

**BYLAWS OF THE
AMERICAN BOARD OF AUDIOLOGY®**

ARTICLE I. NAME

The name of this organization is the American Board of Audiology® (the “ABA”).

ARTICLE II. PURPOSE

The ABA, an autonomous organization, is dedicated to enhancing audiologic services to the public by promulgating universally recognized standards in professional practice and ethics.

ARTICLE III. STRUCTURE

Section A. Autonomy. The ABA is a certification body within the committee structure of the American Academy of Audiology (the “AAA”). The ABA has complete autonomy, authority and control over all essential certification decisions and the ownership of all intellectual property generated and used by the ABA in establishing and maintaining its credentialing and certification functions.

Section B. Memorandum of Understanding. A Memorandum of Understanding (“MOU”) reflects the various points of agreement shared by the AAA and the ABA and constitutes a formal understanding on behalf of the AAA members and the ABA certificants. The MOU is subject to annual review by both entities and can be found in the appendices of the ABA Policies and Procedures Manual.

Section C. Authority and Responsibility. The ABA strives to operate in accordance with the National Commission on Certifying Agencies (“NCCA”) standards. Per NCCA standards and by agreement between the ABA and the AAA, ABA shall have full supervision, control, and direction of the affairs of the certification program, its committees and publications. The ABA is responsible for developing its own Bylaws and operating policies and procedures. The ABA may adopt such rules and regulations for the conduct of the ABA’s business as shall be deemed advisable. The ABA shall furnish the AAA Board of Directors with a copy of revised Bylaws. Each year, the ABA shall be responsible for developing its own budget and shall actively prosecute its objectives and supervise the collection and disbursement of its funds. The annual budget shall be submitted to the AAA Board of Directors for approval pursuant to the procedures outlined in the MOU and the ABA Policies and Procedures Manual.

ARTICLE IV.
BOARD OF GOVERNORS

Section A. Composition. The Board of Governors (“Board”) shall be composed of nine (9) voting members: seven (7) of whom may hold elected office under Article V. and are elected to the Board by certificants from the list of active certificants who represent the diverse practice settings of audiology; one (1) shall be an appointed member representing the public; and one (1) shall be appointed by the AAA President and shall act as liaison with the AAA Board of Directors. The Managing Director and the Immediate Past Chair of the ABA shall service as ex-officio members of the Board.

Section B. Qualifications. Members of the Board, except for the public member, must be an ABA certificant in good standing, and be in the active practice of audiology for a minimum of two (2) years as of the date that they are nominated. No member of the Board shall hold office in another national audiology professional or trade organization, including the AAA, with the exception of the appointment made by the AAA President as provided in Article IV. Section A.

Section C. Terms of Office. The term of office for members of the Board shall be three (3) years from the date of their entrance into office, or until their successors are seated. No member of the Board shall serve more than two (2) consecutive terms. The AAA Board of Directors member appointed by the AAA President shall serve a one (1) year term to begin on the first day of the new fiscal year.

Section D. Vacancies. In the case of a vacancy, resignation, or removal of a member of the Board, the Board shall have the power to appoint a successor from among those eligible certificants as soon as possible after the vacancy occurs.

Section E. Removal. The Board may, by a two-thirds (2/3rds) vote, remove any member of the Board for cause.

Section F. Compensation. The Board members shall not receive any compensation for their services as members of the Board. However, legitimate expenses incurred by Board members in fulfilling their duties may be compensated if previously authorized by the Board.

Section G. Conflict of Interest. All members of the Board, as well as all ABA volunteers, shall abide by the ABA’s conflict of interest policy.

Section H. Duties and Functions of the Board. The Board shall have full authority to establish policies, rules, procedures and requirements for certification and certificate programs. The Board, working in collaboration with the Managing Director, will ensure that the strategic direction of the ABA is fulfilled. The Board shall maintain a policy and procedures manual

and shall carry out any lawful activities as deemed necessary to advance the mission and objectives of the ABA.

ARTICLE V. OFFICERS

Section A. Executive Committee. The elected officers of the Executive Committee shall be: 1) a Chair and 2) a First Vice Chair. The First Vice Chair will serve as Chair at the conclusion of the Chair's term. Four (4) officers, the Chair, the First Vice Chair, the Immediate Past Chair and the Managing Director shall constitute the Executive Committee, which shall be given such powers as the Board may determine

Section B. Officer Nominations and Elections. The First Vice Chair shall be elected at the Annual Meeting of the Board from the current members of the Board. Elections may be by telephone conference meeting and the majority of votes cast shall elect, provided a quorum is present. In the event of a tie on the first vote, run-offs between candidates in contention shall be conducted until a majority vote can be achieved.

Section C. Term of Office. The term of office for each officer shall be one (1) year, or until his or her successor is elected, and shall begin on the first day of the following calendar year.

Section D. Vacancies. In the event the office of Chair becomes vacant, the First Vice Chair shall become Chair for the unexpired portion of the term. The new Chair shall then appoint a qualified interim officer to fill the First Vice Chair position until a scheduled meeting of the Board can be held. In the event the office of First Vice Chair becomes vacant, the Chair shall appoint a qualified interim officer to fill the First Vice Chair position until a scheduled meeting of the Board can be held. At the next Board meeting the Board may affirm the Chair's appointment or elect a qualified individual to fill the unexpired term.

Section E. Removal. The Board may, by a two thirds (2/3) vote of its members, remove any officer for cause.

ARTICLE VI. MANAGING DIRECTOR OF THE AMERICAN BOARD OF AUDIOLOGY

The Managing Director shall be selected by the ABA Board with consultation provided by the AAA Executive Director. Under the direction of the Board, the Managing Director shall attend to the daily administrative and financial affairs of the ABA. Pursuant to the policies established by the ABA, the Managing Director shall plan, organize, and direct the staff, programs, and activities of the ABA. If, for some reason, the Managing Director is unable to perform these duties, the Managing Director shall be replaced temporarily by a senior ABA staff member as designated by the ABA Executive Committee.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A. Nominations. The Nominating Committee shall be chaired by the Immediate Past Chair of the ABA and will consist of three (3) members, one (1) of whom to be selected from the current Board, one (1) at-large certificant and one (1) the Immediate Past Chair. The Nominating Committee shall release a Call for Nominations to the at-large population of ABA certificants. The Nominations Committee shall make reasonable efforts to assure that the slate of candidates (a minimum of two (2) candidates per open Board position) is representative of the at-large ABA certified population. A list of candidates for open Board positions shall be submitted to the Board for approval, prior to presentation to the general certificant population for election.

Section B. Board Election Process. The name and a brief biographical history of approved candidates shall be made available to the at-large ABA certified population at least thirty (30) days prior to the election. Voting shall be by ballots, which will be disseminated to ABA certificants either by paper or electronic ballot for those ABA certificants who have e-mail addresses on file with the ABA office. The timetable for the election process shall be delineated in the policies and procedures. Any ABA certificant in good standing shall be eligible to participate in the election process for new members of the ABA Board. Each new member of the Board will be elected by a majority of votes cast.

ARTICLE VIII. MEETINGS

Section A. Annual meeting. The Annual Meeting of the Board shall be at a time and place designated by the Chair for the purpose of transacting Board business and when applicable, identifying, approving and appointing a Board member who shall represent the public. The agenda of the annual meeting shall be circulated to each member of the Board before the Board meeting.

Section B. Regular meetings. Regular meetings of the Board shall be held as determined by a majority of the Board for the purpose of transacting Board business. The agenda shall be made available (e-mail, facsimile or hard copy) to the Board as early as practical before each regular meeting. Additional meetings may be held at other times if requested by the Chair or a majority of the Board.

Section C. Special meeting. A special meeting of the Board may be called by the Chair or by a majority of the Board with adequate advanced notification given to the entire Board. The notification shall include the date, time and purpose of the special meeting. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. No other business shall be conducted except as detailed in the agenda or as voted upon by a majority of the Board.

Section D. Quorum. A quorum shall exist when a majority of the voting members of the current Board is present for annual, regular or special meetings.

Section E. Minutes. Minutes of all meetings of the Board shall be kept at the ABA offices. They shall be recorded for all regular, special and annual meetings of the Board and are subject to review, and correction before approval at the next meeting of the Board.

Section F. Telephone Conference. Telephone conference meetings are the primary mode of communication utilized by the Board for regular and special meetings of the Board. Adequate notice shall be provided and will include the date, time and business to be conducted during the telephone conference meeting. Should an item of business need immediate attention and action by the Board, the Chair may expediently request a telephone conference as long as all members of the Board have been notified in advance. In each case, a roll-call majority vote of the attending Board will be necessary to approve action by telephone.

Section G. Proxies. Voting by proxies shall not be permitted.

ARTICLE IX. COMMITTEES

Section A. Standing and Special Committees and/or Task Forces may be appointed by the Board at any time for the purposes of performing duties not otherwise described in these Bylaws. Committees and committee structure shall be set forth in the ABA policies and procedures manual.

Section B. The Eligibility, Recertification & Reinstatement Committee shall have full authorization to review and provide final approval to all certificant applications, recertification application and reinstatements.

Section C. Any qualified ABA certificant may serve as Chair of any open Committee.

ARTICLE X. GOVERNANCE

Section A. Financial Decisions. The ABA is an administratively independent certifying body. All policy decisions relating to ABA certification are made at the sole discretion of the Board and are not subject to approval by any other body, including the AAA. The ABA shall operate pursuant to an annual budget approved by the Board prior to the beginning of any fiscal year.

Section B. Representations. No certificant of the ABA, elected officers or its employees may act on behalf of the ABA or represent themselves to the public as authorized to act on behalf of the ABA without the express written consent of the Board.

Section C. Rules of Order. ***Roberts Rules of Order***, most recent edition, shall be the parliamentary authority for the conduct of all meetings of the Board and committees, except as otherwise provided in these Bylaws.

ARTICLE XI. FINANCE

Section A. Fiscal Year. The fiscal year of the ABA shall begin on the first day of October and end on the last day of September.

Section B. Budget. The budget of the ABA shall be developed by the Executive Committee and staff for presentation to the AAA to coordinate with the budgeting process run by the ABA credentialing body.

Section C. Audit. The accounts of the ABA shall be audited not less than annually by a Certified Public Accountant.

Section D. Financial Reports. Regular financial reports provided by the AAA to the ABA shall serve as the basis of quarterly reports given to the Board by the Managing Director of the ABA. More frequent reporting may be done as indicated by need. A report of the annual audit shall be furnished to the ABA Board.

ARTICLE XII. POLICIES AND PROCEDURES

Policies and procedures that are consistent with these Bylaws may be adopted by the Board to govern the activities of the ABA.

ARTICLE XIII. NON-DISCRIMINATION POLICY

The ABA shall not discriminate against any person on the basis of race, color, ethnic ancestry, national origin, religion, creed, age, gender, sexual orientation, marital status, medical condition or physical disability. Any reference to gender in these Bylaws is intended to include both male and female.

ARTICLE XIV. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, by a two-thirds (2/3rds) vote of the Board. Each member of the Board must have received all proposed changes of the Bylaws at least thirty (30) days prior to any vote.

ARTICLE XV. INDEMNIFICATION

Any individual who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or

investigative (including any action by or in the right of the corporation) by reason of the fact that this person is or was serving as an officer or member of the Board or is or was serving at the request of the ABA as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or is an employee of the ABA shall be indemnified by the AAA against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by this person in connection with such action, suit or proceeding if this person acted in good faith for the purpose of which this person reasonably believed to be in the best interest of the ABA and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this person's conduct was unlawful, to the maximum extent permitted by, and in the manner provided by applicable law.

ARTICLE XVI. DISSOLUTION

The ABA shall use its funds only to accomplish the aims and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the Board certified population. Upon dissolution of the ABA, any funds remaining after the payment of all debts and liabilities shall be distributed to the AAA. In the event that the AAA dissolves, any ABA funds remaining after the payment of all debts and liabilities shall be distributed to one or more organizations exempt from taxation under the Internal Revenue Code, as selected by the Board.