



ASHA
American
Speech-Language-Hearing
Association

BYLAWS OF THE AMERICAN SPEECH- LANGUAGE-HEARING FOUNDATION

Reference this material as: American Speech-Language-Hearing Association. (1994). *Bylaws of the American Speech-Language-Hearing Foundation* [Bylaws]. Available from www.asha.org/policy/.

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ABOUT THIS DOCUMENT

As revised May 21, 1994

PURPOSE, MISSION, RESULTS

The American Speech-Language-Hearing Foundation was created in 1946 to meet the needs of persons with communication disorders. Through activities focused on the professions of audiology and speech-language pathology, the Foundation supports the advancement of knowledge and improvement of practice in serving children and adults with speech, language, or hearing disorders. It does this by (a) furthering education and supporting research and similar endeavors, and by (b) identifying and facilitating new directions in the field of communication sciences and disorders. These objectives are manifested in the following results:

- top students nationwide who are entering the field of communication sciences and disorders receive merit-based graduate scholarships;
- excellent investigators are funded to conduct research designed to expand the knowledge base and top validate theories underlying practices;
- distinguished educators, clinicians, administrators, and scientists are recognized for their clinical achievements;
- creative projects are developed to advance innovative practice and technology.

ARTICLES OF INCORPORATION

The American Speech-Language-Hearing Foundation is incorporated separately in the State of Maryland. Certified Articles of Incorporation, filed with the Maryland Department of Assessment and Taxation, are on file in the Foundation's national office.

BYLAWS

ARTICLE I – PURPOSES

1. *General Purpose.* As a charitable foundation established by the American Speech-Language-Hearing Association (the "Association"), the American Speech-Language-Hearing Foundation, Inc. (the "Foundation") has been organized and shall be operated to generate and allocate funds to support the advancement of knowledge and improvement of practice in serving children and adults with speech, language, or hearing disorders by (a) furthering education and supporting research and similar endeavors and (b) identifying and facilitating new directions in

the field of communication sciences and disorders through support of such vehicles as conferences, publications, and other media.

ARTICLE II – BOARD OF TRUSTEES

1. *General Authority.* Subject to the Articles of Incorporation and these Bylaws, the Foundation's Board of Trustees (the "board") shall determine the policies of the Foundation and shall manage, supervise, and control its business, property, and affairs including establishment of its budget, raising and disbursement of its funds, and the adoption of rules and regulations for the conduct of its business consistent with the Foundation's charitable purposes.

Prior to the start of the Foundation's fiscal year, (a) the board shall submit the Foundation's proposed annual budget to the sole Member of the Foundation for the sole Member's (i) review to ensure compliance with the Foundation's goals and missions and (ii) approval or disapproval as a whole; and (b) the sole Member of the Foundation shall notify the board of such approval or disapproval.

2. *Membership.* The board shall be composed of (a) not fewer than nine (9) voting members who shall be appointed by the Board of Directors of the Association acting on behalf of the sole Member of the Foundation after consideration of a slate of nominees submitted by the board; and (b) the then serving Executive Directors of the Association and of the Foundation both of whom shall serve ex officio and without vote. Vacancies, whether by end of term, resignation, death, incapacity, or otherwise, shall be filled by the sole Member of the Foundation. Trustees shall not receive compensation for their services as such.

3. *Term of Office.*

3.1 Length of Term. Each trustee shall serve as a member of the board for a term of three (3) years and shall be eligible to serve a maximum of two (2) consecutive terms. The trustees shall be divided into three classes such that the terms of all members of one class expire each year.

3.2 Replacement or Removal of Trustees. The sole Member of the Foundation may, at any time, on its own volition or on the recommendation of the board, remove and replace any trustee for (a) violation of these Bylaws or (b) engaging in any conduct prejudicial to the best interests of the Foundation. Removal shall occur only after 30 days written notice to the trustee in question, by certified or registered mail, to his or her last known address, of the charges, of the trustee's opportunity to respond in writing, and of the time and place at which the trustee may respond by oral presentation to the sole Member of the Foundation. A decision by the sole Member of the

Foundation to remove a trustee shall be set forth in writing which shall include an explanation of the reasons for removal.

4. *Meetings.*

4.1 Number and Conduct. At least one regular meeting of the board shall be held each year. Special meetings may be called at any time or from time to time at the direction of the President or by a majority of the board. At the direction of the President, board meetings may be held and business conducted by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Meetings shall be open unless otherwise determined by the board.

4.2 Notice. Notice of the time, date, and place of each meeting shall be given at least ten (10) days prior thereto by notice by mail, messenger, telegram, or telephone to each trustee at his or her address shown on the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. The purpose or purposes for each special meeting shall be stated in the notice thereof.

4.3 Quorum. A majority of the trustees then serving shall constitute a quorum for the transaction of business at any meeting. The act of a majority of a quorum shall be the act of the board. Each trustee shall have one (1) vote. Voting by proxy shall not be permitted.

4.4 Unanimous Consent. Any action required or permitted to be taken at a meeting of the board or of a committee of the board may be taken without a meeting, if an unanimous written consent which sets forth the action is (a) signed by each member of the board or committee and (b) filed with the minutes of proceedings of the board or committee.

ARTICLE III – OFFICERS

1. *Officers.* The officers shall consist of the President, Past President, four (4) Vice Presidents (for Development, Financial Review, Organization, and Program and Awards), a Secretary, a Treasurer, and such others as the board may deem desirable from time to time. All officers except the Past President, the Secretary, and the Treasurer shall be elected by the board from its own membership. The then serving Executive Director of the Foundation shall serve as the Secretary. The member of the board elected to serve as Vice President for Financial Review also shall serve as Treasurer. The President of the Foundation shall automatically become the Past

President of the Foundation upon the election and qualification of his/her successor. Except as otherwise expressly provided in this paragraph, one person may not hold more than one office.

2. *Term of Office.* The officers shall take office at the beginning of the fiscal year following their election and shall hold office for one (1) year or until their respective successors shall be duly elected and qualified. Officers may serve three (3) consecutive one-year terms, except for (a) the Past President, who shall serve for the same number of terms as the President, and (b) the then serving Executive Director of the Foundation, who shall serve as Secretary for as long as he/she shall serve as Executive Director of the Foundation.

3 *Powers.*

3.1 *President.* The President shall be the chief executive officer of the Foundation, chair of the board, an ex officio (non-voting) member of all committees of the Foundation, and shall assign each committee of the Foundation to a trustee for supervision. The President shall perform such other duties as the board may, from time to time, designate.

3.2 *Vice Presidents.* Each Vice President shall be responsible for all matters in the area of activity designated by his or her title. The Vice Presidents shall serve with such other responsibility as the board may assign to them from time to time.

3.3 *Secretary.* The Secretary shall act as secretary of and keep the minutes of all meetings of the Board of Trustees. The Secretary shall see that all notices are duly given in accordance with law, shall have charge of the books, records, and papers of the Foundation, and shall see that all reports, statements, and other documents and records required by law are properly executed, kept, and filed. The Secretary shall have responsibility for authenticating records of the Foundation. The Secretary shall perform such other duties as the board may, from time to time, designate.

3.4 *Treasurer.* The Treasurer shall be the chief financial and accounting officer of the Foundation and shall have charge and custody of the funds and other assets of the Foundation. The Treasurer shall be responsible for keeping correct and adequate records of all financial affairs of the Foundation. In addition, the Treasurer shall submit a report at each board meeting and shall supply the Foundation's accountant with appropriate records annually at the end of the fiscal year before the incoming Treasurer assumes the duties of this office. The Treasurer shall perform such other duties as the board may, from time to time, designate.

4. *Vacancies.* Any vacancy in any office, however created, shall be filled by appointment by the President for the unexpired term from among other board members except that, if the vacancy is in the presidency, the board shall elect one of its members for the unexpired term.

5. *Removal from Office.* After notice and an opportunity to be heard and subject to the approval of the sole Member of the Foundation, any officer may be removed from office, but not from board membership, by majority vote of the entire board at any regular or special meeting of the board for (a) violation of these Bylaws or (b) engaging in any conduct prejudicial to the best interests of the Foundation.

ARTICLE IV – COMMITTEES

1. *Committees of the Board.*

1.1 Executive Committee. The board, by a resolution adopted by a majority of the then serving trustees, may designate an Executive Committee which shall consist of two (2) or more trustees, which committee shall have and may exercise the authority of the board in the management of the Foundation; provided, however, the designation of such committee and the delegation thereto of authority shall not operate to relieve the board or any individual trustee of any responsibility imposed upon it, him, or her by law.

1.2 Other Committees. Other committees of the board consisting of two (2) or more trustees and not having and exercising the authority of the board in the management of the Foundation may be designated by a resolution of the board.

2. *Committees of the Foundation.*

2.1 Creation and Function. The board may create and dissolve committees of the Foundation, designate their charges, and determine their size, qualifications for membership, and length of members' terms. The President shall assign each such committee to a trustee, who shall oversee and monitor that committee's activities. Committees of the Foundation shall be advisory in nature and shall not have power or authority over the governance, affairs, operations, or assets of the Foundation.

2.2 Reports. Each committee of the Foundation shall submit an annual written report of its activities and recommendations to the trustee to whom it is assigned who in turn shall report to the board. The board shall report to the sole Member of the Foundation all significant committee activities during the year as part of the Foundation's annual report.

ARTICLE V – ADMINISTRATION

1. *Reports.* The President shall submit to the sole Member of the Foundation an annual written report of the Foundation's activities.

2. *Fiscal Year.* The fiscal year of the Foundation shall commence on January 1 and terminate on December 31 unless and until changed by the board.

3. *Amendments.* These Bylaws may be amended by (a) a two-thirds vote of the entire board at any meeting of the board after at least fourteen (14) days written notice to the board of the proposed amendment and (b) subject to prior written consent of the sole Member of the Foundation.

4. *Staff.*

4.1 Executive Director. Subject to the control of the board, the Executive Director will be chief administrative officer and business manager of the Foundation, director of the Foundation staff, chief liaison and public information officer, contracting and financial officer with authority to collect and disburse all funds of the Foundation, and business manager of publications. The Executive Director (or designee) shall serve as an ex officio (non-voting) member of all committees of the board.

4.2 Personnel Policies. All Foundation staff shall abide and be bound by personnel policies of the Association.

ARTICLE VI – DISSOLUTION

1. *Dissolution.* Subject to prior written approval of the sole Member of the Foundation, the board may dissolve the Foundation, in which event the board shall, after paying or making provision for payment of all the lawful debts and liabilities of the Foundation, distribute all its assets in a manner (a) consistent with its tax exempt purposes and (b) allowed by the then current provisions of the Internal Revenue Code applicable to the Foundation as an organization qualified under Section 501 (c)(3) of the Code.

ASHF ANNUAL FUNDING OPPORTUNITIES

The American Speech-Language-Hearing Foundation is a private nonprofit foundation dedicated to innovation in communication sciences and disorders. It is funded, in part, by the tax-deductible contributions of individuals, corporations, and organizations. Please note that the

described programs may change annually depending on financial resources and priorities. Application deadlines dates for each competition are announced in January of the annual cycle.

RESEARCH GRANTS

New Investigator Research. New scientists earning their latest degree in communication sciences within the last 5 years are eligible to compete for a \$4,000 grant to pursue research in audiology or speech-language pathology. Applications available in March.

Speech Science Research. Investigators earning their doctorate degree within the last 5 years are eligible to compete for a \$2,000 grant in the area of speech science. The field of doctorate degree is not limited. Applications available in March.

Student Research in Clinical or Rehabilitative Audiology. Graduate or postgraduate students in communication sciences and disorders desiring to conduct research in audiology are eligible to compete for a \$2,000 grant for a proposed 1- year study. Applications available in March.

Student Research in Early Childhood Language. Graduate or postgraduate students in communication sciences and disorders desiring to conduct research in early childhood language development are eligible to compete for a \$2,000 grant for a proposed 1-year study. Applications available in March.

GRADUATE SCHOLARSHIPS

Graduate Student. Full-time graduate students in communication sciences and disorders programs demonstrating outstanding academic achievement are eligible to compete for a \$4,000 scholarship. Applications available in April.

Student With Disability. Full-time graduate students with disability enrolled in a communication sciences and disorders program and demonstrating outstanding academic achievement are eligible to compete for a \$1,500 scholarship. Applications available in April.

International/Minority Student. Full-time international/minority graduate students studying communication sciences and disorders in the United States and demonstrating outstanding academic achievement are eligible to compete for a \$2,000 scholarship. Applications available in April.

Young Scholars Award for Minority Student. Racial/ethnic college seniors who are U.S. citizens and who are accepted for graduate study in speech-language pathology or audiology are eligible to compete for a \$2,000 scholarship. Applications available in April.

CLINICAL RECOGNITION AWARDS

Outstanding Lifetime Achievement. Individuals demonstrating significant contributions to clinical science and practice over a 20-year period or longer are eligible for nomination by colleagues to receive a career recognition award. Nomination forms available in January.

Outstanding Recent Achievement. Individuals demonstrating significant contributions to advancing knowledge in clinical practice within the past three years are eligible for nomination by state associations to receive a recognition award. Nomination forms available in January.

Achievement for Schools-Related Professionals. Individuals demonstrating a significant contribution to the delivery of audiology and/or speech-language pathology services in the schools are eligible for nomination by fellow professionals to receive a recognition award. Nomination forms available in January.