

ARTICLE I

Name and Offices

The name of the organization shall be the **Academy of Doctors of Audiology** (hereafter referred to as **ADA**). The ADA shall maintain a registered office in Pennsylvania and a registered agent at such office. The ADA may have other offices either in or out of Pennsylvania.

ARTICLE II

Mission and Objectives

Section 1. Mission - The Academy of Doctors of Audiology is dedicated to leadership in advancing practitioner excellence, high ethical standards, professional autonomy, hearing and balance care technology, and sound business practices in the provision of quality audiological care.

Section 2. Objectives

- 2.1 Foster the autonomous practice of audiology by Doctors of Audiology.
- 2.2 Support research that advances the contemporary practice of audiology.
- 2.3 Work with individuals and organizations to improve the quality and availability of audiological services.
- 2.4 Promote the benefits of the autonomous practice of audiology to Doctors of Audiology, the public, academic institutions, legislators, governmental agencies, and other interested parties.
- 2.5 Promote the Doctor of Audiology (Au.D.) as the recognized professional degree to enter the practice of audiology.
- 2.6 Provide business and professional resources for Doctors of Audiology to assist them in the development and maintenance of their autonomous practices.
- 2.7 Promote Doctors of Audiology as the professionals most qualified to provide hearing and balance care to the general public.
- 2.8 Provide members with professional training, continuing education and networking opportunities.

ARTICLE III

Members

Section 1. Classes of Members - The ADA shall have five classes of members: Fellow, Associate, Student, Honorary and Life. The designation of such classes and the qualifications for membership in each class shall be as follows:

- 1.1 **Fellow**– Are voting members of the ADA, and shall be open to any individual with an earned degree in audiology who agrees to be bound by the ADA Code of Ethics, and who meets at least one of the criteria below:
 - 1.1.1 Holds the Au.D. degree from a regionally accredited educational institution;
 - 1.1.2 Is enrolled in an Au.D. degree program at a regionally accredited educational institution prior to December 31, 2007; or,
 - 1.1.3 Was a Fellow of the ADA prior to January 1, 2001, regardless of academic degree;

- 1.2 **Associate** - Shall be open to any individual who possesses a graduate degree in audiology or an allied profession and who supports the activities and goals of the ADA, but who does not meet any of the membership criteria for Fellowship in Article III, Section 1.1.
 - 1.2.1 Associate members shall have the rights and privileges of Fellows, except that Associate members may not vote in ADA matters; may not chair committees; may not hold elective office; and may not use the ADA name and/or logo in any form of advertisement or other commercial purpose.

- 1.3 **Student** - Shall be open to any individual who does not possess an earned degree in audiology, who is currently enrolled full time in an Au.D. degree program at a regionally accredited educational institution, and who supports the activities and goals of the ADA.
 - 1.3.1 Student members shall have such privileges, benefits, and obligations as the Board of Directors (hereafter referred to as the BOD) establishes from time to time, but shall not be able to vote, hold elective office in ADA, or represent their membership in ADA as an indication of professional competence.

- 1.4 **Honorary** - Honorary membership will be reserved for those individuals whom the Board deems qualified to receive special consideration for membership, whether or not the individual qualifies for membership under one of the categories specified by the bylaws. Honorary members may not vote in ADA matters; may not chair committees; may not hold elective office; and may not use the ADA name and/or logo in any form of advertisement or other commercial purpose.
- 1.5 **Life** - Life membership will be reserved for those Fellow members whom the Board deems qualified to receive special consideration for life membership. Life members are voting members of the ADA with all the rights and privileges of Fellow members.
- 1.6 Membership may not be suspended or terminated except as provided for in Article III, Section 4.

Section 2. Application for Membership –

- 2.1 The BOD shall establish membership application procedures and protocols that shall be administered by the executive staff of ADA.
- 2.2 Applicants shall submit an approved application form with dues and fees before the application may be processed.

Section 3. Voting Rights - Each Fellow and Life Member shall be entitled to vote on each matter submitted to a vote of the membership.

Section 4. Suspension and Termination –

- 4.1 The Board of Directors may, by affirmative vote of two-thirds of all the directors, censure, suspend or expel a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The Board may, by a majority vote of the directors present at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership.
 - 4.1.1 Sufficient cause for such action shall be violation of the Bylaws or any lawful rule or practice duly adopted by ADA or any conduct prejudicial to its interests, including a violation of ADA's Code of Ethics.
 - 4.1.2 The BOD may suspend or terminate any member who shall be in default in the payment of dues.

- Section 5. Resignation - any member may resign by filing a written resignation with the ADA executive staff or BOD, but such resignation shall not relieve the resigning member of the obligation to pay any accrued or unpaid dues, assessments or other charges.
- Section 6. Reinstatement - Upon written request signed by a former member and filed with the ADA executive staff or BOD, the BOD may reinstate such former member to membership.
- Section 7. Transfer of Membership - Membership in ADA is neither transferable nor assignable to any other individual in any capacity.

ARTICLE IV

Membership Meetings

- Section 1. Annual Meeting - At least one annual meeting of the members shall be held at the annual conference, the time, date, and place of which will be fixed by the BOD.
- Section 2. Special Meetings - Special meetings of the members may be called by a majority of the BOD or not less than two-fifths of the Fellows of ADA.
- Section 3. Notice of Meetings –
- 3.1 Written notice stating the time, date, and place of the annual meeting of members shall be delivered to each member not less than sixty (60) days before the date of such meeting.
 - 3.2 In the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, written notice shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of such meeting.
 - 3.3 In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.
 - 3.4 If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member's last address as it appears on the records of ADA, with postage prepaid.
- Section 4. Quorum: A minimum of ten percent (10%) of the total voting members of the ADA present in person at any Annual or Special Meeting of the Membership shall constitute a quorum for the transaction of official ADA business.

Section 5. Attendance by Telephone -

- 5.1 Members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; and such participation in a meeting shall constitute presence in person at the meeting.
- 5.2 Expense for such teleconference attendance shall be the responsibility of the member(s) requiring such special service.

Section 6. Manner of Action – The act of a majority of the voting members present at any Annual or Special Meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Section 7. Approval of Minutes - The members present at each membership meeting shall consider for approval the minutes of the immediate preceding membership meeting.

ARTICLE V

Board of Directors

Section 1. Composition and Election - The BOD shall consist of eight directors: the President, President-Elect, Treasurer, Secretary, Immediate Past-President, and three Directors-at-Large.

Section 2 Officers

- 2.1 The elected officers of ADA shall be President-Elect, Treasurer and Secretary.
 - 2.1.1 The President-Elect shall be elected annually in the manner specified in Article VII of these Bylaws.
 - 2.1.2 Each year the current President-Elect will succeed to the office of President for a one-year term.
 - 2.1.3 Each year the current President will succeed to the position of Immediate Past President for a one year term.
 - 2.1.4 All Directors who are qualified according to the By-laws of ADA may stand for election to the positions of Secretary or Treasurer of ADA.
 - 2.1.4.1 Election of the Secretary and Treasurer by the BOD will occur at the first BOD meeting after the election of the new Directors each year.

2.1.4.2 The President of the Board will manage the election of the Secretary and Treasurer by the BOD.

- 2.2 Each elected officer shall take office at the conclusion of the annual meeting.
- 2.3. The Treasurer and Secretary shall be eligible for re-election by the BOD.
- 2.4 The President-Elect shall be eligible for re-election by the membership after the cycle of succession to President and Immediate Past President has been completed.

Section 3. Directors

- 3.1 The five (5) Directors, of whom three (3) shall remain Directors-at-Large, shall be elected to staggered three-year terms in the manner specified in Article VII of these Bylaws.
- 3.2 Directors other than the President-Elect, President and Immediate Past President shall be eligible for re-election.
 - 3.2.1 The President-Elect shall be eligible for re-election under the terms of Article V, Section 2.4.

Section 4. Duties.

4.1 President

- 4.1.1 The President shall communicate matters to promote the welfare and increase the usefulness of ADA directly to the membership and the BOD at any lawful meeting of ADA or at such times as is deemed proper.
- 4.1.2 The President shall perform all other duties that are necessarily incident to the office or as may be delegated by the BOD.
- 4.1.3 The President shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization

4.2 President-Elect

- 4.2.1 The President-Elect shall serve to assure continuity and the benefit of experienced leadership for ADA. Upon completing this term of office, the President-Elect shall succeed to the office of President.

- 4.2.2 During this term of office, the President-Elect will assist the President in performing whatever duties may be assigned.
- 4.2.3 If the President is unable to perform the duties of the office, the BOD may delegate those to the President-Elect.
- 4.2.4 The President-Elect shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization

4.3 Treasurer

- 4.3.1 The Treasurer shall oversee the accounting of all monies received and expended as authorized by the BOD, and as implemented by Executive Staff.
- 4.3.2 The Treasurer shall submit to the BOD a proposed budget for each upcoming fiscal year. The budget must be approved by a majority vote of the BOD.
- 4.3.3 The Treasurer shall report about the financial status of ADA to the membership at the annual meeting.
- 4.3.4 The Treasurer shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization

4.4 Secretary

- 4.4.1 The Secretary shall ensure that the Executive Staff gives written notice of all meetings to the membership.
- 4.4.2 The Secretary shall ensure that the Executive Staff takes minutes at meetings of the membership and the BOD, and that it reports all important correspondence to the BOD. The Secretary shall review all such minutes for completeness.
- 4.4.3 The Secretary shall ensure that the Executive Staff keeps a roster of all members of ADA and of the standing committees.
- 4.4.4 The Secretary shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization

4.5 Directors-At-Large

- 4.5.1 Directors-at-Large will serve as a liaison between the Board and membership-at-large and will be available to respond to member inquiries.
- 4.5.2 The Directors-at-Large shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.

Section 5. Executive Staff.

- 5.1 The BOD may employ or appoint an executive, and other agents as necessary, to manage the affairs of ADA on such terms as the BOD determines. The executive and any agents who have fiscal responsibility shall be bonded.

Section 6. General Powers of the BOD.

- 6.1 Supervise and control the affairs of ADA.
- 6.2 Determine ADA policies within the limits of the Bylaws.
- 6.3 Actively pursue objectives, and have discretion in the disbursement of ADA funds.
- 6.4 Set annual dues and establish fees for meetings, products, and services.

Section 7. Meetings of the BOD –

- 7.1 The BOD shall have a regular meeting at the time and place of the annual meetings.
- 7.2 The BOD may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.
- 7.3 Special meetings of the BOD may be called by the President or any three directors, and the person[s] calling a special meeting of the BOD shall fix the time and place of any such meeting.

Section 8. Notice –

- 8.1 Notice of any meeting of the BOD shall be given at least fourteen (14) days previous thereto by written, fax or electronic notice to each director at the email or postal address or fax number shown for each director on the records of ADA.
- 8.2 Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid, or by the Sent date on an email notice. If notice shall be given by facsimile, such notice shall be deemed to be delivered when the fax has been sent by the executive staff or by the President.
- 8.3 Notice of any special meeting of the BOD will be waived if the person or persons entitled to such notice sign a waiver. Such waiver may be signed either before or after the time of the meeting.
- 8.4 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the BOD need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum –

- 9.1 At all meetings of the BOD a majority of the total number of directors shall constitute a quorum for the transaction of business.
- 9.2 If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 10. Manner of Action - The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the BOD, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Section 11. Action Without Meeting - Any action required to be taken at a meeting of the BOD, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

Section 12. Absences - Any member of the BOD unable to attend a meeting shall communicate to the President and executive staff, stating the reason for the absence.

If a director is absent from two (2) consecutive meetings for reasons that the BOD has failed to find sufficient, his or her resignation may be deemed to have been tendered and accepted.

Section 13. Attendance by Telephone - Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Compensation - Directors shall not receive any salaries for their services.

- 14.1 Expenses for attendance, if any, may be paid for each regular or special meeting of the BOD.
- 14.2 Nothing herein contained shall be construed to preclude any director from serving ADA in any other capacity and receiving reasonable compensation.

Section 15. Vacancies and Removal –

- 15.1 Vacancies - When vacancies in the offices of Immediate Past President, President-Elect, Secretary, Treasurer, or Director-at-Large occur, the President may appoint an individual (s) to fill the vacancies for the unexpired term with the approval of the BOD. If the vacancy

is in the President position, the President-Elect will fill the position. The appointed Board member shall be seated at the next regular board meeting, and will fill the position only until the expiration of the term of the person he/she replaces. The appointed Board member may be eligible to be nominated for election at the next regular election if the Board member meets all requirements to be a member of the Board.

15.2 Removal – The BOD may vote to remove any Board member for cause by a 2/3 vote of the Board members present at an official meeting of the BOD

15.2.1 Causes for removal can be, but are not limited to: negligence of Board duties and responsibilities; failure to attend Board meetings regularly; illegal activity as a member of the BOD; or acting in any manner detrimental to ADA.

ARTICLE VI

Committees

Section 1. Creation of Committees - The BOD, except as provided in Article VII, may create one (1) or more committees consisting of one or more directors.

Section 2. Manner of Acting -

- 2.1 Each committee shall act in accordance with the purpose for creating such committee.
- 2.2 Except as limited by law, the Articles of Incorporation, or these Bylaws, each committee shall have and exercise the authority granted by its creation.
- 2.3 The designation of such committees and the delegation thereto of authority shall not relieve the BOD, or any individual director, of a responsibility imposed upon it, him, or her by law.

ARTICLE VII

Nominations and Elections

Section 1. Nominating Committee

- 1.1 The BOD shall appoint a Nominating Committee of three (3) members to nominate candidates for Directors whose terms are expiring at the next annual meeting (with the exception of the current

President and Immediate Past-President). One of the committee members shall be the Immediate Past President, who will serve as chair.

- 1.2 The Committee shall notify the Secretary or Executive Staff in writing at least one hundred fifty (150) days before the date of the annual meeting of the membership of the names of the candidates that it proposes.
 - 1.2.1 The Secretary or Executive Staff shall mail a list of the proposed candidates to the last recorded address of each Fellow and Life Member at least one hundred thirty-five (135) days before the annual meeting, along with a statement of the procedure for independent nominations as set forth in Article VII Section 2 of these Bylaws.
 - 1.2.2 The Secretary or Executive Staff shall mail a ballot of all candidates to the last recorded address of each voting member at least ninety (90) days prior to the annual meeting of ADA.
- 1.3 The marked ballots must be returned to the Secretary or Executive Staff at least forty-five (45) days prior to the annual meeting of ADA in order to be counted as a vote.
- 1.4 Any candidate for a position who receives a majority vote of the Fellows voting will be considered to have been elected to that position.
- 1.5 Results of this election will be announced at the annual meeting.

Section 2. Independent Nominations - Fellows or Life Members may submit independent nominations by mail by submitting the name(s) of nominees to the Chair of the Nominating Committee one hundred five (105) days in advance of the annual meeting. The Chair shall confirm that any Fellow or Life Member so nominated is willing and able to serve if elected.

Section 3. Eligibility – Only Fellow or Life Members are eligible to hold elective office in the ADA.

ARTICLE VIII

General Provisions

Section 1. The BOD must authorize any officer(s) or agent(s) of ADA to enter into any contract or execute and deliver any instrument in the name of and on behalf of ADA before such contract or instrument can be executed. Such authority may be general or confined to specific instances.

- Section 2. Checks, Drafts, Etc. -
- 2.1 All funds of ADA shall be deposited or invested from time to time to the credit of ADA in such banks, trust companies, or other depositories as the BOD may select per written Board policies.
 - 2.2 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ADA shall be signed by such officer(s) or agent(s) of ADA and in such manner as shall from time to time, be determined by resolution of the BOD.
 - 2.3 In the absence of such determination by the BOD, such instruments shall be signed by the Treasurer and countersigned by the President of ADA.
- Section 3. Fiscal Year - The fiscal year of ADA shall be January 1 to December 31.
- Section 4. Delivery of Notice - Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.
- Section 5. Waiver of Notice - Whenever any notice is required to be given under law, the Articles of Incorporation or the Bylaws of ADA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
- Section 6. Seal - ADA shall have a seal of such design as the BOD may adopt.
- Section 7. Official Authority - The official authority on all matters of parliamentary procedure not specifically stated in the Bylaws shall be the latest edition of Robert's Rules of Order, Newly Revised.

ARTICLE IX

Amendments

These Bylaws may be amended, in whole or in part, by a two-thirds (2/3) vote of the Fellows and Life Members present at any duly organized meeting of ADA provided that a copy of any amendment proposed for consideration shall be mailed by the Executive Staff to the last recorded address of each Fellow and Life Member at least thirty (30) days prior to the date of the meeting. All proposed amendments shall be submitted to BOD no less than ninety (90) days prior to any duly scheduled meeting at which the proposed amendment will be presented to membership in attendance with recommendations from the BOD. The effective date of any proposed amendment shall be specified within that amendment.