

# THE MARYLAND ACADEMY OF AUDIOLOGY, INC.

## BYLAWS

The Maryland Academy of Audiology (herein referred to as the Academy) is organized for the purpose of promoting the public good by fostering the growth, development, recognition and status of the profession of Audiology and its members.

### ARTICLE 1

#### OFFICES

1.1 Offices The principle office of the Academy shall be located at the home or business address of the secretary or President of the Maryland Academy of Audiology. The Academy shall have other offices at other locations as the Executive Board may from time to time designate or as the business of the Academy may require.

### ARTICLE 2

#### MEMBERSHIP

2.1 Members Members of the Academy shall consist of Fellows, Honorary Fellows, Life Members and Students.

2.2 Fellows Membership as a Fellow shall be open to all Audiologists who are licensed by a state to practice Audiology. For states in which licensure is not available, audiologists may provide documentation of Board Certification by the American Academy of Audiology or the Certificate of Clinical Competence in Audiology by the American Speech-Language-Hearing Association to the MAA Executive Board.

2.3 Honorary Fellows An Honorary Fellow is one who is recognized for professional or scientific achievement in the field of audiology. Candidates for membership as Honorary Fellows must not be eligible for regular membership as Fellows. Honorary Fellows may apply to or be nominated by the Membership Committee. Honorary Fellow status will be granted by a two-thirds (2/3) vote of approval of the Executive Board. Honorary Fellows hold all rights and obligations of regular membership, including annual dues.

2.4 Life Members A Fellow who is sixty-five (65) years old and has been a Fellow in good standing for five (5) consecutive years may apply to become a Life Member by submitting a written request to the Secretary-Treasurer of the Academy. Life membership shall be decided by the Executive Board. Life Members hold all rights and obligations of regular membership with a waiver of annual dues.

2.5 Student Membership Students in training in audiology, hearing science or allied studies may apply for student membership. Students hold all obligations of membership, including annual dues. Rights, however, are limited to Fellows, Honorary Fellows and Life Members.

2.6 Application for Membership Candidates for membership shall submit an application to the Membership Committee. The Membership Committee will review the application and make a recommendation to the Executive Board as to whether admission as a member shall be granted based on the requirements listed previously for the four categories of membership. The Executive Board will decide whether admission shall be granted.

2.7 Dues The Executive Board shall set the annual membership dues to be assessed for members and students, subject to the approval of the general membership. Dues shall be payable by January 1 of each year.

2.8 Termination of Membership

a) Members whose dues are delinquent shall be notified by the Secretary-Treasurer of such delinquency by the end of February of the year concerned. If the dues remain delinquent thirty (30) days after such notification, membership will be terminated. An individual whose membership has been so terminated may reapply for membership by following the procedures set forth in Section 2.2.

b) Any member may submit a resignation, in writing, to the Secretary-Treasurer. The individual shall cease to be a member of the Academy as of the date such resignation is submitted. Dues paid are not refundable.

c) The Executive Board may recommend expulsion of any member from the Academy who no longer meets membership requirements as stated in Section 2.2 - 2.5 or who is found to be in violation of the Code of Ethics under the rules or order of the Committee of Ethical Practice, regardless of the type of membership. A member who is expelled may file a grievance with Executive Board. The grievance procedure shall be set forth in the rules of the Adademy.

2.9 Rights of Membership

a) All rights are limited to Fellows, Honorary Fellows and Life Members. They include:

1. the right to vote
2. the right to hold elected office
3. the right to chair or co-chair a committee
4. the right to committee membership

b) The membership shall be obligated to:

1. elect the Executive Board
2. approve dues for its Members and Students
3. approve an annual budget for the management of affairs of the Academy
4. hold at least one meeting per year
5. abide by the Code of Ethics

ARTICLE III

MEETINGS

3.1 Time and Location of Meetings The Academy shall hold a Meeting of the general membership at least once a year and at such other times and places as the Executive Board may determine, with written notice to all members at least ten(10) days before each meeting.

3.2 Information Meeting An information meeting for the general membership shall be held during the Annual Meeting of the Academy and at such other times and places as the Executive Board may determine. At each Annual Meeting members shall be informed of all actions taken by the Executive board since the last Annual Meeting of the Academy. The annual budget shall be

presented for the approval by vote of the membership during this meeting.

3.3 Rules of Order All meetings of the Academy and the Executive Board shall be governed by the rules contained in the then current edition of Roberts Rules of Order in all cases in which they are not inconsistent with the other provisions of the Bylaws or standing rules of the Academy.

3.4 Minutes Minutes of all meetings of the Executive Board shall be recorded by the Secretary or designee. They shall be signed by the Secretary or designee (if applicable). They are to be subject to correction at the next meeting of the Executive Board. The minutes are to be kept at the office of the Secretary (or designee), where they may be inspected by any member. Minutes of all meetings shall be distributed to the members of the Executive Board in a timely manner.

#### ARTICLE IV

##### PUBLICATIONS

4.1 Publications The Academy shall publish publications as deemed appropriate and necessary by the Executive Board.

#### ARTICLE V

##### GOVERNANCE OF THE ACADEMY

5.1 Governance The Academy shall be governed by the Executive Board. The Executive Board shall constitute the Board of Directors in accordance with the laws of the State of Maryland. The Executive Board shall be responsible for the executive and managerial affairs of the Academy and shall initiate and establish the policies governing the Academy.

#### ARTICLE VI

##### EXECUTIVE BOARD

6.1 General Powers The executive and general managerial affairs of the Academy shall be executed by the Executive Board, in the interest of the membership.

6.2 Composition The Executive Board shall be composed of eleven (11) Fellows, including the President, President-Elect, Past-President, Secretary, and Treasurer and six (6) Members-at-Large. Each of the members of the Executive Board, except the President, shall have the power to vote on issues to be decided by the Executive Board. Editor(s) of the Academy publication(s) and Chair of the current Annual Meeting shall be ex-officio members of the Executive Board without vote. Assumption of all offices shall occur on January 1.

When a vacancy occurs within the Executive Board, a replacement shall be appointed by the Executive Board, until the next election year, with the exception of vacancy of the office of President, which shall be filled through the succession of the President-Elect, who shall serve for the remainder of the year in addition to the year already slated. The resultant vacancy of the President-Elect shall not be filled until the next election.

(a) President: The President of the Academy shall serve as the chair of the Executive Board and preside over all meetings of the general membership of the Academy. The President shall serve a term of one(1) year as President-Elect before assuming the office of President and a one (1) year term as Past-President upon completion of the term of office as President. The President shall serve

as major spokesperson for the Academy and represent the Academy's interactions with other organizations and the public.

(b) **President-Elect:** The President-Elect shall assist the President and shall perform the duties and responsibilities of the President if the office is vacated or the President is in absentia. Candidates for President-Elect shall be nominated by the Nominations Committee. Upon election by the membership, the President-Elect shall serve a term of one (1) year prior to assuming the office of President.

(c) **Past-President:** The President shall, upon completion of term of office automatically become Past-President for one (1) year ending December 31 of the following year. The Past-President shall serve as Chair of the Nominations Committee and assistant to the President. The Past-President will serve one additional one-year term as Past-President if a vacancy occurs in the office of President which has required the President-Elect to assume the office of President.

(d) **Secretary:** The Secretary, pursuant to the directions of the Executive Board and the President, shall prepare all correspondence and attend to the daily administrative and financial affairs of the Academy. The Secretary shall act as the Secretary at meetings of the general membership and at meetings of the Executive Board. The Secretary may delegate some or all of these responsibilities to other members and/or Academy staff. The Secretary shall be a member elected by the membership for a two (2) year term. If for some reason the Secretary is unable to perform the duties of the office, the Secretary shall be replaced temporarily by a member of the Executive Board designated by the President.

(e) **Treasurer:** The Treasurer, pursuant to the directions of the Executive Board and the President, shall prepare the annual budget of the association and present this budget to the membership during the annual business meeting, shall report the status of all accounts to the MAA Executive Board during Executive Board meetings, shall prepare all necessary documents, in consultation with the MAA accountant, to comply with local, state, and federal law regarding earnings and taxes, shall track moneys associated with MAA business, shall maintain an account separate from MAA general funds for PAC activities, and shall communicate as necessary with the financial institutions holding MAA funds. The Treasurer shall be a member elected by the membership for a two (2) year term. If for some reason the Treasurer is unable to perform the duties of the office, the Treasurer shall be replaced temporarily by a member of the Executive Board designated by the President. Subject to the approval of the Executive Board, the Treasurer may recruit personnel to assist with Academy work.

(f) **Members-at-Large:** Six members-at-large shall serve on the Executive Board. One third of the Members-at-Large shall be elected each year for a term of three (3) years. Candidates for Member-at Large shall be nominated by MAA members. Names should be forwarded to the MAA Nominations Committee.

6.3 **Meetings** At least two meetings of the Executive Board shall be held each year, including at the time of the Annual Meeting and at one other time as determined by the Executive Board. Meetings may be held at other times if requested by the President or at least four members of the Board. The Secretary or other officer performing the Secretary's duties shall give at least twenty-four (24) hours notice of meetings

6.4 **Quorum** At any meeting of the Executive Board, a majority of the Executive Board then in office shall constitute a quorum for the transaction of business.

6.5 **Specific Duties** In additions to its other duties, the Executive Board shall:

(a) grant membership to those applicants whose qualifications, in the Board's judgment, meet the requirements in Article II, Section 2.2 – 2.5.

(b) decide when and where the Annual Academy Meeting shall take place and elect a Program Chair for the meeting. (The Program Chair shall be responsible for organizing and conducting the

programs for the Annual Meeting. The Program Chair may appoint a Program Committee to assist in the performance of these responsibilities.)

- (c) administer Academy funds;
- (d) cause an audit of the financial status of the Academy to be performed biannually, or as otherwise needed, by a bonded and certified public accountant;
- (e) report the results of the annual audit and other activities of the Executive Board in written form to the membership at least once per year;
- (f) transact all such other business in the interest of the membership which may from time to time come before the committee;
- (g) submit to the membership an annual budget;
- (h) appoint a member of the Executive Board, other than the President, to serve as parliamentarian;
- (i) appoint such standing, regular, ad hoc or special committees as are deemed desirable or necessary to carry out the business of the Academy and provide a written charge to each committee.

## ARTICLE VII

### ELECTIONS

7.1 Nominations Committee Members of the Nominations Committee shall be appointed by the Executive Board. The Nominations Committee shall be chaired by the Past-President.

7.2 Nominations A slate of candidates of persons for each election of the Executive Board shall be determined by the Nominations Committee. A call for nominations for the Executive Board shall be emailed sixty (60) days prior to the balloting. The membership status of the nominees shall be screened by the Nominations Committee and a list of candidates for each office shall then be ratified by the Executive Board for presentation to the general membership for election.

7.3 Election Process The name and a brief biographical history of approved candidates shall be sent via an email ballot to the membership prior to the election. Election shall be by a plurality of votes cast. In the case of a tie vote, the Executive Board shall select the winner by secret ballot.

7.4 Ballot Counting The President shall appoint a minimum of (2) persons from the Executive Board to distribute, receive and count the ballots and notify the membership of the election results.

## ARTICLE VIII

### AMENDMENT OF BYLAWS

8.1 Amendment of Bylaws The Bylaws of the Academy may be altered, amended or repealed and new Bylaws adopted by 2/3 (two-thirds) vote of the membership. Amendments may be initiated by any member.

## ARTICLE IX

### RULES

9.1 Rules Rules which are consistent with the Bylaws may be adopted by the Executive Board to govern the activities of the Academy. A grievance procedure shall be included in the rules.

## ARTICLE X

## LIQUIDATION

10.1 Liquidation Upon dissolution of the Academy, the Executive Board shall, after applying or making provisions for the payment of all liabilities of the Academy, dispose of all the Academy's assets exclusively for the purposes of the Academy in such a manner or to such organization or organizations organized or operated exclusively for the charitable, educational or scientific purpose which shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the members of the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of original jurisdiction of the county in which the office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI

### INDEMNIFICATION

11.1 Indemnification Any individual who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that this person is or was serving as an officer of the Academy or member of the Executive Board or is or was serving at the request of the Academy as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy against expenses (including reasonable attorney's fees), judgments, fine and amounts paid in settlement actually and reasonably incurred by this person in connection with such action, suit, or proceeding if the person acted in good faith for the purpose which this person reasonably believed to be in the best interest of the Academy and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this person's conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Maryland.

09/09