

**COUNCIL OF ACADEMIC PROGRAMS IN COMMUNICATION SCIENCES AND DISORDERS, Inc.**

Founded 1974  
Incorporated 1979

**RESTATED BYLAWS**  
Approved September 28, 2022

**ARTICLE I**  
**NON-DISCRIMINATION**

The Corporation shall not discriminate on the basis of race, ethnicity, color, religion, gender identity and expression, age, national origin, disability, linguistic expression, marital status, sexual orientation, family/parental status, political affiliation, or military status. All programs and activities of the Corporation shall be conducted in furtherance of this policy.

If a volunteer, representative from a member program, staff, or vendor feels that they have been discriminated against or have been subjected to unlawful harassment on the basis of their race, ethnicity, religion, gender identity and expression, age, national origin, disability, linguistic expression, marital status, sexual orientation, family/parental status, political affiliation, or military status, the matter should immediately be reported to a member of the Board of Directors or the Corporation's Executive Director. Once the matter has been reported, it will be promptly investigated and necessary corrective action will be taken where appropriate. All complaints of discrimination and/or unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances.

**ARTICLE II**  
**OFFICES**

2.1) Offices. The principle office of this Corporation shall be located at the principle location of the management office contracted by the Board of Directors, 5490 Parmalee Gulch Road, Indian Hills, CO 80454. The Corporation may have offices at such other places, within or without the State of Alabama, as the Board of Directors from time to time designate.

**ARTICLE III**  
**MEMBERS**

3.1) Members. The Corporation shall have two classes of members. Any academic program within an institution of higher education that provides or plans to provide academic education in communication sciences and disorders and meets the qualifications for membership or affiliate membership in Section 3.3 (I) or (II) shall be eligible to be a member or affiliate member in the Corporation.

3.2) Appointment and Term. Members shall apply pursuant to an application process adopted by the Board. Institutions that do not meet the qualifications of members in Section 3.3 (I) or (II) can be considered for membership according to a process adopted by the Board of Directors. The Board of Directors shall have final authority to approve or deny membership. Once approved, each member shall serve as a member until the member resigns under Section 3.4 or the member is removed under Section 3.5.

3.3) Qualifications of Membership. There shall be two classes of Membership in the Corporation: Member Programs and Affiliate Member Programs.

I. Member Programs

Each member program must meet the following qualifications at all times:

- (a) The institution in which it operates must be a regionally accredited institution of higher education offering a degree in communication sciences and disorders.
- (b) Communication sciences and disorders shall be an identifiable organizational unit within the institution.
- (c) The institution shall have on file the administrative policies of the institution, which shall include a policy that the academic and/or clinical services programs are conducted in compliance with the Civil Rights Act, its amendments and executive orders, or, for foreign institutions, in accordance with applicable national civil rights laws, and that recruitment, instruction and clinical services of the institution are conducted in a manner that will ensure equitable treatment of students, faculty, staff, and clients without regard to race, ethnicity, religion, gender, gender identity and expression, age, national origin, disability, linguistic expression, marital status, sexual orientation, family/partental status, political affiliation, or military status and are designed to encourage the recruitment and participation of minoritized students and faculty.
- (d) Each member program shall be represented by the individual responsible for the administration of communication sciences and disorders program, or their designee, at the member's institution.
- (e) In communicating with other professionals, member program representatives shall only represent as policies and positions of the Corporation those policies and positions that have been adopted by the Corporation.

II. Affiliate Member Programs

- (a) A program may apply to be an Affiliate member program for up to three (3) years while in the planning phase of creating a program.
- (b) Affiliate membership entitles programs to the following benefits:
  - Membership rate to the CAPCSD Annual Conference for up to two participant registrations
  - Access to the CAPCSD Job Posting site
  - Access to specific restricted CAPCSD resources as determined by the Board
- (c) Notwithstanding any provision of these Bylaws to the contrary, Affiliate membership does not include the following:
  - Any voting rights
  - Eligibility to serve on the CAPCSD Board of Directors
  - CAPCSD Scholarship nominations
  - CAPCSD Honors and Awards nominations

- Eligibility for participation in specialized academies and forums

(d) Once the Affiliate member program enters a class of students, the Affiliate membership is no longer valid and the Program must apply to become a regular Member program of the Corporation.

3.4) Resignation. Any member may resign from membership at any time by giving notice to the Secretary of the Corporation. Such resignation shall become effective immediately, upon receipt of the notice, unless the notice specifies a later date.

3.5) Removal. A member program may be removed by the Board of Directors only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons for the removal and an opportunity for the member program representative to be heard at least five (5) days before the effective date of the removal in accordance with the policies and procedures.

- Not paying dues
- Not meeting member requirements

3.6) Voting. The member program of the Corporation shall have one vote on or in respect of any matter on which member program of the Corporation have the right to vote under law, the Articles of Incorporation, or these Bylaws.

3.7) Transferability. A member program shall not voluntarily or involuntarily transfer or assign its membership or any right arising therefrom.

3.8) Dues. The annual membership dues shall be determined by a two-thirds (2/3) vote of the members of the Board of Directors voting by mail or electronic ballot. Dues are assessed by July 1 of each fiscal year. A member program that does not pay its dues by September 15 of the fiscal year will lose its membership status and all benefits therein.

#### **ARTICLE IV** **MEETINGS OF MEMBER PROGRAM REPRESENTATIVES**

4.1) Annual Meetings. An annual meeting of voting member programs shall be held in each calendar year. At that meeting, the voting member programs shall transact any business properly coming before the voting members. Notwithstanding the foregoing, the process for member programs to approve is set forth in Article IX.

4.2) Special Meetings. Special meetings of the voting member program representatives may be called for any purpose at any time by the President, with the consent of the Board of Directors, or by demand of one-third (1/3) of the voting member program representatives.

4.3) Place of Meeting. Meetings of the voting member program representatives shall be held at the registered office of the Corporation, or at such other place as may be designated by the Board of Directors, except as otherwise required by law.

4.4) Notice of Meetings. Except as otherwise required by law, a written notice setting out the place, date and hour of any annual or special meeting of the voting member program representatives shall be given to each voting member program representative at the email address contained in the corporate records

not less than thirty (30) days and no more than fifty (50) days prior to the meeting. Notice may be given in person, to the members' duly authorized representative as named in the Corporation's records, or by mail or electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member's address as it appears on the records of the corporation.

4.5) Waiver of Notice. The member may waive notice of any meeting before, during or after the meeting, in writing. All waivers shall be filed with the records of the Corporation.

4.6) Quorum. Ten percent (10%) of the voting member program representatives, whether present in person or represented by proxy, shall constitute a quorum for the transaction of the business at any meeting of member programs. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

4.7) Voting. Except as otherwise provided by law or in the Articles of Incorporation or these Bylaws, the affirmative vote of the majority of the member program representatives present at a meeting, whether in person or represented by proxy, shall constitute an act of the member program representatives. Member program representatives are permitted to appoint a proxy to vote or otherwise act for the member program.

4.8) Action Without a Meeting. An action required or permitted to be taken at a meeting of the voting member program representatives may be taken without a meeting by written action signed by all voting member program representatives. Any such written action shall be filed with the minutes of the Corporation.

4.9) Procedure for Meetings. A procedure with a focus on consensus shall be used for all meetings of the voting program representatives, subject to any specific rules, policies, or procedures in the Bylaws or applicable law. Detailed guidelines for conduct of meetings are provided in the Corporation's Policies and Procedures Manual.

## **ARTICLE V** **BOARD OF DIRECTORS**

5.1) General Powers. The business and affairs of this Corporation shall be managed by or under the direction of the Board of Directors (the "Board of Directors" or the "Board"). The Board's duties shall include but are not limited to:

- (a) Serving as the organization's administrative body.
- (b) Developing a strategic plan for prioritizing initiatives of the Corporation, updated annually in July.
- (c) Acting upon resolutions, recommendations and petitions as may be received from member program representatives, committees, and working groups.
- (d) Adopting an annual budget.

- (e) Developing and maintaining a Policies and Procedures Manual by July of each year to (1) define operational procedures; (2) specify the organizational structure of standing committees and monitoring Vice Presidents; and (3) implement the goals and duties articulated in the Bylaws.
- (f) Assuming and discharging such other duties and responsibilities as are, or shall be, assigned through the Articles of Incorporation and/or Bylaws or by mandate of the membership.
- (g) Approving members of all committees.

5.2) Number; Qualification; Election/Appointment. The number of directors shall be between eight (8) and twelve (12). The Board of Directors shall consist of the elected officers of the Corporation and the appointed officers of the Corporation. The election/appointment of the officers shall be as set forth in Articles VI and VII. Ad hoc board positions may be created at the discretion of the Board to meet a specific need and/or objective.

5.3) Term. Each director shall serve for a term equal to the length of the term that they serve as an elected or appointed officer, as set forth in Articles VI and VII.

5.4) Removal. Any director may be removed as provided in the Articles of Incorporation.

5.5) Resignation. A director may resign at any time by giving written notice to the Secretary and Executive Director. Such resignations shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice. A director who resigns under this Section shall also resign as an officer of the Corporation.

5.6) Vacancies. A vacancy in the Board of Directors due to the death, resignation or removal of an elected officer shall be filled according to the terms for filling vacancies of elected officers in Section 6.6.

5.7) Quorum; Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. As mandated by statute, in no event may the quorum be less than one-third (1/3) of the number of directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the members of the Board of Directors present may continue to transact business until adjournment even though the withdrawal of a number of members of the Board of Directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law or in the Articles of Incorporation or these Bylaws, the act of a majority of the Board of Directors present at a duly held meeting shall be an act of the Board of Directors.

5.8) Conflict of Interest. Any member of the Board who has a personal interest in, or relationship with, a person or entity having interest in any proposed transaction or executive for the Corporation, shall be required to disclose that interest or relationship to the Board of Directors prior to a vote thereon. The Board member with said interest will be prohibited from voting thereon and will refrain from participating in the discussions on the advisability of such transaction or action.

#### 5.9) Board Meetings

- (a) Meetings. The Board of Directors shall hold at least two (2) face-to-face meetings each year for

the purpose of transacting business. In certain circumstances it may become necessary for the Board of Directors to hold other meetings via face-to-face or electronic means. The meetings shall be held at any place within or without the State of Alabama that the Board of Directors may designate. A meeting among members of the Board of Directors by any means of communication through which the participants may simultaneously hear each other during the meeting, constitutes a meeting of the Board of Directors. Participation in a meeting by such means constitutes personal presence at the meeting. Any member of the Board of Directors may call a special Board of Directors meeting, if the same notice is given of the meeting as would be required for a regular meeting, and if the number of persons participating in the meeting would be sufficient to constitute a quorum at the meeting.

- (b) Notice. Notice of Board of Directors meetings shall be made by giving at least fifteen (15) days prior notice to all directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Notice may be given in person, by phone, or electronically. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.
- (c) Waiver of Notice. A director may waive notice of any meeting by providing a waiver in writing signed by the director by attending the meeting. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the Corporation.

5.10) Action Without a Meeting. In order to efficiently conduct business between face-to-face electronic meetings of the Board of Directors, the following procedures for electronic voting have been decided.

- (a) Any member of the Board of Directors may request an electronic vote on an action item.
- (b) Only items previously reviewed by the Board of Directors may be submitted for an electronic vote.
- (c) Once a vote request has been sent via email, members of the Board of Directors have seven (7) calendar days to respond with their vote to the Secretary and Executive Director:
  - a. Yes/For; No/Against; Abstain; or More Discussion requested
  - b. Each Board of Directors member should submit their vote to the Secretary via email with their signature appearing in the email.
- (d) The Secretary shall keep track of the number of votes and let the Board of Directors know when all votes have been received.
- (e) In order for a vote to pass, a unanimous decision must be reached.
  - a. When there is a unanimous vote, the Secretary shall record the date of the last vote as the date the item becomes effective.
  - b. During the next meeting, the Secretary will read the issue and the unanimous vote

result for recording in relevant minutes.

- (f) In cases where there is an abstention, as long as a quorum is maintained for the voting process, the voting will move forward.
- (g) Should there be a split vote or someone votes for more discussion, the item will be put on the agenda for the next Board of Directors meeting.

## **ARTICLE VI ELECTED OFFICERS**

6.1) General. The elected officers of the Corporation shall consist of a President, President Elect, Past President, Treasurer, and Secretary.

6.2) Election. The Nominations Committee shall present a slate of nominees for elected officers to the Board of Directors for approval. The Board of Directors shall present the approved slate of nominees at the annual meeting of the member program representatives. The member program representatives shall vote on the slate of officers by electronic ballot within 30 days of the date of the annual meeting. The slate of officers must be accepted by the majority of votes cast. The elected officers shall hold office until the next election of officers and until their successors have been duly elected and qualified, or until the earlier death, resignation, or removal of such an officer.

6.3) Term. The President shall serve a term of one (1) year immediately preceding their term as President Elect. The Past President shall serve a term of one (1) year, immediately following their term as President. The President Elect shall be elected annually. The Treasurer and Secretary shall be elected in alternate years and will serve a term of two (2) years. All terms of office will coincide with dates for the fiscal year.

6.4) Resignation. Any officer may resign at any time by giving written notice to the Executive Director. The resignation is effective without acceptance when notice is given to the Executive Director, unless a later date is specified in the notice. An officer who resigns under this Section also resigns as a member of the Board of Directors.

6.5) Removal. An elected officer may be removed for any violation of the Bylaws and Code of Ethics by a majority vote of the Board of Directors.

6.6) Vacancies. A vacancy in the office of the President shall be filled by the President Elect, who shall serve for the remainder of the term of office and become President at the beginning of the next term. Any vacancy occurring in any elected office, except for the President, shall be filled for the unexpired part of the term and approved by the Board of Directors.

6.7) President. The President's duties shall include but are not limited to:

- (a) Serving as chief executive officer of the Corporation.
- (b) Providing professional leadership to the Corporation and association management firm oversight.

- (c) Ensuring compliance with the fiduciary responsibilities of the Board of Directors.
- (d) Ensuring Board of Director's compliance with the Bylaws and Policies.
- (e) Signing contracts entered into by the Corporation on behalf of the Board of Directors.
- (f) The President will appoint open positions for the next fiscal year for the Vice President positions including the Vice Presidents of Admissions, Clinical Education, Online Professional Development, Organizational Advancement, Professional Development, and Research and Academic Affairs. Appointments require confirmation by a majority vote of the Board of Directors. The appointment and confirmation process will occur prior to the beginning of the next fiscal year.
- (g) Calling and presiding at meetings of the Board of Directors.
- (h) Presiding at meetings of the member program representatives.
- (i) Setting the agenda for the Board of Directors and meetings of the member program representatives.
- (j) Provide a report to the member program representatives at the CAPCSD Annual Conference.
- (k) Serving as spokesperson and advocate for the Corporation to other individuals, agencies or organizations.
- (l) Serving as an ex-officio, non-voting and monitoring member of all committees.

6.8) President-Elect. The duties of the President Elect shall include but are not limited to:

- (a) Preparing for succession to presidency under the direction of the President, Past President, and Executive Director.
- (b) Serving in the place and with the authority of the President in their absence.
- (c) Conduct annual Board of Directors orientation
- (d) Serving as the Monitoring Officer of committees under the President Elect's oversight according to the Corporation's organizational structure.
- (e) Reviewing the Bylaws and Policies and Procedures for accuracy and currency and recommending changes.

6.9) Past President. The duties of the Past President shall include but are not limited to:

- (a) Serving as chief executive of the organization if the position of President becomes vacant and the position of President Elect is vacant.



- (b) Serving as Monitoring Officer of committees under the Past President's oversight according to the Corporation's organizational structure.
- (c) Monitoring member applications by overseeing the administration of the Corporation's membership applications and approval process.
- (d) Serving as the monitoring officer of the Nominations and Honors and Awards Committees.
- (e) Conducting election of officers according to schedule and reporting to the Board of Directors.
- (f) Oversee the Request for Proposal process for an AMC every five (5) years.

6.10) Treasurer. The duties of the Treasurer shall include but are not limited to:

- (a) Serving as Chief Financial Officer to ensure compliance of the Corporation's responsibilities to the membership and that the affairs of the Corporation are executed in compliance with generally accepted accounting principles of non-profit financial organizations.
- (b) Serving as custodian of the funds of the organization.
- (c) Monitoring monthly budget reports with the association management company on behalf of the Corporation.
- (d) Preparing an annual budget for approval by the Board of Directors no later than the June board meeting.
- (e) Coordinating with the Executive Director, the issuing and cancellation of credit cards.
- (f) Coordinating with the Executive Director, that check-writing authorizations are current.
- (g) Coordinating with the Executive Director to develop appropriate financial reports for presentation at each Board meeting, including reporting and reviewing the Corporation's financial position vis-a'-vis investments.
- (h) Ensuring that appropriate accounting reports for required Internal Revenue Service filings are completed in a timely fashion.
- (i) Presenting a report at the spring Board of Directors meeting regarding performance during the past year and make recommendations for any changes in the overall financial management process.
- (j) Ensuring that a annual review of the Corporation's financial activity is executed, with an audit every five years.
- (k) Developing a two-to-three-year budget history, including the current year, for presentation at the corporate business meeting at the Annual Conference.

6.11) Secretary. The duties of the Secretary shall include but are not limited to:

- (a) Ensure that an accurate record of the Board of Directors meetings, CAPCSD Business meetings, and the April CAPCSD-ASHA and CAPCSD-AAA combined Board of Directors meetings is maintained for CAPCSD. It is the responsibility of the Secretary to ensure that CAPCSD maintains an accurate record of meeting minutes and resolutions.
- (b) Distribute draft Board of Directors meeting minutes to board members for review within a reasonable time period following each board meeting. Responses from the Board of Directors, and subsequent approval, will be returned to the Secretary in a reasonable time period.
- (c) Maintain the current list of committee members with terms of appointment and contact information.
- (d) Coordinate and monitor the Corporation's Strategic Plan.

## **ARTICLE VII** **APPOINTED DIRECTORS**

7.1) General. The appointed directors of the Corporation shall be the Vice President of Admissions, Vice President of Clinical Education, Vice President of Online Professional Development, Vice President of Organizational Advancement, Vice President of Professional Development, and Vice President of Research and Academic Affairs.

7.2) Appointment. The President shall appoint, with the approval of a majority of the members of the Board of Directors, the Vice Presidents and any such officers recommended by the Board. Appointments may be renewed for a second term at the discretion of the Board.

7.3) Term. The Vice President of Admissions, Vice President of Clinical Education, Vice President of Online Professional Development, Vice President of Organizational Advancement, Vice President of Professional Development, and Vice President of Research and Academic Affairs shall each serve a term of two (2) years.

The Vice Presidents of Clinical Education, Research and Academic Affairs, and Admissions shall be appointed in odd-numbered years. The Vice Presidents of Professional Development and Organizational Advancement and Online Professional Development shall be appointed in even-numbered years.

7.4) Resignation. Any appointed director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.

7.5) Removal. Any appointed director may be removed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

7.6) Vacancies. Any vacancy occurring in any appointed office shall be filled by the President with the approval of the Board of Directors.

7.7) Vice President of Professional Development. The duties shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Professional Development's oversight according to the Corporation's organizational structure.
- (b) Attending and coordinating the Annual Conference Planning Meeting, Leadership Academy, and updating the Board of Directors on the conference plans throughout the year.
- (c) Making recommendations to the Board of Directors regarding the appointment of members for the Conference Planning Committee and Leadership Academy.
- (d) Serving as the liaison between the Corporation and other organizations deemed appropriate by the Board of Directors on matters pertaining to professional development opportunities.
- (e) Preparing an annual budget for submission to the Treasurer.
- (f) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (g) Coordinating other professional development activities with the association management company.
- (h) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.8) Vice President of Clinical Education. The duties shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Clinical Education's oversight according to the Corporation's organizational structure.
- (b) Coordinating clinical education activities with the association management company.
- (c) Serving as the Corporation's liaison between the Corporation and other organizations and/or agencies for collaboration and advocacy related to standards and credentials.
- (d) Providing leadership and/or monitoring to the Corporation's committees and/or task forces related to clinical education, the clinical education modules, simulation, and webinars related to clinical education resources.
- (e) Collaborating with other Board members regarding initiatives that interface with other Board member responsibilities.
- (f) Preparing an annual budget proposal for submission to the Treasurer.
- (g) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (h) Preparing an annual report of activities for submission to the membership at the Annual

Conference.

7.9) Vice President of Research and Academic Affairs. The duties shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Research and Academic Affairs and oversight according to the Corporation's organizational structure.
- (b) Ensuring that the Corporation's interests are represented in fostering the basic, applied and pedagogical research bases of the professions and the highest level of academic standards for education in communication sciences and disorders.
- (c) Serving as the Corporation's liaison between the Corporation and accreditation bodies.
- (d) Serving as the liaison between the Corporation and other organizations and/or agencies as deemed appropriate by the Board of Directors.
- (e) Preparing an annual budget proposal for submission to the Treasurer.
- (f) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (g) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.10) Vice President of Admissions. The duties shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Admissions for oversight according to the Corporation's organizational structure.
- (b) Overseeing the Centralized Application Service in Communication Sciences and Disorders (CSDCAS), liaison with partners organization, and the Admissions Committee.
- (c) Serving as the liaison between the Corporation and other organizations and/or agencies as deemed appropriate by the Board of Directors.
- (d) Preparing an annual budget proposal for submission to the Treasurer.
- (e) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (f) Preparing an annual report of activities for submission to the membership at the Annual Conference.

7.11) Vice President of Organizational Advancement. The duties shall include but are not limited to:

- (a) Serving as Monitoring Officer of committees under the Vice President of Organizational Advancement for oversight according to the Corporation's organizational structure.
- (b) Coordinating with the AMC to oversee the CAPCSD website.

- (c) Serving as the liaison between the Corporation and other organizations and/or agencies as deemed appropriate by the Board of Directors.
- (d) Preparing an annual budget proposal for submission to the Treasurer.
- (e) Maintaining minutes and other records of activities, committee meetings, and other committee business for submission to the Secretary.
- (f) Preparing an annual report of activities for submission to the membership at the Annual Conference.

## **ARTICLE VIII** **COMMITTEES**

8.1) General. There shall be committees of the Board of Directors, as the Board may appoint, and standing committees, ad hoc committees and task forces of the Corporation as set forth in these Bylaws.

8.2) Appointment. The President, with the approval of a majority of the members of the Board of Directors, shall appoint the chairpersons of committees of the Board of Directors and the Standing Committees of the Corporation.

8.3) Standing Committees. The Corporation shall have the following standing committees, with charges, membership, and oversight described in the Policies and Procedures manual. Other standing committees may be formed at the Board's discretion, with charges, guidelines for membership, and details regarding oversight described in the Policies and Procedures manual. Standing committees can be dissolved with a majority vote of the Board of Directors.

- (a) Conference Planning Committee
- (b) Leadership Academy Review Committee
- (c) Nominations Committee
- (d) Admissions Committee
- (e) Honors and Awards Committee
- (f) Scholarship Committee
- (g) The Clinical Education Committee
- (h) The Media Strategy Committee
- (i) Membership Committee
- (j) IPP/IPE Committee

(k) Online Professional Development Committee

(l) Diversity, Equity, and Inclusion Committee

## **ARTICLE IX** **RESOLUTIONS**

9.1) General. The Corporation shall adopt resolutions and position statements as provided under this Article VIII.

9.2) Proposing Resolutions. Any program or individual representatives of member institutions may submit a resolution. Required structure for proposed resolutions may be found on the Corporation's website or in the Policies and Procedures Manual.

- (a) Proposed resolutions will be submitted via email to the President and the Corporation office at any time during the year. Resolutions submitted to the Board of Directors will be discussed by the Board during its next regularly scheduled meeting, unless a quorum is not met. A one-third (1/3) favorable vote of the Board of Directors will be required to submit the resolution to the membership for a vote. Wording of resolutions will be edited in light of discussions and recommendations during the Board of Directors meeting. The submitter will have the opportunity to accept the changes or withdraw the proposed resolution. The submitter has 30 days to respond. Resolutions approved by the Board for distribution to the membership will not become official until ratified by a majority vote of the voting member programs.
- (b) Resolutions for discussion at the fall business meeting or spring business meeting must be received at least thirty (30) days in advance of the meeting. Resolutions will be submitted directly to the President and the Corporation office.
- (c) Voting on passage of resolutions will be accomplished through a web-based system, with emails from the Executive Director indicating means of accessing the voting site and a due date for responses.
- (d) The email online voting process will be initiated within ten (10) days of approval of a resolution by the Board of Directors. Ratification by member programs will be by a simple majority vote of the voting member programs received by the due date specified in the call for vote.

9.3) Adoption of Proposed Resolutions or Position Statements by Members.

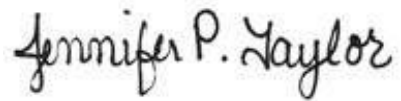
- (a) Ratification of a resolution allows the Board to execute the actions, define the direction, and allocate appropriate resources.
- (b) Ratified resolutions are under the direction of the Board.

## **ARTICLE X** **AMENDMENTS**

The Board of Directors shall have the authority to amend, repeal, and adopt new Bylaws by the affirmative vote of a majority of the members of the Board of Directors.

The undersigned hereby certify that the foregoing restated Bylaws were adopted by a majority vote of the Board of Directors on the 28<sup>th</sup> day of September, 2022.

Signed:



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Jennifer P. Taylor, President



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JoAnne Cascia, Secretary