

**Council of State
Speech-Language-Hearing
Association Presidents
(CSAP)**

BYLAWS

ARTICLE I - NAME

The name of this 501-C- (6) non-profit organization shall be the Council of State Speech-Language-Hearing Association Presidents, herein also referred to as Council.

ARTICLE II - PURPOSES

The purposes of this Council are to:

- (1) collect and coordinate information exchanged between state speech-language-hearing associations;
- (2) promote communication of professional matters between state and national speech-language-hearing associations;
- (3) promote communication of professional matters between state speech-language-hearing associations and related professional organizations;
- (4) advocate for the collective interests of state speech-language-hearing associations; and
- (5) serve as a liaison to the American Speech-Language-Hearing Association (ASHA) on behalf of state associations, both collectively and individually, on matters of mutual interest.

ARTICLE III - MEMBERSHIP

Section 1

Eligibility

State speech-language-hearing associations (SSHAs) who are recognized as the primary association representing these interests in each state, as well as the District of Columbia and Overseas, shall be eligible for membership in CSAP. In the event where there are multiple associations, the ASHA Recognized SSHA will be selected as the association who is eligible for membership in the Council.

Upon payment of annual dues, a duly organized state speech-language-hearing association will become a member of the Council. Participation in the Council shall be open to the following representatives from each member state: President; President-Elect; Immediate Past President; or official designee. Herein "member state(s)" will refer to the state associations that are members

of the Council, and "representative(s)" will refer to the individuals from each of the member states.

Section 2

Termination of Membership

A state whose dues are in arrears according to ARTICLE III, Section 4-b shall be automatically dropped from membership. Membership reinstatement shall entail payment of current dues.

Section 3

Privileges

Each member state may cast one vote on matters which require voting on the part of the council. Representatives of member states may also hold office, as defined by ARTICLE VI, and otherwise fully participate in the activities of the Council. Action by the Council shall not be construed as binding on the individual state speech-language-hearing associations.

Section 4

Dues

- a. The dues of this association shall be recommended by the Executive Board and approved by a simple majority of the members voting.
- b. Dues are payable January 1 of each year. Dues are in arrears if they are not paid by the first Council meeting of the calendar year.

Section 5

Association Calendar

- a. The membership year shall be from January 1 to December 31.
- b. The fiscal year shall be from January 1 to December 31.

ARTICLE IV - EXECUTIVE BOARD

Section 1

Designations

The Executive Board shall be comprised of the elected officers and two appointed officers. Elected officers shall have voting privileges. Appointed officers shall serve in a non-voting capacity.

Section 2

Meetings

The Executive Board shall meet prior to each meeting of the Council.

Section 3

Quorum

The Executive Board shall not conduct official business unless a majority of the voting Executive Board members are in attendance. Emergent issues or problems which need action between board meetings may be resolved by phone, mail, or electronic device voting. Response by 80% of the members of the Executive Board is required for phone, mail, or electronic device voting results to be official.

Section 4 ***Powers and Duties***

The Executive Board shall:

- a. have general administrative responsibility for the affairs of the Council between business meetings, make recommendations for specific action to the Council, and perform such other duties as are specified in these bylaws;
- b. operate in accordance with policies established by the Council and the bylaws;
- c. have discretion in the disbursement of funds under the policies established by the Council;
- d. report actions twice yearly to the Council concerning work completed during the year,
- e. have the power to take action on issues which emerge between Council meetings as though such actions were taken by the Council. Any such action must be presented at the next Council meeting for Council information and be entered into the official minutes.

Section 5 ***Liability***

No member of the Executive Board of this association shall be personally liable to this association, or to any member state, or representative, for breach of any duty owed to the association or its members, provided however, that this provision does not relieve an Executive Board member from liability based upon acts that were not performed in good faith or those which involved a knowing violation of law, or if the act resulted in receipt by the person of an improper personal benefit.

ARTICLE V - OFFICERS

Section 1 ***Designations***

The elected officers of this Council shall be President, President-Elect, Treasurer, Secretary, and Past President. The appointed officers of this Council shall be the Commissioner on Communications and Technology and the Commissioner on Issues and Planning.

Section 2 ***Duties***

- a. The President shall be the chief executive of the Council. It shall be the duty of the President to preside at all meetings of the Council, and to appoint the Commissioners, and Committee Chairpersons, required to implement the purpose of the Council and to promote the common interest of the Council as directed by the voting membership. The President shall have direct responsibility for organizing the board and conference meetings of the Council. The President shall have direct responsibility for oversight of the local arrangements committees that are arranging conferences during the President's term of office. The President shall also sit as a member of the ASHA-CSAP Joint Committee on State-National Association Relationships.
- b. The President-Elect shall, at the direction of the President and/or the Council, assist with the duties to promote the common interest of the Council and furthermore assist the President with Committee supervision and Committee chair appointments. The President-Elect shall assume the office of the President following a one-year term as President-Elect. The President-Elect shall have direct responsibility for oversight of the local arrangements committees, which are arranging conferences during the President-Elect's term as president, as well as of the Time and Place Committee. The President-Elect shall also sit as a member of the ASHA-CSAP Joint Committee on State-National Association Relationships.
- c. The Treasurer shall be entrusted with oversight of the collection and safeguarding of the Council's funds. The Treasurer shall work with the association management firm to oversee expenditures, reimbursements and investments of the Council. The Treasurer shall oversee the CSAP Sponsorship Program, including the solicitation of funds, and communications with potential sponsors. The Treasurer shall be authorized to draw money from the Council's funds to make expenditures. The Treasurer shall submit an itemized financial report at the semiannual meetings or at any called meeting. The Treasurer shall work with a subcommittee of the President, President-Elect and Past President in order to prepare and submit a proposed budget for the following year at each fall meeting. The accounts shall be subject to an annual audit by the Executive Board or its designees.
- d. The Secretary shall be responsible for the minutes of all meetings of the Executive Board and Council. The Secretary shall be responsible for providing guidance to the Executive Board and Council regarding Robert's Rules of Order, and for monitoring and updating the Council bylaws and operating procedures.
- e. The Past President shall have direct oversight of the Nominations Committee. The Past President shall also sit as a member of the ASHA-CSAP Joint Committee on State-National Association Relationships.

- f. The Commissioner on Communications and Technology shall be responsible for oversight of the CSAP website and electronic distribution list, and will plan, coordinate, and/or implement opportunities for leaders of state speech-language-hearing associations to exchange current information in a timely manner, and to provide a dynamic, interactive forum for collaboration and networking among these leaders, using tools such as the CSAP website, electronic distribution list, and other technological vehicles that will emerge in the future.
- g. The Commissioner on Issues and Planning shall be responsible for educational activities of the Council, monitoring the strategic plan, and coordinating with the rest of the executive board on emerging issues impacting the membership of the Council.

Section 3

Vacancies

- a. If a vacancy occurs in the office of President during the first 6 months of the President's term, the Past President shall assume the responsibilities of the President and shall serve until after the spring meeting, at which time the President-Elect shall assume the responsibilities of the President.
- b. If a vacancy occurs in the office of President-Elect, a special election will be held for the purpose of filling the office for the balance of the term.
- c. If a vacancy occurs in the office of Secretary or Treasurer within the first year of the term of office, a special election will be held. If the vacancy occurs during the second year of the term of office, the President with 2/3 affirmative vote of the Executive Board, shall appoint a member to serve the unexpired term of office.
- d. If a vacancy occurs in the offices of the Commissioners, the President may appoint someone to fill the position. If the remaining balance of the term of office is less than 6 months, the President may choose to leave the position vacant.

ARTICLE VI - ELECTIONS

Section 1

Terms of Office

The individual elected to the position of President-Elect will serve in that position for one year, and then rotate to the position of President for the following year, and then rotate to the position of Past-President the following year.

The terms of office shall be as follows:

President	1 year
President-Elect	1 year
Treasurer	2 years, elected in odd numbered years
Past President	1 year
Secretary	2 year, elected in even numbered years

Members may not hold an office for more than one term.

Section 2

Guidelines for Eligibility for Nomination to an Office

- a. All Presidents, Presidents-Elect and immediate Past Presidents of member state speech-language-hearing associations are eligible to be nominated for Council offices. Individuals must be in their term of office as President-Elect, President or Past President during the CSAP calendar year (referred to in Article III, Section 5) in which nominations are sought.
- b. All Council representatives accepting a nomination for a term of office shall be familiar with the duties of the office for which they accept the nomination and agree to carry out those prescribed duties if elected to the office.
- c. Members of the Nominating Committee are not eligible for nomination.

Section 3

Procedures of Election

The nominating committee shall solicit nominations for open offices from among the eligible members of the Council by June 15. The nominating committee shall prepare a slate of nominees. Every effort shall be made to present a representative slate of nominees with consideration given to demographic variables. A six-week voting period will be scheduled. Ballots shall be returned to the Chair of the Nominating Committee. A ballot containing all nominees for open offices will be either mailed or sent electronically to each member state by September 1. It is the responsibility of the chairperson of the nominating committee to immediately inform the President of the results of the election. It is the responsibility of the President to inform the nominees and all representatives of the Council of the results. Terms of the newly elected officers begin January 1 of the following year.

ARTICLE VII - MEETINGS

Section 1

Time

The Council shall meet semi-annually, with other meetings to be called as the officers of the Council deem necessary. A spring meeting shall be held during some portion of the third weekend in May and a fall meeting shall be held in conjunction with the annual convention of the American Speech-Language-Hearing Association (ASHA).

Section 2

Business Meetings

The Council shall hold an official business meeting twice per year in order to consider financial, administrative and policy issues.

ARTICLE VIII - STANDING COMMITTEES

Section 1

Standing Committees

The regular continuing business of the Council shall be conducted by the following standing committees:

- a. Committee on Nominations, whose function is the preparation of nominations of all officers.
- b. Committee on Time and Place, whose purposes are to review proposals for future meeting sites and to make recommendations to the Council for future meeting sites.
- c. Committee(s) on Local Arrangement(s), whose purpose is to assist the President and the CSAP Office with meeting facility arrangements and amenities. There shall be separate committees for fall and spring meeting. The president shall work in conjunction with the hosting state association regarding the appointment of the local arrangements committee.
- d. Committee on Honors, whose purpose is to recognize individuals who have made outstanding contributions to the profession of speech-language pathology or audiology.

Section 2

Special and Ad Hoc Committees and Task Forces

The President may appoint special and ad hoc committees and task forces to carry out specific functions not provided for in the standing committees.

ARTICLE IX - DISCRIMINATION

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

ARTICLE X - DISSOLUTION

If the Council of State Speech-Language-Hearing Association Presidents is dissolved, any assets remaining after all debts have been fully satisfied shall be donated to the American Speech-Language-Hearing Foundation.

ARTICLE XI AMENDMENTS AND SPECIAL RULES

Section 1

Amendments

Amendments to these bylaws may be initiated by the whole Council, by any one member of states of the Council, or by the Executive Board, to be presented for discussion at the semiannual meeting. Each proposed amendment will be submitted separately for adoption by the Council with 2/3 of the voting membership required for adoption. The proposed amendments shall be announced to each member in writing at least 30 days prior to such a meeting.

Bylaws adopted: May 20-22, 1983
Bylaws amended: November 17, 1983
Bylaws amended: November 21, 1983
Bylaws amended: May 9-10, 1987
Bylaws amended: November 12, 1987
Bylaws amended: May 14, 1988
Bylaws amended: November 17, 1988
Bylaws amended: May 14, 1989
Bylaws amended: November 15, 1990

Bylaws amended: November 21, 1991
Bylaws amended: May 9, 1992
Bylaws amended: November 19, 1992
Bylaws amended: May 8, 1993
Bylaws amended: May 7, 1994
Bylaws amended: May 15, 1999
Bylaws amended: November 20, 2002
Bylaws amended: November 12, 2003
Bylaws amended: November 17, 2005
Bylaws amended: May 16, 2009
Bylaws amended: November 16, 2011