

**COUNCIL OF ACADEMIC PROGRAMS IN  
COMMUNICATION SCIENCES AND DISORDERS**

Founded, 1978  
Incorporated, 1979

**RESTATED ARTICLES OF INCORPORATION  
(2010)**

**ARTICLE I  
NAME**

The name of the Corporation, formerly the Council of Graduate Programs in Communication Sciences and Disorders, shall be the Council of Academic Programs in Communication Sciences and Disorders.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is committed to enhancing the quality of education in communication sciences and disorders. The Corporation's purposes are to engage in, assist, and contribute to the support of exclusively charitable and educational activities and projects within the meaning of Section 501(c)(3) of the Internal Revenue Code, including advancing the goals and effectiveness of academic programs, promoting research, pedagogy, clinical education, and the highest educational standards; facilitating the exchange of scholarly and professional information; and fostering initiatives to enhance the preparation of students to meet the public need.

In furtherance of such purposes, the Corporation shall conduct the following activities:

1. Develop and disseminate resolutions and position statements on academic issues germane to the discipline of communication sciences and disorders.
2. Serve as an advocate for the highest standards of academic programming.
3. Advise other professional and scholarly organizations, governmental agencies, legislative bodies, and the university community.
4. Collect and disseminate information relevant to academic issues.
5. Promote and provide professional development opportunities for faculty, staff, and administrators in communication sciences and disorders.
6. Foster quality education and research in communication sciences and disorders.

7. Doing any and all other acts and things which may be necessary, incidental or desirable in the accomplishment of any of the foregoing purposes.

**ARTICLE IV**  
**POWERS; EXEMPT STATUS**

**Section 1.** This Corporation is a nonprofit corporation governed by the Alabama Nonprofit Corporation Act. The Corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members, except as permitted by law. The Corporation shall have all of the powers specifically set forth in the Code of Alabama, 1975, Section 10-3A-20, as amended, and all other lawful powers of nonprofit corporations, subject only to the limitations expressed herein and by law.

**Section 2.** Notwithstanding any other provisions of these Restated Articles of Incorporation:

(a) All activities of the Corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this Corporation was organized.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of any member, officer, director or other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, scholarships, fellowships and similar payments or distributions made for the purposes for which this Corporation was organized), or shall be used to for any purpose other than furtherance of the purposes above stated and/or charitable or educational purposes.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.

(d) The Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under the subsection of Section 501(c)(3) of the Internal Revenue Code.

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

The business and affairs of this Corporation shall be managed under the direction of the Board of Directors, which shall be appointed/elected in the manner set forth in the Bylaws. The number, qualifications, terms and duties of the directors shall be set forth in the Corporation's Bylaws. An elected or appointed officer serving as a director may be removed from the Board in the same manner as the procedure for removing elected/appointed officers set forth in the Corporation's Bylaws.

**ARTICLE VI**  
**FISCAL YEAR**

The fiscal year and administrative term of the Corporation shall be July 1 through June 30.

**ARTICLE VII**  
**AMENDMENTS**

**Section 1. Proposal of Amendment.** Any representative of a member of the Corporation may propose an amendment to these Restated Articles of Incorporation by submitting a petition to the Board of Directors setting forth the proposed amendment and signed by ten percent (10%) of the representatives of member programs of the Corporation. The Board may propose amendments to the Restated Articles of Incorporation approved by two-thirds (2/3) of the directors.

**Section 2. Notice to Members.** Upon receiving a proposed amendment, the Board shall adopt a resolution setting forth the proposed amendment and submit the resolution to a vote at an annual or special meeting of the member program representatives. Written notice setting forth the proposed amendment or a summary of the proposed amendment shall be given to each member program representative entitled to vote not less than ten (10) and no more than fifty (50) days before the date of the meeting.

**Section 3. Approval of Proposed Amendment.** Proposed amendments must be approved by a two-thirds (2/3) vote of the members entitled to vote who are present at a meeting, whether in person or represented by proxy, in order to be adopted as part of the Articles of Incorporation.

**ARTICLE VIII**  
**DISSOLUTION**

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to other similar non-profit corporations or corporations organized under the Alabama Nonprofit Corporation Act and with the same tax exemption under the applicable subsections of Section 501(c)(3) of the Internal Revenue Code, or to such other non-profit, tax exempt, religious, charitable, literary, scientific, or education corporations or corporations as may be selected by the Board of Directors of this Corporation. In no way shall any of the assets or property, in the event of dissolution, go or be distributed to members or inure to the benefit of private individuals.

**COUNCIL OF ACADEMIC PROGRAMS IN  
COMMUNICATION SCIENCES AND DISORDERS**

Founded, 1978  
Incorporated, 1979

**RESTATED BYLAWS  
(2010)**

**ARTICLE I  
OFFICES**

1.1) Offices. The principal office of this Corporation shall be located at the principal location of the management office contracted by the Board of Directors. The Corporation may have offices at such other places, within or without the State of Alabama, as the Board of Directors may from time to time designate.

**ARTICLE II  
MEMBERS**

2.1) Members. The Corporation shall have one class of members. Any academic program within an institution of higher education that provides academic education in communication sciences and disorders and meets the qualifications for membership in Section 2.3 shall be eligible to be a member in the Corporation.

2.2) Appointment and Term. The members shall be appointed by the Board of Directors according to an application process adopted by the Board. Institutions that do not meet the qualifications of members in Section 2.3 can be considered for membership according to a process adopted by the Board of Directors. Each member shall serve as a member until the member resigns under Section 2.4 or the member is removed under Section 2.5.

2.3) Qualifications of Members. Each member must meet the following qualifications at all times during which it is a member of the Corporation:

(a) The institution in which it operates must be a regionally accredited institution of higher education offering a baccalaureate or higher 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, staff and clients

without regard to gender, sexual orientation, age, race, creed, national origin or disability and are designed to encourage the recruitment and participation of minority students and faculty.

(d) Each member shall be represented by the individual responsible for the administration of communication sciences and disorders program, or his/her 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 officially adopted by the Corporation.

2.4) 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.

2.5) Removal. A member 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.

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

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

2.8) Dues. The annual membership dues shall be determined by a two-thirds (2/3) vote of the members 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 voting privileges.

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

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

3.2) 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.

3.3) 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.

3.4) 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 address contained in the corporate records not less than thirty (30) days and no more than fifty (50) days prior to the meeting. Notice of a special meeting must contain a statement of the purpose of 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 duly authorized representative as named in the Corporation's records, at the member's address as it appears on the records of the corporation.

3.5) 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.

3.6) 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 members. 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.

3.7) 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.

3.8) 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.

3.9) Procedure for Meetings. A procedure with a focus on consensus shall be used for all meetings of the voting program representative, 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 IV** **BOARD OF DIRECTORS**

4.1) 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 an annual work plan agenda for prioritizing initiatives of the Corporation.
- (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 recommending to the membership policies, procedures, and programs for consideration and action.
- (f) Developing and maintaining a Policies and Procedures Manual to define operational procedures and implementation of the goals and duties articulated in the bylaws.
- (g) 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.
- (h) Approving members of all committees from recommendations by the President, Vice- Presidents, and Committee Chairpersons.

4.2) 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 V and VI.

4.3) Term. Each director shall serve for a term equal to the length of the term that he/she services as an elected or appointed officer, as set forth in Articles V and VI.

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

4.5) Resignation. A director may resign at any time by giving written notice to the Secretary. 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.

4.6) 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 5.6. A vacancy in the Board of Directors due to the death, resignation or removal of an appointed officer shall be filled according to the terms for filling vacancies of elected officers in Section 6.6.

4.7) 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 members of the Board of Directors present at a duly held meeting shall be an act of the Board of Directors.

4.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold at least two face-to-face meetings each year for the purpose of appointing officers and transacting any other business coming before it. The Board of Directors may hold such other meetings as it may, from time to time, determine. The meetings shall be held at any place within or without the State of Alabama that the Board of Directors may designate. Absent such designation, Board of Directors meetings shall be held at the registered office of the Corporation. Any member of the Board of Directors may call a special Board of Directors meeting. A conference among members of the Board of Directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Directors, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

(b) Notice. Written notice of Board of Directors meetings shall be made by giving at least fifteen (15) days prior written 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. Written notice may be given in person, 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 duly authorized representative as named in the Corporation's records, at the member's address as it appears on the records of the corporation. 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 or 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.

(d) Electronic Conference Meetings.

4.9) Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by all members of the Board of Directors. Any such written action shall be filed with the minutes of the Corporation.



## ARTICLE V

### ELECTED OFFICERS

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

5.2) Election. The Nominations Committee shall present the nominees for elected officers to the Board of Directors. The Board of Directors shall forward the nominees to the attendees at the annual meeting of the voting member program representatives. The member program representatives shall vote for officers by electronic ballot within 30 days of the date of the annual meeting. The individual who receives the majority of the votes cast for a particular office shall be elected for such office. The elected officers shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, or removal of such officer.

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

5.4) Resignation. Any officer 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. An officer who resigns under this Section also resigns as a member of the Board of Directors.

5.5) Removal. An elected officer may be removed by an action of the voting member program representatives.

5.6) Vacancies. A vacancy in the office of President shall be filled by the President-Elect, who shall serve for the remainder of the term of office and shall 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 by the Board of Directors.

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

- (a) Serving as chief executive of the Corporation;
- (b) Providing professional leadership to the Corporation;
- (c) Calling and presiding at meetings of the Board of Directors;
- (d) Presiding at meetings of the member program representatives;

- (e) Setting the agenda for Board of Directors and meetings of the member program representatives;
- (f) Serving as spokesperson and advocate for the Corporation to other individuals, agencies or organizations;
- (g) Serving as an ex officio, non-voting member of all committees; and

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

- (a) Serving in the place and with the authority of the President in his/her absence or in case of his/her disability;
- (c) Reviewing and recommending changes in the Policies and Procedures Manual.
- (e) Overseeing the processing of resolutions as detailed in the Policies and Procedures Manual.

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

- (a) Serving as chairperson of the Nominations Committee.
- (b) Serving as chief executive of the organization if the position of President becomes vacant and the position of President Elect is vacant.
- (c) Reviewing the Bylaws for accuracy and currency and recommending changes.
- (d) Coordinating the activities of the Honors and Awards Committee.
- (e) Coordinating the activities of the Archivist.
- (f) Coordinating the Board of Directors and Annual meeting time and site selection process.

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

- (a) Serving as custodian of the funds of the organization.
- (b) Paying all bills as authorized by the President and/or the Board of Directors.
- (c) Submitting biennially to the Board of Directors an account of all monies received and expended and preparing interim fiscal reports as requested by the Board of Directors.
- (d) Preparing a budget for presentation to the Board of Directors and the member program representatives.
- (e) Supervising and coordinating accounting activities of the management association on behalf of the Corporation;

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

- (a) Keeping a record of the proceedings of all meetings of the membership and the Board of Directors.
- (b) Maintaining a roster of Board of Directors, committee, and working group membership and update those rosters annually.
- (c) Maintaining copies of the Articles of Incorporation, Bylaws, and minutes of all official meetings.

ARTICLE VI  
APPOINTED DIRECTOR

6.1) General. The appointed directors of the Corporation shall be the Vice President for Communications, the Vice President for Professional Development, the Vice President for Research and Academic Development, the Vice President for Standards and Credentials, the Vice President for Student Development, and such other officers as the Board of Directors may recommend for appointment.

6.2) Appointment. The President shall appoint, with the approval of a majority of the members of the Board of Directors, the Vice President for Communications, the Vice President for Professional Development, the Vice President for Research and Academic Development, the Vice President for Standards and Credentials, the Vice President for Student Development, and any other such officers recommended by the Board.

6.3) Term. The Vice President for Communications, the Vice President for Research and Academic Development, and the Vice President for Standards and Credentials shall each serve a term of two (2) years. The Vice President for Professional Development shall serve a term of one (1) year immediately following the one-year term as assistant chair of the Conference Planning Committee. The Vice President for Communications shall be appointed in alternate years to the Vice President for Research and Academic Development and the Vice President for Standards and Credentials.

6.4) 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.

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

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

6.7) Vice President of Communications. The duties of the Vice President for Communications shall include but are not limited to:

- (a) Serving as chair of the Communication Committee.
- (b) Making recommendations to the Board of Directors for appointments to the Communications Committee.
- (c) Making recommendations to the Board of Directors regarding internal and external communications.
- (d) Developing an annual work plan of the Communications Committee for approval of 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) Coordinating the activities of the Webmaster.

6.8) Vice President for Professional Development. The duties of the Vice-President for Professional Development shall include but are not limited to:

- (a) Chairing the Conference Planning Committee.
- (b) Making recommendations to the Board of Directors regarding the appointment of members and an Assistant Chair of the Conference Planning Committee.
- (c) Serving as the liaison between the Council and other organizations deemed appropriate by the Board of Directors on matters pertaining to professional development opportunities.
- (d) Chairing the annual conference.
- (e) Developing an annual work plan for the professional development initiatives beyond the annual conference for approval of the Board of Directors.
- (f) Preparing an annual budget proposal for submission to the Treasurer.
- (g) Maintain minutes and other records of activities, committee meetings and other committee business for submission to the Secretary.

6.9) Vice President for Research and Academic Development. The duties of the Vice President for Research and Academic Development shall include but are not limited to:

- (a) Making recommendations to the Board of Directors regarding the appointment of chairs and appointments to the committees on research and academic development.
- (b) Serving as the liaison between the Council and other organizations and/or agencies as deemed appropriate by the Board of Directors.
- (c) Developing an annual work plan for the Research and Academic Development Committee.
- (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.

6.10) Vice President for Standards and Credentials. The duties of the Vice President for Standards and Credentials shall include but are not limited to:

- (a) Serving as chair of the Standards and Credentials Committee.
- (b) Making recommendations to the Board of Directors for appointments to the Standards and Credentials Committee.
- (c) Serving as the Council's liaison to such standards and credentials boards as may be deemed necessary by the Board of Directors.
- (d) Developing an annual work plan of the Standards and Credentials Committee for approval of 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.

6.11) Vice President for Student Development. The duties of the Vice President for Student Development shall include but are not limited to:

- (a) Making recommendations to the Board regarding activities and opportunities that support the development of students.
- (b) Serving as chair of the Centralized Application Service in Communication Sciences and Disorders (CSDCAS) Committee.
- (c) Making recommendations to the Board of Directors for appointments to the CSDCAS Committee.
- (d) Serving as the Council's liaison to the corporate agency overseeing CSDCAS.
- (e) Developing an annual work plan of the CDCAS Committee.
- (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.

## **ARTICLE VII** **COMMITTEES**

7.1) General. There shall be committees of the Board of Directors, as the Board may appoint, and Standing Committees of the Corporation as set forth in these Bylaws.

7.2) 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, except as the chairpersons are provided for in these Bylaws. The committee chairs shall nominate and the Board of Directors shall approve the members of all Standing Committees.

7.3) Standing Committees. The respective duties of the Standing Committees are as follows:

(a) The Archives Committee or Archivist shall conduct the following activities:

(1) Maintain a repository for items of importance from the Board of Directors, Committee Chairs, Task Forces, and Conference Chair. Such items include: Board of Directors Minutes, corporate business meeting minutes, Status Reports, Proceedings of Annual Conferences, survey reports and other materials and documents of potential historical interest and significance.

(2) Maintain a chronological file of photographs and other associated memorabilia associated with the Corporation's activities.

(3) Encourage the written history of the Corporation by former Board of Directors members.

(4) Collect and hold items donated to the Corporation.

(5) Collect portraits of Past-Presidents of the Corporation.

(6) Prepare a display of archives for annual conference.

(b) The Communications Committee shall conduct the following activities:

(1) Conduct activities related to implementation of the purposes of the organization as described in the Articles of Incorporation or as directed by the membership.

(2) With Board of Directors approval, assume responsibility for the collection, maintenance, analysis, and dissemination of data (including coordinating with the Council's Webmaster) collected by and for the Council.

(i) Conduct surveys of programs in communication sciences and disorders as articulated in the Policies and Procedures Manual.

(ii) Maintain procedures/guidelines for the conduct of the surveys of programs in communication sciences and disorders.

(4) Review proposals relative to data collection emanating from individual program representatives to the CAPCSD, committees of the CAPCSD, or any other source and make recommendations to the Board of Directors for its consideration and action.

(5) Formulate and submit for Board of Directors approval specific recommendations for the establishment and maintenance of a database concerning faculty, students, and program indices as needed for the Council to engage in long range planning activities.

(6) Prepare an annual report of activities for submission to the Board of Directors and membership.

(c) The Honors and Awards Committee shall:

(1) Recommend individuals to the Board of Directors for Honors and Awards of the Council.

(2) Prepare documentation in support of recommendations for Council Honors and Awards for consideration by the Board of Directors.

(3) Oversee presentation of honors and awards at the annual conference.

(d) The Conference Planning Committee shall:

(1) Conduct activities related to implementation of the purposes of the organization as described in the Articles of Incorporation or as directed by the membership.

(2) Plan and implement the CAPCSD Annual Conference.

(i) Develop and monitor Conference program content, schedule, speakers, guests, etc.

(ii) Manage the Board's allocation of the Conference budget.

(iii) Select non-program activities options for Conference informal networking times.

(iv) Supervise the management office staff in preparation of materials for the Conference.

(v) Monitor arrangements with Conference facilities.

(3) Organize submission of papers, edit, and oversee publications of the Proceedings of the Annual Conference of the CAPCSD.

(4) Make recommendations to the Board of Directors and if approved assist in planning additional professional development activities for the membership. These may include pre-or post-conference workshops and collaborative conferences sponsored jointly with related professional organizations.

(5) Prepare a conference program proposal for submission to the Board of Directors for approval.

(6) Conduct and summarize evaluations of all conferences and present a report summary to the Board of Directors.

(e) The Nominations Committee shall:

(1) Prepare recommendation for nominations of required officers to be submitted to the Board of Directors as per procedures detailed in the Policies and Procedures Manual.

(2) Obtain prior approval of nominees before submission of slate at the Annual Conference of the Council member program representatives.

(3) Present the slate of nominees at the spring meeting of the membership.

(4) Oversee the preparation and mailing of the ballot of the slate of nominees to the membership; monitor the tabulation of votes; report election results to the Board of Directors.

(f) The Standards and Credentials Committee shall:

(1) Conduct activities related to implementation of the purposes of the organization as described in the Articles of Incorporation or as directed by the membership.

(2) Monitor proposed or ongoing changes in accreditation, certification, and licensure in communication sciences and disorders.

(3) Develop strategies for identifying, facilitating, and promoting active CAPCSD input into establishment or revision of all standards in communication sciences and disorders.

(4) Develop and implement a proactive plan to ensure adequate Council representation on the ASHA's Council on Academic Accreditation and Council for Clinical Certification, and corresponding boards or councils in the American Academy of Audiology or other related professional organizations.

(5) Prepare an annual report of activities for submission to the Board of Directors and membership.

(g) The Centralized Application Service in Communication Sciences and Disorders (CSDCAS) Committee shall:

(1) Consider enhancements to the CSDCAS system and initiate appropriate enhancements to the CSDCAS system.



- (2) Modify CSDCAS web site content as needed.
- (3) Revise the CSDCAS online manual as needed.
- (4) Engage in ongoing communication, coordinated through the Vice President for Student Development, with the corporate agency overseeing CSDCAS.
- (5) Recruit programs to participate in use of CSDCAS services.
- (6) Participate in regularly scheduled conference calls.

## **ARTICLE VIII** **RESOLUTIONS**

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

8.2) Proposing Resolutions. All proposed resolutions must be submitted to the Board of Directors. Members of the Board of Directors, Standing Committees, working groups, or individual representatives of member institutions may submit a resolution. Proposed resolutions must be submitted in writing to the President Elect no later than thirty (30) days prior to a meeting of the voting member program representatives at which the position statement will be presented. An emergent resolution not submitted within the required timeframe may be proposed, in writing, and considered at a meeting of the member program representatives if two-thirds (2/3) of the members present at the meeting vote to consider the resolution.

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

(a) Proposed resolutions submitted to the Board of Directors shall be considered by the Board. Those resolutions approved by a one third (1/3) vote of the members of the Board will be submitted to the member program representatives for consideration at the next Corporate business meeting.

(b) The attendees at the Corporate business meeting shall discuss and consider the proposed resolutions at the meeting. The members shall vote whether or not to send each proposed resolution to all voting members for consideration. The member program representatives shall vote by electronic ballot to approve the proposed resolution. The Board shall forward the electronic ballot to the members no later than thirty (30) days following the meeting at which the proposed resolution was considered. A proposed resolution must be approved by a majority of the member program representatives submitting an electronic ballot within thirty (30) days of the date the ballots are mailed to the members in order to be adopted by the Corporation.

**ARTICLE IX**  
**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.

These Restated Articles of Incorporation correctly set forth the provisions of the Corporation's Articles of Incorporation as heretofore amended and restated and supersede the original Articles of Incorporation and all amendments thereto. These Restated Articles of Incorporation have been duly adopted as required by Alabama law.

