

**BYLAWS OF THE AMERICAN ACADEMY OF PRIVATE PRACTICE IN
SPEECH PATHOLOGY AND AUDIOLOGY**

ARTICLE I.
GENERAL

Section 1. Name. The name of the organization shall be The American Academy of Private Practice in Speech Pathology and Audiology.

Section 2. Registered Office Until the Board of Directors otherwise determines, the registered Office of the Corporation required by the Michigan Nonprofit Corporation Act to be maintained in the State of Michigan, shall be the principal office of the American Academy of Private Practice in Speech Pathology and Audiology hereafter referred to as the Academy, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal office of the corporation.

Section 3. Other Offices. The Academy may also have offices at such other places or locations, within or without the State of Michigan, as the Board of Directors may, by resolution, from time to time determine or the purpose of the Academy may require.

ARTICLE II.
MEMBERS

The corporation shall have members pursuant to Articles VIII, and IX but no capital stock since it is organized to promote a common professional interest among those persons engaged in the private practice of speech-language pathology and audiology.

The Academy shall be on a membership basis and is organized to promote a common professional interest among those persons engaged in the private practice of speech-language pathology and audiology.

ARTICLE III.
BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of the Academy shall be managed by the Board of Directors and, subject to such restrictions, if any, as may be imposed by law, the Articles of incorporation or these Bylaws, the Board of Directors may, and are fully authorized to, exercise all the powers of the Academy. Directors need not be residents of the State of Michigan.

In addition to the powers and authority expressly conferred upon the Board of Directors by law, the Articles of Incorporation or amendment thereof, by these Bylaws or any amendment thereof, the Board may exercise all the powers of the Academy and do all such lawful acts and things as may be done by the Academy which are not by the laws of the State of Michigan or by the Articles of Incorporation or by these Bylaws directed or required to exercised or done by the active members.

Section 2. Number of Directors. The Board of Directors shall consist of twelve (12) members but the number of directors may be increased or decreased (provided such

decrease does not shorten the term of any incumbent director) from time to time by amendment to the Bylaws of the Academy provided, however, that the number of directors shall never be less than three (3)

Section 3. Election and Term. Except as otherwise provided on or before April 1st, vacant directorships shall be filled by election by the active members for a three (3) year term. Said election may be conducted by ordinary mail, fax, email or any means determined by the Board of Directors. Each such director shall hold office, unless removed in accordance with the provision of these Bylaws, for the term for which the Director is elected and until the Director's successor shall have been elected and qualified to office either expressly or by acting as a director. No director shall serve for more than two (2) consecutive elected terms.

Section 4. Past Presidents. Past Presidents of The Academy shall be ex officio members of the Board of Directors.

Section 5. Resignation. Any director or officer of the Academy may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either the Board of Directors or the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. Vacancy and Increase. Any vacancy or vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office and until the Director's successor shall have been elected and qualified. In case of any increase in the number of directors, the additional director or directors shall be elected at either an annual meeting or at a special meeting of the members called for that purpose.

Section 7. Removal. The directors of the Academy, and each of them, may be removed from office from time to time, and at any time with or without cause, by the active members entitled to vote, at any meeting thereof at which a quorum is present, by the vote of two-thirds of the votes of the active members present in person or by proxy and entitled to vote thereat; and any vacancy or vacancies created by such an action may be filled by the remaining Board of Directors, even though they constitute less than a quorum, or by the active members present, whichever shall first act thereon

Section 8. Offices and Records. The directors may have or establish one or more offices of the Academy and keep the books and records of the Academy except as otherwise provided by statute, in such place or places in the State of Michigan or outside the State of Michigan, as the Board of Directors may from time to time determine.

Section 9. Meeting of Directors. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Michigan.

Section 10. First Meeting. - Upon the election of new members to the Board of Directors, the Board of Directors may hold a meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of the members and no notice of such meeting shall be necessary except to members of the Board.

Section 11. Election of Officers. (a) A nomination committee appointed by the President and chaired by a past President shall present a slate of nominations to the Board of Directors at its fall meeting.

(b) The Board of Directors shall cause to have ballots sent to each member of the board at least 90 days before the spring board meeting. Such ballots may be forwarded by ordinary mail, fax, email or any other means determined by the Board of Directors.

Section 12. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated or determined from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required except to members of the Board.

Section 13. Special Meetings. Special meetings of the Board of Directors shall be held whenever and wherever called or provided to be held by the President or by any three of the directors for the time being in office, and at the place, day and hour determined by the officer or the three directors calling or providing for the holding of the particular meeting, in each instance and such determination may be conclusively evidenced in a call, waiver of notice or other communication signed by such officer or such three directors.

Section 14. Notice. The Secretary or an Assistant Secretary shall, but in the event of the absence of the Secretary or an Assistant Secretary or the failure, inability, refusal or omission on the part of the Secretary or an Assistant Secretary so to do, any other officer of the Academy may, give notice of each special meeting, and of the place, day and hour of the particular meeting, in person or by mail, or by telephone, or telegraph or other means of communication, at least thirty (30) days before the meeting to each director unless two-thirds of the directors agree to not less than ten (10) days notification. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 15. Business to be Transacted. Neither the business to be transacted at, nor the purpose or purposes of, any regular or special meeting of the Board of Directors need to be specified in the notice of any waiver or waivers of notice of such meeting. Any and all business of any nature or character whatsoever may be transacted and action may be taken together at any meeting, regular or special, of the Board of Directors.

Section 16. Quorum - Adjournment if Quorum is Not Present. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of any and all business, but if at any meeting, regular or special, of the Board of Directors there be less than quorum present, a majority of those present or if only one director be present, then such director, may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present at the meeting. A majority of the directors present at any meeting of the Board of Directors, or if only one director be present, then such director may adjourn any meeting of the Board of Directors from time to time without notice, other than by announcement at such a meeting of the time and place at which the meeting or any adjournment or adjournments thereof shall have been completed. The act of a majority of the directors present at any

meeting of the Board of Directors at which a quorum is in attendance shall constitute the act of the Board of Directors unless the act of a greater number is required by the Articles of Incorporation or by these Bylaws.

Section 17. Order of Business. At all meetings of the Board of Directors business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors the President shall preside and, in the absence of the President, a Vice President shall preside. If neither shall for any reason preside at any meeting of the Board of Directors, then a Chairperson shall be chosen from among the directors present and such Chairperson so chosen shall preside at the meeting.

The Secretary of the Academy, or in the Secretary's absence, an Assistant Secretary shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary or Assistant Secretary, or if for any reason neither acts as Secretary thereof, the Chairperson shall appoint the individual of his or her choice to act as Secretary of the meeting.

Section 18. Presumption of Assent. A director of the Academy who is present at a meeting of the Board of Directors at which action on any Academy matter is taken shall be presumed to have assented to the action unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file the Director's written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Academy immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 19. Compensation. Directors, as such, shall not be entitled to receive any fixed sums or salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be provided and allowed by the Board of Directors for attendance at meetings of the Board, whether regular or special; provided that nothing herein contained shall, or be construed so as to, preclude any director from serving the Academy in any other capacity or receiving compensation therefore.

ARTICLE IV. OFFICERS' AND DIRECTORS' SERVICES, CONFLICTING INTERESTS AND INDEMNIFICATION

Section 1. Service. No director and, unless otherwise determined by the Board of Directors, no officer of this Academy shall be required to devote the Director's or officer's time or any particular portion of the director's or officer's time or render services or any particular services exclusively to this Academy. Each and every director and, unless otherwise determined by the Board of Directors, each and every officer of this Academy shall be entirely free to engage, participate and invest in any and all such businesses, enterprises and activities, either similar or dissimilar to the business, enterprises and activities of this Academy, without breach of duty to this and without accountability or liability to this Academy in any event or under any circumstances or condition.

Each and every director and, unless otherwise determined by the Board of Directors, each and every officer of this Academy shall, respectively, be entirely free to act for,

serve and represent any other organization or organizations, entity or entities, any person or persons, in any capacity or capacities, and be or become a director or officer, or both, of any corporation or corporations, entity or entities, irrespective of whether or not the business, purposes, enterprises, and activities of them, thereof be similar or dissimilar to this Academy, without breach of duty to this character or description to this Academy in any event or under any circumstances or conditions.

Section 2. Directors, and Officers' Interests in Contracts. No contract or other transaction between the Academy and one or more of its directors or officers, or between the Academy and any firm or partnership of which one or more of its directors or officers are members or employees or in which they are otherwise interested, or between the Academy and any corporation or association, or other entity in which one or more of this Academy's directors or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason or as a result of such connection with or holding an office or offices as director or officer or as directors or officers of this Academy or such interest in or in connection with such other firm, partnership, corporation, association, or other entity, notwithstanding the presence of such director or directors of this Academy which acts upon or in reference to any such contract or other transaction, and notwithstanding the Director's or Officer's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or other transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not be counted in calculating the majority necessary to carry such vote, nor shall any director or officer be responsible to, or liable to account to, this Academy for any profits realized by or from or through any such contract or other transaction of the Academy so authorized, ratified or approved by reason of such interest or the Directors or officers being or having been a director or officer, or both, of this Academy. Nothing herein contained shall create responsibility or liability in or in connection with any such event or events or prevent the authorization, modification, or approval of such contracts or other transactions in any other manner permitted by law or by statute. This section shall not be construed to invalidate any contact or other transaction, which would otherwise be valid under the common or statutory law applicable thereto.

The above notwithstanding, however, should any member of the Board of Directors as a result of a participation or affiliation with another entity or entities have a conflict of interest with respect to his or her fiduciary duty to the Academy, that member shall disclose such conflict of interest and shall act accordingly. Failure to disclose such a conflict of interest shall constitute a breach of the fiduciary duty owed by the Directors to the Academy.

Section 3. Non-liability of Directors and officers in Certain Cases. No director or officer shall be liable for the Director's or Officer's acts as such if the Director or Officer is excused from liability under any present or future provision or provisions of the Michigan Nonprofit Corporation Act; and, in addition to the fullest extent now or thereafter permitted by the discharge of any duty imposed or power conferred upon the Director or officer by the Academy, be fully protected, in the exercise of ordinary care, the Director

or Officer acted in good faith and in reliance upon the written opinion of the attorney for the Academy, the books of account or reports made to the Academy by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors, or in reliance upon other records of the Academy.

Section 4. Indemnification of Directors and Officers. Each director and each officer or former director or former officer of this Academy and each person who may have served at its request as director or officer of another corporation in which it owned shares of capital stock or of which it is a creditor, shall be and hereby is indemnified by the Academy against liabilities imposed on the Director or officer and in connection with any claim made against the Director or Officer, or in the defense of any action, suit or proceeding to or in which the Director or Officer may be or be made a party by reason of the Director's or Officer's being or having been such director or officer, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which the Director or Officer shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification would be in addition to, but shall not exclude, any rights to which directors or officers may be entitled.

Section 5. Dividends Prohibited. No dividend shall be paid and no part of the income of the Academy shall be distributed to the directors or officers. The Academy may pay compensation in a reasonable amount to the directors and officers for services rendered

Section 6. Loans to Directors and Officers Prohibited. No loans shall be made by the Academy to the directors or officers. Any director who votes for or assents to the making of a loan to a director or officer of the Academy, and any officer or officers, participation in the making of such loan, shall be jointly and severally liable to the Academy for the amount of such loan and the immediate repayment thereof.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. Establishment. A standing Executive Committee is hereby established consisting of the President, Vice President, Secretary, and the Treasurer.

Section 2. Powers. The members of such Executive Committee shall, respectively hold office only at the pleasure of the Board of Directors. Such Executive Committee, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Academy during intervals between meetings of the Board of Directors except where action of the Board of Directors is specified by the Michigan Nonprofit Corporation Act or other applicable law, and may authorize the Seal of the Corporation to be affixed to all instruments, papers and documents which may require it; except that the Executive Committee shall have no power:

- a. To elect directors;
- b. To alter, amend, or repeal these Bylaws or any resolution or resolutions of the Board of Directors designating an Executive Committee; or,
- c. To appoint or replace any member of the Executive Committee.

Section 3. Meetings. Meetings of the Executive Committee may be called at any time by an officer of the Academy. The Executive Committee may meet in person, telephonically, or by any other electronic means appropriate to the business to be conducted. No notice of any meeting of the Executive Committee shall be required, and a majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of all such meetings shall be kept and presented to the Board of Directors upon request. The designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed upon it or the Director by law.

ARTICLE VI. OFFICERS

Section 1. Principal Officers. The officers of the Academy shall be chosen by the Board of Directors. The officers shall be a President, a Vice President, Secretary and Treasurer, and such number of Assistant Secretaries and Assistant Treasurers, as the Board may, from time to time, appoint or elect. Any person may hold two or more offices at the same time, except that the President and Secretary shall not be the same person.

Section 2. Additional Officers. The Board may appoint such other officers and assistant officers, as it shall deem necessary.

Section 3. Terms of Officers. Each officer shall hold the Officer's office for the term of one year, but may not succeed oneself for more than three (3) consecutive elected terms. Nominations shall be made at the fall business meeting of the Board of Directors. Election shall be conducted by ballot forwarded by ordinary mail, fax, email or any means determined by the Board of Directors, to all members of the Board within thirty (30) days. Terms of office shall commence at the close of the spring business meeting of the Board of Directors.

Section 4. Removal. Any officer or agent or member of the Executive Committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the Academy will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office may be filled by the affirmative vote of a majority of the directors for the unexpired portion of the term of the person with respect to which a vacancy has occurred. Terms of office shall commence at the close of the spring business meeting.

Section 6. Powers and Duties Of Officers. The Officers chosen shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties and powers incident to such office, respectively, and such other duties

and powers as may be assigned to them from time to time by the Board of Directors or by the President.

Section 7. The President. The President, subject to the control of the Board of Directors:

1. Shall be the chief executive officer of the Academy;
2. Shall have general, executive charge, management and control of the affairs, properties and operations of the Academy in the ordinary course of its business, with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities,
3. May appoint or employ and discharge employees and agents of the Academy and fix their compensation; and,
4. May make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, any and all mortgages, deeds of trust, indentures, pledges, chattel mortgages, liens and hypothecations, and any and all bonds, debentures and notes, and any and all other obligations and encumbrances and any and all other instruments, documents and papers of any kind or character for and on behalf of and in the name of the Academy. The President shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon the President by the Board of Directors. The President shall officiate at all meetings of the Board of Directors and the annual meeting.

Section 8. Vice President. In the absence of the President, the Vice President shall perform all the duties of the President. The Vice President shall serve as Program Chairperson.

Section 9. Secretary. The Secretary:

1. Shall keep minutes of all meetings of the Board of Directors and membership meetings in a book provided for that purpose;
2. Shall have charge of and maintain and keep or supervise and control and maintenance and keeping of the other books and papers as the Board of Directors may authorize, direct or provide for, all of which shall at all reasonable times be open to the inspection of any director, upon request, at the office of the Academy during business hours;
3. Shall in general perform all the duties indigent to the office of Secretary; and,
4. Shall have such other duties as may be conferred upon or assigned to the Secretary by the Board of Directors; subject always to the control of the Board of Directors.

Section 10. Treasurer. The Treasurer:

1. Shall have custody of all the funds and securities of the Academy which come into the Treasurer's hands;
2. When necessary or proper, the Treasurer may endorse on behalf of the Academy for collection, checks, notes and other obligations and shall deposit the same to the credit of the Academy in such bank or

- banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors;
3. May sign all receipts and/or vouchers for payments made to the Academy, either alone or jointly with such officer as may be designated by the Board of Directors;
 4. Whenever required by the Board of Directors, shall render a statement of the cash account;
 5. Shall enter or cause to be entered, punctually and regularly on the books of the Academy to be kept by the Treasurer or under the Treasurer's supervision or direction for that purpose, full and accurate accounts of all monies received and paid out by, for or on account of the Academy;
 6. Shall at all reasonable times exhibit the books and accounts or other financial records to any director of the Academy during business hours;
 7. Shall have such other powers and duties as may be conferred upon or assigned to the Treasurer by the Board of Directors;
 8. Shall perform all acts incident to the position of Treasurer subject always to the control of the Board of Directors; and,
 9. If required by the Board of Directors, shall give such bond for the faithful discharge of the Treasurer's duties in such form and amount as the Board of Directors may require.

Section 11. Assistant Treasurers. Each Assistant Treasurer shall have the usual powers and duties pertaining to the Assistant Treasurer's office, together with such other powers and duties as may be conferred upon or assigned to the Assistant Treasurer by the Board of Directors. The assistant Treasurer shall have and exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 12. Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to the Assistant Secretary's office, together with such other powers and duties as may be conferred upon or assigned to the Assistant Secretary by the Board of Directors or the Secretary. The Assistant Secretaries shall have and exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE VII. EXEMPT ACTIVITIES

Section 1. Power to Amend Articles of Incorporation. The Board of Directors of the Academy may at any time, if it becomes necessary to comply with the provisions of Section 501 (c) (6) of the United States Internal Revenue Code of 1954 relating to the tax liability exemption of business leagues, chambers of commerce, or boards of trade, not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholders or individual, cause an amendment to the Articles of Incorporation of the Academy, in order that they comply with said Section of the Internal

Revenue Code of 1954 as said Section now reads or may hereafter be amended to read.

Section 2. Exempt Activities. Notwithstanding any other provisions of these Bylaws, no director or officer of this Academy shall take any action or carry on any activity by or on behalf of the Academy not permitted to be taken or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code of 1954 as it now reads or may hereafter be amended to read.

ARTICLE VIII. MEMBERSHIP

Section 1. Founding Members. The following persons are and shall be named the Founding Members of the Academy of Private Practice in Speech Pathology and Audiology:

R. Ray Battin, Ph.D.	Paul D. Knight, Ph.D.
Stanley L. Berlinsky, Ph.D	Mary C. Longerich, Ph.D.
John L. Boland, Jr., Ph.D.	Edward Shulman, Ph.D.
Michael J. D'Asaro, Ph. D.	John S. Wortley, Ed.D.
Wallace A. Goates, Ph.D.	

Section 2. Charter Members. The following named persons shall, upon the adoption of these Bylaws, be Charter Members of the Academy:

Barbara J. Bache-Wiig, M.A.	Clifton O. Istre, Jr., Ph.D.
R. Ray Battin, Ph.D.	Sara M. Ivey, Ph.D.
Stanley L. Berlinsky, Ph.D.	Jane C. Johnson, M.S.
John L. Boland, Jr., Ph.D.	Suzanne F. Juster, M.A
Benjamin A. Cariri, M.A.	Paul D. Knight, Ph.D.
Lynn E. Daniel, M.A.	Bernard A. Landes, Ph.D.
Michael J. D'Asaro, Ph.D.	Irwin Lehrhoff, Ph.D
Melba Hurn Duncan, Ph.D.	Mary C. Longerich, Ph.D.
Elaine L. Dunn, Ph.D.	Hal B. Merell, Ph.D.
H. Aubrey Feiwell, M.A.	Roy C. Rowland, Ph.D.
C.O. Fingerli, Ph.D.	Newton M. Schiller, M.A.
Donna R. Fox, Ph.D.	Robert Schlitt, M.A.
Wallace A. Goates, Ph.D.	Edward Shulman, Ph.D.
Howard A. Grey, Ph.D.	Niel Ver Hoef, M.A.
Johanna B. Hanncock, M.A.	Richard A. Winchester, Ph.D.
C. Olaf Haug, Ph.D.	John S. Wortley, Ed.D.

Section 3. Lifetime Members. Those members who have established a minimum of twenty-five (25) years membership in The Academy and have attained the age of 65, are eligible for Life Membership. Life members do not have to pay dues, but are otherwise entitled to all the rights and privileges of membership.

The nine (9) Founding Members are Life members and also ex officio members of the Board of Directors when otherwise not holding office.

Section 4. Qualifications and Admission of Members. **Subject to the membership application process in Section 5 herein,** membership shall be open to any speech-

language pathologist or audiologist who is in private practice based upon the following qualifications:

(1) Has ethical professional and administrative responsibility for his or her practice;

(2) Has total financial and legal responsibility and liability for his or her practice;

(3) With reference to his or her practice, is self-employed, that is, not an employee of an individual, organization, agency or other entity providing clinical or consultative services unless he or she holds a shareholder or equity ownership position in that organization or entity, also a major owner of that organization or entity, (this condition will be met if the practitioner is an officer of the Board, even though the practitioner may not hold stock in the entity); and,

(4) Accepts referrals from multiple sources and these referrals may include those obtained through independent contractor arrangements.

a. Possesses the earned Masters' degree or equivalent based on a program of studies whose content primarily was in the field of speech-language pathology and/or audiology.

b. Holds the Certificate of Clinical Competence by the American Speech-state licensure. Language-Hearing Association and/or appropriate

c. Has not been convicted of a felony, or of a misdemeanor whose elements include fraud or misrepresentation.

(5) Complies with the rules set forth in the Code of Professional Ethics of the American Speech-Language-Hearing Association and has not engaged in any conduct that, in the determination of the Executive Committee, violates, or is inconsistent with, the generally accepted standards of conduct for the Academy.

Section 5. Membership Application Process. Any person desiring to become a member of the Academy and meeting the qualifications set forth in Section 4 of this Article above shall make written application to the Academy for membership on such forms as are provided by the Academy for that purpose. These applications shall in turn be reviewed by the membership chairperson who shall have the responsibility for insuring that the application is complete and that the applicant meets all requirements set forth above. The membership chairperson shall forward the applications with his or her

recommendation to the members of the executive committee who shall then approve or disapprove the applications based upon the standards set forth in Section 4 above.

Applications for membership will be considered without regard to race, gender, national origin, religion, age, disability, sexual orientation, veteran's status, or any other characteristic protected under applicable law.

Section 6. Rights of Members. Each active member in good standing pursuant to Article X shall be eligible to cast one (1) vote on any issue at a meeting of the General Membership of the Academy. Such members are eligible to hold office, participate in the list serve and to vote by electronic means as well as in person.

Section 7. Annual Meeting. The annual meeting of the members shall be held at a time and place as selected at the sole discretion of the Board of Directors for the transaction of any and all such business as may properly be brought before or submitted to the meeting. Any and all business of any nature or character whatsoever may be transacted, and action may be taken thereon, at any annual meeting, except as otherwise provided by these Bylaws. Such meetings must be in compliance with the laws of the State of Michigan.

Section 8. Special Meetings. Each special meeting of the members shall be held, respectively, at such time and such place as may be determined by the Board of Directors. Such meeting may be called so long as notice of such meeting is in compliance with the provisions of these Bylaws and the Nonprofit Corporation Act of the State of Michigan.

Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statutes, or by law or by the Articles of incorporation may be called by the President or by a Vice President or by the Board of Directors and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of a majority of the active members, or at least twenty-five (25) percent entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 9. Notices of Members' Meetings. Written or printed notice stating the place, day and hour of each meeting of the members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting either personally or by mail, or by fax, or by email or at the direction of the President, a Vice President, the Secretary, or the officer or person or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Postal Mail, addressed to the membership roles of the Academy, with the postage thereon prepaid.

Section 10. Quorum of Members. A majority of the active members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of active members. The vote of a majority of the active members entitled to vote and thus represented at a meeting at which a quorum is present shall be able to act at the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. In the absence of a quorum, any action requiring a vote by the members may subsequently be carried to the members by mail ballot.

Section 11. Adjournments of Annual and Special Meetings of the Members. If a majority of the active members necessary to constitute a quorum shall fail to attend any meeting of the members in person or by proxy, then the majority of the active members present, in person or by proxy, and entitled to vote there at, may adjourn any such meeting from time to time without notice, other than by announcement at the meeting, until the number of active members requisite to constitute a quorum shall be present at the particular meeting or at any adjournment or adjournments thereof, in person or by proxy. A majority of the active members present, in person or by proxy, and entitled to vote at any meeting, may also adjourn any annual or special meeting of the members from time to time and without notice, other than by announcement at the meeting, of the time and place at which the meeting will reconvene, until the transaction of such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum is present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 12. Meeting of the Members. The President of the Academy, or in the event of the President's absence or omission or refusal to so act, a Vice President of the Academy, shall call each meeting of the members to order and shall act as Chairperson of such meeting. If, for any reason whatsoever, neither the President nor a Vice President of the Academy acts or will act as the Chairperson of the meeting of members, then the active members present, in person or by proxy, and entitled to vote thereat may, by majority vote, appoint a Chairperson who shall act as Chairperson of the meeting.

The Secretary of the Academy, or in the event of the Secretary's absence, omission or refusal to act, an Assistant Secretary, shall act as Secretary of each meeting of the members. If, for any reason whatsoever, neither the Secretary nor an Assistant Secretary acts or will act as Secretary of the meeting of the members, then the Chairperson of the meeting or, if failing to do so, the active members present, either in person or by proxy, and entitled to vote thereat may by majority vote appoint any person to act as Secretary of the meeting and such person shall act as Secretary of the meeting.

Section 13. Attendance and Proxies. Each active member entitled to vote at the particular membership meeting may attend such meeting and vote in person or may attend such meeting by proxy, and vote by such proxy, appointed by instrument in writing subscribed by the active member or by such active member's duly authorized agent or attorney-in-fact and filed with the Secretary of the Academy before or at the time of the particular meeting, and the attendance or the vote at any such meeting of a proxy of any such active member so appointed shall for all purposes by and be considered as the attendance or vote in person of such active member. No proxy shall be valid after one (1) month from date of its execution unless a longer period is expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than one (1) year. Each proxy shall be in writing and shall contain its effective date, the name of the member granting the proxy, the name of the member to whom the vote has been delegated, and indication that the proxy is limited to a thirty

(30) day duration, and the signature of the member granting the proxy. Each proxy shall be revocable.

Section 14. Decisions at Meetings of Members. At all meetings of the members, all questions, business and matters, except those the manner of deciding which is otherwise expressly governed by the Michigan Nonprofit Corporation Act or by the Articles of Incorporation or by these Bylaws, shall be decided by the vote of the majority of the votes of the active members of the Academy present in person or by proxy, and entitled to vote, a quorum being present. All voting shall be by voice, except that upon the determination of the officer or person presiding at the meeting or upon the demand of any qualified voter or the voter's proxy, voting on any further question, matter or business at such meeting shall be by written ballots. In the event any business, question or matter is so voted upon by ballot, then each ballot shall be signed by the active member voting or by the members' proxy.

Section 15. List of Members. A complete list of active members entitled to vote at each member's meeting or any adjournment thereof, arranged in alphabetical order with the address of each, shall be prepared by the Secretary and kept on file at the registered office of the Academy and subject to inspection by any active member during usual business hours for a period of a least ten (10) days prior to such meeting and shall be introduced and kept open at such meeting and at all times during such meeting shall be subject to inspection by any active member.

Section 16. Termination of Membership. A member who ceases to meet the membership criterion set forth above in Section 4 shall be automatically terminated.

ARTICLE IX. AFFILIATE

Section 1. An Affiliate of the Academy is one who does not meet the requirements of membership but is interested in the goals and activities of the Academy.

Section 2 An Affiliate of the Academy is not a voting member but may serve as resource to committees.

ARTICLE X DUES

Section 1. Dues. The amount of annual membership dues shall be determined by the Board of Directors. Dues shall be payable for the first year upon admission to membership and annually thereafter at such time as may be fixed by the Board of Directors. The Board of Directors may from time to time, at its discretion, levy assessments upon the membership with the vote or written consent of a majority of the members.

Section 2. Failure to Pay Dues. Members who fall thirty (30) days in arrears from the date membership dues shall be due and payable, shall be notified by the Secretary or an appropriate officer, and if payment is not forthcoming within the next succeeding thirty (30) days, the member shall be deemed "Not In Good Standing" and the member

may be dropped from the roles without further notice or right of hearing and shall thereupon forfeit all rights and privileges of membership.

Any active member who has dues outstanding and is deemed "Not In Good Standing", pursuant to the provisions of this section, shall not be entitled to vote at any meeting of the membership, or, if a director, at any meeting of the Board of Directors.

Section 3. Affiliate. The annual dues of affiliates shall be the same as those of members and all conditions relative to them shall be the same as for members.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Academy shall be such as the Board of Directors shall, by resolution, provide or establish or such as the President shall determine subject to approval of the Board.

Section 2. Seal. The seal of the Academy shall be in such form as the Board of Directors shall prescribe, and may be used by causing it or a facsimile thereof to be impressed, or affixed, printed, or reproduced, or in any other manner.

Section 3. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given to a director under the provisions of these Bylaws or the Articles of Incorporation of the Academy, said notice shall be deemed to be sufficient if given by depositing the same in U.S. Postal Service Mail in a sealed postpaid wrapper addressed to the person or persons entitled thereto at U.S. Postal Service Mail address, respectively, as same appear on the books or other records of the Academy, and such notice shall be deemed to have been given on the day of such mailing, but said notice shall also be deemed to be sufficient and to have been given and received if given on the day of such meeting, but said notice shall also be deemed to be sufficient and to have been given and received if given in any other manner or by any other means authorized or provided for elsewhere in these Bylaws. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Depositories. Funds of the Academy not otherwise employed shall be deposited from time to time in such banks or other depositories as either the Board of Directors or the President or the Treasurer may select or approve.

Section 5. Signing of Checks, Notes, Etc. In addition to and cumulative of, but in no way limiting or restricting, any other provision or provisions of these Bylaws which confer any authority relative thereto, all checks, drafts and other orders for the payment of money or monies out of funds of the Academy and all notes and other evidences of indebtedness of the Academy shall be signed on behalf of the Academy, in such manner, and by such officer or officers, person or persons as shall from time to time be determined or designated by or pursuant to resolutions of the Board of Directors. The signature or signatures of any such officer or officers, person or persons, may be facsimile, facsimiles, engraved or printed, and shall have the same force and effect and bind the Academy as though such officer or officers, person or persons, had signed the same personally, and, in the event of the death, disability, removal or resignation of any such officer or officers, person or persons, if the Board of Directors shall so determine

or provide, as though and with the same effect as if such death, disability, removal or resignation had not occurred.

Section 6. Laws and Statutes. Wherever used or appearing in these Bylaws, the words "law" or "laws" or "statute" or "statutes" respectively, shall mean and refer to laws and statutes, or a law or statute, of the State of Michigan, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Section 7. Headings. The headings of the Articles and Sections of these Bylaws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

Section 8. Definition. The definition of Private Practice in Speech-Language Pathology and Audiology is

- a. Personally offering services to the public for fee under one's own professional, administrative and financial responsibility;
- b. Adhering scrupulously to ethical and legal safeguards to the patient and to the public as well as one's self and to the profession;
- c. Conducting one's practice in an appropriate professional environment and manner; and,
- d. Engaging in fact in such private practice as a major interest and activity.

Section 9. Annual Audit. The Board of Directors shall cause to be performed on an annual basis an audit of the financial books and records of the Academy. The audit report shall become a permanent part of the records of the Academy.

ARTICLE XII. ETHICS

Section 1. Code of Professional Ethics. The rules of professional ethics shall consist of the Code of Professional Ethics of the American Speech-Language-Hearing Association as now constituted and as may from time to time be amended hereafter plus such additional rules, if any, as may from time to time be added as an amendment to these Bylaws.

ARTICLE XIII AMENDMENTS

Proposed new Bylaws or Amendments to these Bylaws shall be introduced at a business meeting at which a quorum is present. They must, however, be submitted in writing by mail, fax, or email to the membership by mail ballot within thirty (30) days following the meeting and a two-thirds (2/3) vote of the membership voting is required for passage.

Bylaws as amended in June 2007

Barbara Samuels, M.A., Chairperson

