda for the Board of Directors and meetings of the member program representatives;
- (i) Prepare an Annual Report to the member program representatives at the CAPCSD Annual Conference;
- (j) Serving as spokesperson and advocate for the Corporation to other individuals, agencies or organizations;
- (k) Serving as an ex officio, non-voting and monitoring member of all committees.

6.8) President Elect. The duties of the President Elect shall include but are not limited to:

- (a) Serving in the place and with the authority of the President in his/her absence or in case of his/her disability;

- (b) Reviewing and recommending changes in the Policies and Procedures Manual;
- (c) Overseeing the processing of resolutions as detailed in the Policies and Procedures Manual;
- (d) Present nominations for open appointed Board member(s) prior to the spring Board meeting;
- (e) In consultation with the Board, develop recommendations regarding committee appointments to present to the Board at the spring meeting, and when needed;
- (f) Serving as the Monitoring Officer of committees under the President-Elect's oversight according to the Corporation's organizational structure.

6.9) Past President. The duties of the Past President shall include but are not limited to:

- (a) Serving as chief executive of the organization if the position of President becomes vacant and the position of President Elect is vacant;
- (b) Serving as Monitoring Officer of committees under the Past President's oversight according to the Corporation's organizational structure;
- (c) Monitoring member applications by overseeing the administration of the Corporation's membership applications and approvals process;
- (d) Conducting election of officers according to schedule and reporting to the Board of Directors;
- (e) Collaborating with the association management company to oversee the Corporation's elections;
- (f) Reviewing the Bylaws for accuracy and currency and recommending changes;
- (g) Overseeing the Board of Directors and Annual meeting time and site selection process with administrative support and assistance from the association management company;

6.10) Treasurer. The duties of the Treasurer shall include but are not limited to:

- (a) Exercising leadership in assuring that the Board of Directors is in compliance with its fiduciary responsibilities to the membership and that the affairs of the office are executed in compliance with generally accepted accounting principles of non-profit financial organizations;
- (b) Serving as custodian of the funds of the organization;
- (c) Coordinating the maintenance of all routine bookkeeping, monthly statement reconciling, and necessary banking and accounting functions with the association management company on behalf of the Corporation;
- (d) Preparing an annual budget for presentation to the Board of Directors at the July Board meeting;
- (e) Monitoring the issuing of credit cards and ensure that card authorizations and cancellations are current;

- (f) Monitoring check-writing and ensuring that check-writing authorizations are current and implemented;
- (g) Coordinating with the Executive Director to develop appropriate financial reports for presentation at each Board meeting, including reporting and reviewing the Corporation's financial position vis-a'-vis investments;
- (h) Ensuring that appropriate accounting reports for required Internal Revenue Service filings are completed in a timely fashion;
- (i) Presenting a report at the Spring Board of Directors meeting regarding performance during the past year and make recommendations for any changes in the overall financial management process;
- (j) Coordinating dues notices and collections with the Executive Director;
- (k) Ensuring that a biennial audit of the Corporation's financial activity is executed;
- (l) Developing a five-year budget history, including the current year, for presentation at the corporate business meeting at the Annual Conference;
- (m) Coordinating with the Corporation's Financial Advisory Committee and contracted investment advisor(s) an annual review of the Corporation's investment strategies and portfolio to ensure maximum return on investments and recommend any modification to existing investment policies to the Board of Directors for review;
- (n) Overseeing the Centralized Application Service in Communication Sciences and Disorders (CSDCAS) Committee;

6.11) Secretary. The duties of the Secretary shall include but are not limited to:

- (a) Ensure that an accurate record of the Board of Directors meetings, CAPCSD Business meetings, and the April CAPCSD-ASHA and CAPCSD-AAA combined Boards of Directors meeting is maintained for CAPCSD. The actual recording of the minutes may be a function of the AMC staff or the Secretary. It is, however, the responsibility of the Secretary to ensure that CAPCSD maintains an accurate record of meeting minutes and resolutions. The minutes will follow the agenda format and include an action item section organized by Board member office.
- (b) E-mail copies of Board of Directors meeting minutes to Board members for review within a reasonable time period following each Board meeting (usually within two weeks); responses from the Board of Directors and subsequent approval will be returned to the Secretary in a reasonable time period (usually within two weeks).
- (c) Maintain the current list of committee members with terms of appointment and contact information.

ARTICLE VII
APPOINTED DIRECTORS

7.1) General. The appointed directors of the Corporation shall be the Vice President for Communication, the Vice President for Professional Development, the Vice President for Research and Scholarship, the Vice President for Standards, Credentials, and Clinical Education, and the Vice President for Academic Development.

7.2) Appointment. The President shall appoint, with the approval of a majority of the members of the Board of Directors, the Vice Presidents and any such officers recommended by the Board. Appointments may be renewed for a second term at the discretion of the Board.

7.3) Term. The Vice President for Communication, the Vice President for Professional Development, the Vice President for Research and Scholarship, the Vice President for Academic Development, and the Vice President for Standards, Credentials, and Clinical Education, shall each serve a term of two (2) years. The Vice Presidents for Communication, Research and Scholarship, and Standards, Credentials, and Clinical Education shall be appointed in odd-numbered years. The Vice Presidents for Professional Development and Academic Development shall be appointed in even-numbered years.

7.4) Resignation. Any appointed director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.

7.5) Removal. Any appointed director may be removed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

7.6) Vacancies. Any vacancy occurring in any appointed office shall be filled by the President with the approval of the Board of Directors.

7.7) Vice President for Communication. The duties of the Vice President for Communication shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Communication's oversight according to the Corporation's organizational structure;
- (b) Overseeing the collaborative development and implementation of the annual ASHA-CAPCSD Higher Education Data System (HES) Communication Sciences and Disorders (CSD) Education Survey;
- (c) Overseeing the Corporation's Salary Survey development, execution, analysis, and dissemination of data;
- (d) Making recommendations to the Board of Directors for appointments to committees;
- (e) Making recommendations to the Board of Directors regarding internal and external communications;
- (f) Preparing an annual budget proposal for submission to the Treasurer;

- (g) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary;
- (h) Coordinating communications activities with the association management company;
- (i) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.8) Vice President for Professional Development. The duties of the Vice President for Professional Development shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Professional Development's oversight according to the Corporation's organizational structure;
- (b) Attending the Annual Conference Planning Meeting and updating the Board of Directors on the conference plans throughout the year;
- (c) Coordinating with the Executive Director and the Annual Conference Chair to monitor budget, status of equipment and technology, and association management company execution of conference-related tasks;
- (d) Making recommendations to the Board of Directors regarding the appointment of members for and an Assistant Chair of the Conference Planning Committee;
- (e) Serving as the liaison between the Corporation and other organizations deemed appropriate by the Board of Directors on matters pertaining to professional development opportunities;
- (f) Preparing an annual budget for submission to the Treasurer;
- (g) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary;
- (h) Coordinating other professional development activities with the association management company;
- (i) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.9) Vice President for Research and Scholarship. The duties of the Vice President for Research and Scholarship shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President for Research and Scholarship's oversight according to the Corporation's organizational structure;
- (b) Ensuring that the Corporation's interests are represented in fostering the basic, applied and pedagogical research bases of the professions and the highest level of academic standards for education in communication sciences and disorders;
- (c) Serving as the liaison between the Corporation and other organizations and/or agencies as deemed appropriate by the Board of Directors;

- (d) Preparing an annual budget proposal for submission to the Treasurer;
- (e) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary;
- (f) Coordinating other research and scholarship activities with the association management company;
- (g) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.10) Vice President for Standards, Credentials, and Clinical Education. The duties of the Vice President for Standards, Credentials, and Clinical Education shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President for Standards, Credentials, and Clinical Education's oversight according to the Corporation's organizational structure;
- (b) Serving as the Corporation's liaison to such standards and credentials boards as may be deemed necessary by the Board of Directors;
- (c) Preparing reports for the Board of Directors regarding proceedings of meetings attended with standards and accreditation bodies;
- (d) Providing leadership and/or monitoring to the Corporation's committees and/or task forces related to standards, credentials, and clinical education;
- (e) Collaborating with other Board members regarding initiatives that interface with other Board member responsibilities;
- (f) Preparing an annual budget proposal for submission to the Treasurer;
- (g) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary;
- (h) Coordinating standards, credentials, and clinical education activities with the association management company;
- (i) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.11) Vice President for Academic Development. The duties of the Vice President for Academic Development shall include but are not limited to:

- (a) Overseeing the Corporation's initiatives to address the Ph.D. shortage;
- (b) Serving as Monitoring Officer of committees under the Vice President of Academic Development's oversight according to the Corporation's organizational structure;
- (c) Serving as the Corporation's representative to the ASHA Academic Affairs Board;

- (d) Collaborating with the Vice President of Research and Scholarship on the Corporation's scholarship initiatives;
- (e) Preparing an annual budget proposal for submission to the Treasurer;
- (f) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (g) Prepare an annual report of activities for submission to the membership at the Annual Conference.

ARTICLE VIII COMMITTEES

8.1) General. There shall be committees of the Board of Directors, as the Board may appoint, and Standing Committees of the Corporation as set forth in these Bylaws.

8.2) Appointment. The President, with the approval of a majority of the members of the Board of Directors, shall appoint the chairpersons of committees of the Board of Directors and the Standing Committees of the Corporation, except as chairpersons are provided for in these Bylaws. The committee chairs shall nominate and the Board of Directors shall approve the members of all standing committees.

8.3) Standing Committees. The Corporation shall have the following standing committees, with charges, membership, and oversight described in the Policies and Procedures manual. Other standing committees may be formed at the Board's discretion, with charges, guidelines for membership, and details regarding oversight described in the Policies and Procedures manual.

- (a) The Communication Committee;
- (b) The Conference Planning Committee;
- (c) The Nominations Committee;
- (d) The Centralized Application Service in Communication Sciences and Disorders (CSDCAS) Committee;
- (e) The Honors and Awards Committee;
- (f) The Financial Advisory Committee;
- (g) The Scholarship, Research, and Academics Committee;
- (h) The Clinical Educator Resources Committee;

ARTICLE IX
RESOLUTIONS

9.1) General. The Corporation shall adopt resolutions and position statements as provided under this Article VIII.

9.2) Proposing Resolutions. Members of the Board of Directors, Standing Committees, working groups, or individual representatives of member institutions may submit a resolution. Required structure for proposed resolutions may be found on the Corporation's website or in the Policies and Procedures Manual.

- (a) Proposed resolutions can be submitted via email or postal mail to the President Elect or to the Corporation office at any time during the year. Resolutions submitted to the Board of Directors will be discussed by the Board during its next regularly scheduled conference call or face-to-face meeting. A one-third (1/3) favorable vote of the Board of Directors will be required to submit the resolution to the membership for a vote. Wording of resolutions will be edited in light of discussions and recommendations during the Board of Directors meeting. Resolutions approved by the Board for distribution to the membership will not become official until ratified by a majority vote by the member program representative voting.
- (b) Resolutions for discussion at the fall business meeting or the Annual Conference meetings will be received at least thirty (30) days in advance of the meeting. Resolutions will be submitted directly to the President Elect or to the Corporation office.
- (c) Emergent resolutions (those not previously considered by the Board of Directors) will be considered at any meeting of the membership if they are presented in writing in the prescribed format. Emergent resolutions will be approved for further consideration by at least two-thirds (2/3) of voting member program representatives at the meeting.
- (d) Voting on passage of resolutions will be accomplished through a web-based system, with emails from the Executive Director indicating means of accessing the voting site and a due date for responses.
- (e) The email online voting process will be initiated within ten (10) days of approval of a resolution by the Board of Directors or following the end of the fall business meeting or the Annual Conference. Ratification by member institutions will be by a simple majority vote of member institution votes received by the due date specified in the call for vote.

9.3) Adoption of Proposed Resolutions or Position Statements by Members. Ratification of a resolution will cause the Board of Directors to respond as directed by the resolution.

ARTICLE X
AMENDMENTS

The Board of Directors shall have the authority to amend, repeal and adopt new Bylaws by the affirmative vote of a majority of the members of the Board of Directors.

These Restated Articles of Incorporation correctly set forth the provisions of the Corporation's Articles of Incorporation as heretofore amended and restated and supersede the original Articles of Incorporation and all amendments thereto. These Restated Articles of Incorporation have been duly adopted as required by Alabama law.