

# **BYLAWS OF THE ACADEMY OF DOCTORS OF AUDIOLOGY**

## **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 agent in Pennsylvania. The ADA may have other offices either in or out of Pennsylvania.

## **ARTICLE II: Mission and Objectives**

### **Section 1. Mission**

The ADA 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 audiologic 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 audiologic services.
- 2.4** Promote the benefits of the autonomous practice of audiology to Doctors of Audiology, the public, academic institutions, students, legislators, governmental agencies, and other interested parties.
- 2.5** Promote the Doctor of Audiology (Au.D.) degree 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 six classes of members: Regular, Associate, Student, Honorary, Life, and Audiologist Assistant. The designation of such classes and the qualifications for membership in each class shall be as follows:

- 1.1 Regular** – 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
  - 1.1.1** Holds a Doctor of Audiology (Au.D.) degree, or another degree from an accredited educational institution that would make the individual eligible for state licensure as an audiologist.
- 1.2 Associate** – Shall be open to any individual who supports the activities and goals of the ADA, but who does not meet any of the membership criteria for Article III, Sections 1.1, 1.3, 1.4, 1.5, or 1.6.
  - 1.2.1** Associate members shall have the rights and privileges of Regular members, 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 undergraduate program or 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 BOD 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 Regular members whom the BOD deems qualified to receive special consideration for life membership. Life members are voting members of the ADA with all the rights and privileges of Regular members.
- 1.6 Audiologist Assistant** – Shall be open to any individual who provides services under the supervision of a licensed audiologist in accordance with applicable state or federal laws, is not licensed, registered, or certified in any other profession or field and does not meet any of the other membership criteria in Article III, Section 1.

- 1.6.1** Audiologist Assistant members shall have the rights and privileges of Regular members, except that Audiologist Assistant members may not vote in ADA matters; may not chair committees other than Audiologist Assistant 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.

## **Section 2. Application for Membership**

- 2.1** The BOD shall establish membership application procedures and protocols that shall be administered by the Executive Director of ADA.

## **Section 3. Voting Rights**

Each Regular and Life Member shall be entitled to vote on each matter submitted to a vote of the membership. Proxy voting shall not be permitted.

## **Section 4. Censure, Suspension and Expulsion**

- 4.1** The BOD 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 BOD.
- 4.1.1** “Cause” may be any action or inaction by the member that demonstrates to the satisfaction of the requisite number of Directors that the censure of the member or the suspension or expulsion of the member from ADA will be in the best interests of ADA.
- 4.1.2** The Executive Director shall suspend any member who is in default in the payment of dues. Membership shall be restored upon the payment of all dues that are owed.

## **Section 5. Resignation**

Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the resigning member of the obligation to pay any accrued or unpaid dues, assessments, or other charges. Membership shall be restored upon the payment of all dues that are owed.

## **Section 6. Reinstatement**

Upon written request filed with the Executive Director, the BOD may reinstate a member who has been suspended or expelled by the BOD to membership, if a majority of all the Directors determines that it will be in the best interests of ADA to do so.

## **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. The annual meeting may be conducted in-person and/or through one or more means of remote communication as described in Section 5.

### **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 ADA Regular members. A meeting request by Regular members shall be submitted in writing to the Executive Director.

### **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** Written notice stating the time, date, and place of a special meeting of members shall be delivered to each member 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 in the case of the annual meeting if a merger, consolidation, dissolution or sale, lease or exchange of assets is to be considered, or when otherwise required by law or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice, but any business that the members may conduct may also be conducted at such a special or annual meeting if there is a quorum.
- 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. Notice may also be given by any other method that sends a writing, provides a record of transmission and failure of delivery and is reasonably calculated to reach the member promptly. Such methods include but are not limited to overnight delivery, email or fax to the last such address or number provided by the member. Such notice shall be deemed delivered upon giving it to an established overnight delivery service

or upon electronic transmission, provided that no failure of delivery notification is received by the sender.

#### **Section 4. Quorum**

A minimum of ten percent (10%) of the total voting members of the ADA, present in person or by electronic communication method as set forth below, at any annual or special meeting of the members shall constitute a quorum for the transaction of business. No such meeting lacking a quorum may be adjourned to another time, date, or location by those present and must be declared closed.

#### **Section 5. Attendance by Electronic Communication Method**

- 5.1** Members may participate in any meeting through the use of a conference telephone, web meeting service or similar method by means of which all persons participating in the meeting can hear or otherwise communicate with each other and transmit votes; and such participation in a meeting shall constitute presence in person at the meeting.
- 5.2** Expense for such electronic attendance shall be the responsibility of the member(s) wishing to attend that way, unless the BOD determines otherwise.
- 5.3** Voting on any motion may be left open to a date and time certain after a meeting is otherwise adjourned, to allow votes on the motion to be transmitted by members electronically, whether or not they were present at the meeting. The chair of the meeting may rule that voting will be left open or a majority of the members present at the meeting may require that voting be left open, by motion to be voted on at that time and only by the members present. The results of the voting on any such motion shall promptly be communicated to the members in the same manner as for the giving of notice of meetings.

#### **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 law.

### **ARTICLE V: Board of Directors and Officers**

#### **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 officers of ADA shall be the President, President-Elect, Immediate Past-President, Treasurer and Secretary.

**2.1.1** The President-Elect shall be elected by the members 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. If the office of President-Elect is held by appointment at the time of the annual election, that person shall not succeed to the office of President and a new President shall also then be elected by the members. The appointed President-Elect is eligible to be elected President or President-Elect, as well as to the position of Director-at-Large.

**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-at-Large may stand for election by the BOD to the positions of Secretary or Treasurer.

**2.1.4.1** Election of the Secretary and Treasurer by the BOD will occur at the first BOD meeting after the induction of the new Directors each year. The Secretary and Treasurer shall take office upon election and their terms shall continue until their successors take office.

**2.2** The President, President-Elect, Immediate Past-President and newly elected Directors-at-Large shall take office on the first day of January following the annual meeting at which the new President-Elect and Directors-at-Large were elected and their terms shall continue until their successors take office.

**2.3** The Treasurer and Secretary shall be eligible for re-election by the BOD. If a Treasurer or Secretary is not re-elected and the term for which the person was elected a Director-at-Large has not expired, the person shall serve the remainder of that term.

## **Section 3. Directors-at-Large**

**3.1** The five Directors-at-Large shall be elected to staggered three-year terms in the manner specified in Article VII of these Bylaws.

**3.2** Directors-at-Large shall be eligible for re-election. The Secretary and Treasurer shall be eligible for re-election as Directors-at-Large.

## **Section 4. Duties**

### **4.1 President**

- 4.1.1** The President will be the principal volunteer officer of ADA and will preside at all meetings of the members and of the BOD, will be a voting, ex-officio member of all committees, will have the power, if so authorized by resolution of the BOD, to direct the Executive Director, may execute all authorized deeds, mortgages, contracts and other obligations in the name of ADA and will have such other authority and will perform such other duties as may be determined by the BOD from time to time, as are necessarily incident to the office, or as prescribed by the parliamentary authority adopted by ADA.
- 4.1.2** The President shall communicate matters to promote the welfare and increase the usefulness of ADA directly to the membership and the BOD as the President considers appropriate.

### **4.2 President-Elect and Immediate Past-President**

- 4.2.1** The President-Elect and Immediate Past-President shall serve to assure continuity and the benefit of experienced leadership for ADA.
- 4.2.2** Upon completing that term of office, the President-Elect shall succeed to the office of President.
- 4.2.3** During their terms of office, the President-Elect and Immediate Past-President will assist the President in performing whatever duties may be assigned and will have such other authority and will perform such other duties as may be determined by the BOD from time to time, as are necessarily incident to the offices, or as prescribed for vice-presidents by the parliamentary authority adopted by ADA.
- 4.2.4** If the President is unable to perform the duties of the office, the President-Elect shall perform those duties. If the President-Elect is unable to perform those duties, the Immediate Past-President shall do so.

### **4.3 Treasurer**

- 4.3.1** The Treasurer will cause to be kept, under the Treasurer's ultimate supervision, accurate financial accounts and will hold the same open for inspection and examination by the Directors, will prepare or cause to be prepared a full report concerning the finances of ADA to be presented to the membership at each annual meeting, may execute Instruments as defined in Section 2.2 of Article VIII and will have such authority and will perform such other duties as are necessarily incident to the office, as may be determined by the BOD from time to time or as prescribed by the parliamentary authority adopted by ADA.

**4.3.2** The Treasurer shall oversee the accounting of all monies received and expended as authorized by the BOD, and as implemented by the Executive Staff. The Treasurer will have ultimate responsibility for ensuring completion of the annual audit, if one is conducted.

**4.3.3** 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 a quorum of the BOD.

#### **4.4 Secretary**

**4.4.1** The Secretary will be ultimately responsible for the keeping of the minutes of meetings of the BOD and the members and the books and records of ADA. The Secretary will cause to be kept such books and records as may be required by law and by the BOD, will cause the Executive Staff to take minutes of meetings of the membership and the BOD and to give notices of the meetings of the BOD and members as required by law and these Bylaws, and will have such authority and will perform such other duties as may be determined by the BOD from time to time, as are necessarily incident to the office, or as prescribed by the parliamentary authority adopted by ADA.

**4.4.2** The Secretary shall review and shall ensure that the Executive Staff provides to the Secretary and reports all important correspondence to the BOD. The Secretary shall review all minutes for accuracy and completeness before their submission for approval.

**4.4.3** The Secretary shall ensure that the Executive Staff keeps a roster of all members of ADA and of the standing committees.

#### **4.5 Directors-At-Large**

**4.5.1** Directors-at-Large will serve as a liaison between the BOD and the members and will be available to respond to member inquiries.

**4.5.2** The Directors-at-Large will have such authority and will perform such other duties as may be determined by the BOD from time to time, as are necessarily incident to the office, or as prescribed by the parliamentary authority adopted by ADA.

### **Section 5. Executive Director and Staff**

**5.1** The BOD shall employ or appoint an Executive Director and other agents as necessary, to conduct the affairs of ADA on such terms as the BOD determines. The BOD may contract for the services of the Executive Director and other Executive Staff to be provided through a management firm or similar entity. The Executive Director and any Executive Staff members or other agents who have fiscal responsibility shall be bonded appropriately, or the BOD shall



require that ADA be adequately insured against the risk of Treasurer, Executive Staff or other fiduciary theft loss.

**5.2** The Executive Director will be the chief executive officer of ADA. Subject to the direction of the BOD, the Executive Director will have general supervision and control over the day-to-day affairs of ADA, including determining the duties of all other staff of ADA and appointing and removing such staff as the Executive Director deems necessary. The Executive Director may execute all authorized deeds, mortgages, contracts, and other obligations in the name of ADA and will have such other authority and will perform such other duties as may be determined by the BOD from time to time. The Executive Director will be an ex-officio, non-voting member of the BOD and of all committees. The Executive Director may delegate authority and duties to other members of the Executive Staff. The BOD shall from time to time perform an evaluation of the Executive Director's performance and compensation, which if appropriate shall include the compensation to be paid to the Executive Director's firm.

**5.3** The Executive Director may use any other title approved by the BOD.

## **Section 6. Powers of the BOD**

**6.1** Ultimate fiduciary, legal and financial responsibility and ultimate supervision and charge of the property, affairs and finances of ADA is vested in the BOD. Without limiting the generality of the foregoing, the BOD collectively has all of the powers conferred upon directors by law and as set forth in the Articles of Incorporation and these Bylaws or as prescribed by the parliamentary authority adopted by ADA.

**6.2** The BOD shall, without limitation:

**6.2.2** Establish ADA policies and procedures consistent with the Articles of Incorporation and Bylaws.

**6.2.3** Actively set and pursue objectives for ADA and have discretion in the disbursement of ADA funds.

**6.2.4** 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 meeting.

**7.2** The BOD may provide by resolution the time and place for the holding of additional regular meetings 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. A meeting request by Directors shall be submitted in writing to the Executive Director.

## **Section 8. Notice**

- 8.1** Notice of any special meeting of the BOD shall be given at least twenty-four hours prior to the meeting by a method that will provide actual notice as promptly as is reasonable under the circumstances.
- 8.2** If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director's last address as it appears on the records of ADA, with postage prepaid. Notice may also be given by any other method that sends a writing, provides a record of transmission and failure of delivery and is reasonably calculated to reach the member promptly. Such methods include but are not limited to overnight delivery, email or fax to the last such address or number provided by the Director. Such notice shall be deemed delivered upon giving it to an established overnight delivery service or upon electronic transmission, provided that no failure of delivery notification is received by the sender.
- 8.3** Notice of any 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. The attendance of any Director at any meeting in person or by electronic communication method, without protesting the lack of proper notice prior to or at the commencement of the meeting, will be deemed to be a waiver by the Director of notice 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 and place, of which notice shall be provided to the absent Directors as set forth in Section 8.

## **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 law, the Articles of Incorporation, or these Bylaws. Proxy voting shall not be permitted.

## **Section 11. Action Without a Meeting**

Any action that may be authorized or taken at a meeting of the BOD may be authorized or taken without a meeting with the affirmative vote and approval of all of the Directors, by a writing or writings signed by all of the Directors, which writing or writings shall be entered in the records of ADA.

### **Section 12. Absences**

Any member of the BOD unable to attend a meeting shall communicate to the President and Executive Director, 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, that may be considered cause for removal.

### **Section 13. Attendance by Electronic Communication Method**

**13.1** Directors may participate in any meeting through the use of a conference telephone, web meeting service or similar method by means of which all persons participating in the meeting can hear or otherwise communicate with each other and transmit votes; and such participation in a meeting shall constitute presence in person at the meeting.

**13.2** Expense for such electronic attendance shall be the responsibility of the director(s) wishing to attend that way, unless the BOD determines otherwise.

### **Section 14. Compensation**

Directors shall not receive any compensation 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 capacity except Executive Director or other Executive Staff member and receiving reasonable compensation for doing so.

### **Section 15. Vacancies and Removal**

**15.1 Vacancies** – When a vacancy in the office of Immediate Past President, President-Elect, Secretary, Treasurer, or Director-at-Large occurs, the President shall appoint any person qualified to be elected to the vacant position to fill the vacancy for the unexpired term, with the approval of the BOD. If the vacancy is in the office of President, the President-Elect will automatically become President and the office of President-Elect will thereupon become vacant. The appointed person shall take office immediately upon approval of the appointment and will hold the office until the expiration of the term of the person replaced and an elected successor takes office. A person appointed may subsequently be elected to the position if otherwise eligible.

**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 a regular or special meeting of the BOD at which there is a quorum, or by action without a meeting as provided in Section 11 of Article V. A member whose removal is being considered shall not vote on that question, but if present the member shall be counted for the purpose of determining a quorum. A resolution for removal may be adopted pursuant to Section 11 of Article V without the vote of the member who is to be removed.

**15.2.1 Cause** – Causes for removal can be any that demonstrate to the satisfaction of the requisite number of members of the BOD that the continuation of the BOD member in office will not be in the best interests of ADA, including but not limited to: neglect 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**

**1.1** The BOD, in addition to the Nominating Committee provided for in Article VII and the Executive Committee provided for below, may from time to time by resolution create standing and ad hoc committees comprised of some or all of the Directors and other persons appointed by the BOD. All such committees will serve at the pleasure of the BOD and will have such authority and perform such duties as may be determined by the BOD from time to time, but no such committee shall be authorized to enter into binding agreements on behalf of ADA.

**1.2 Executive Committee** – There shall be an Executive Committee, to consist of the President, the President-Elect, the Immediate Past-President, and the Treasurer. The Executive Committee will have the powers of the BOD and may take any action that the BOD would be entitled to take, if the Executive Committee expressly determines by resolution that it is in the best interests of ADA to take such action before the time at which the full BOD can next be convened to act. All actions of the Executive Committee must be put to a vote of ratification by the BOD at the next regular or special meeting of the BOD and will remain effective unless the motion for ratification fails to be adopted. All of the provisions of Article V pertaining to meetings of the BOD will apply to meetings of the Executive Committee, except that the Executive Committee may hold special meetings on less than 24 hours' notice.

### **Section 2. Manner of Acting**

**2.1** Each committee shall act only in accordance with the purpose for creating such committee.

**2.2** The provisions of these Bylaws for the conducting of the business of the BOD shall apply to committees created by the BOD.

- 2.3 The creation of committees and the delegation of authority to them shall not relieve the BOD, or any individual director, of a responsibility imposed upon it, him, or her by law, the Articles of Incorporation or these Bylaws.

## **ARTICLE VII: Nominations and Elections**

### **Section 1. Nominating Committee**

- 1.1 The BOD shall appoint a Nominating Committee, consisting of an odd number of at least three (3) Regular or Life Members, to nominate candidates to succeed the President-Elect and the Directors whose terms are expiring at the end of the calendar year (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 and Executive Director in writing not later than July 15<sup>th</sup> of each year of the names of the candidates that it proposes.
  - 1.2.1 The Executive Director shall send the list of the proposed candidates to Regular and Life Members, not later than July 31<sup>st</sup> in the same manner as for giving notice of a meeting of members, 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 Executive Director shall send a ballot of all candidates to Regular and Life Members, in the same manner as for giving notice of a meeting of members, not later than September 1<sup>st</sup> of each year.
- 1.3 The marked ballots must be received by the Executive Director, or the designee of the Executive Director, thirty (30) days after distribution to be counted. The BOD may establish procedures for returning ballots electronically or otherwise, that maintain the secrecy of each ballot as to ADA members and staff.
- 1.4 A candidate for a position must receive a majority of the votes of the Regular and Life Members voting for that position to be elected to that position. If no candidate receives a majority vote, or if the candidate elected cannot take office or declines to do so, then the office shall be filled by appointment as set forth in Section 15.1 of Article V, the appointed person to take office when a candidate elected to the office would have done so.
- 1.5 Results of the election shall be communicated promptly to all Members.

### **Section 2. Independent Nominations**

Regular or Life Members may submit independent nominations by submitting the name(s) of nominees to the Chair of the Nominating Committee not later than fourteen (14) days from the

date that the list of proposed candidates is sent by the Executive Director. The Chair shall confirm that any Regular or Life Member so nominated is willing and able to serve if elected.

### **Section 3. Eligibility**

Only Regular or Life Members in good standing are eligible to hold elective office in the ADA.

### **ARTICLE VIII: General Provisions Section 1**

The BOD must authorize any other officer(s) or agent(s) of ADA than the President, Treasurer and Executive Director 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 by such other person. 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 as the BOD may determine appropriate under criteria established by adopted BOD 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 (“Instruments”) shall be signed by the Treasurer or such officer(s) or agent(s) of ADA and in such manner as shall be established by adopted BOD policies.
- 2.3** In the absence of such policies, such Instruments shall be signed by the Treasurer and countersigned by the President of ADA.

### **Section 3. Fiscal Year and Audit**

- 3.1** The fiscal year of ADA shall be January 1 to December 31.
- 3.2** ADA shall be audited every year by a certified public accountant selected by the BOD if the BOD so determines. A report of the audit must be made to the Directors upon its completion.

### **Section 4. Seal**

ADA may have a seal of such design as the BOD may adopt.

### **Section 5. 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. All meetings of the members, BOD, or any committees will be conducted according to such reasonable procedure as the chair of the meeting determines, unless a majority of those present by vote require that Robert’s Rules of Procedure, as most lately revised as of the time of the meeting, be followed.

## **Section 6. Limitation of Liability, Indemnification, and Insurance**

- 6.1** Directors of ADA shall be personally liable for their conduct as Directors to the least extent permitted by law, to be determined as provided by law.
- 6.2** Directors, officers, agents, and other representatives of ADA shall be indemnified with respect to their conduct in connection with ADA to the fullest extent permitted by law. Expenses of such persons in connection with claims shall be advanced to the fullest extent permitted by law. The procedures and standards for effecting such indemnification and advance of expenses shall be as provided by law.
- 6.3** ADA shall purchase and maintain insurance in such reasonable amounts as the BOD determines against liability of ADA, its directors, officers, agents, and other representatives, whether or not such persons are entitled to indemnification.
- 6.4** The limitation of liability and indemnification provided for in this Section shall continue to extend to the described persons after their terms of office or other affiliation with ADA has ended and to their heirs, executors, and administrators.
- 6.5** Pennsylvania law in effect at the time shall apply to the matters set forth in this Section.

## **Section 7. Conflict of Interest**

- 7.1 Policy.** The BOD shall adopt a Conflict of Interest policy. A Director must abstain from discussion and voting, or taking action, on any matter with respect to which the Director or a member of his or her immediate family has a direct financial interest, whether personal or business. Any such conflicts of interest must upon subsequent discovery be immediately disclosed in writing to the President and the Executive Director.
- 7.2 Annual Statement of Compliance.** All Directors of ADA will be required annually to sign a Statement of Compliance with this Conflict of Interest policy and list any existing or potential conflicts of interest, which Statements must be retained in the records of ADA.

## **ARTICLE IX: Amendments**

These Bylaws may be amended, in whole or in part, by a two-thirds (2/3) vote of the Regular and Life Members present at any annual or special meeting of ADA provided that a copy of any amendment proposed for consideration shall be sent by the Executive Director to each Regular and Life Member, in the same manner as for giving notice of a meeting of members, at least thirty (30) days prior to the date of the meeting. All proposed amendments shall be submitted to the BOD no less than sixty (60) days prior to any member meeting at which the proposed amendments are requested to be presented with recommendations from the BOD. The effective date of any proposed amendment shall be specified within that amendment.

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