

**Pro Forma**

**BYLAWS**

**of the**

**AG Bell Academy for Listening and Spoken Language®**

**Adopted November 2005**

**Last Amended September 2009**

**ARTICLE I**

**Name and Purpose**

**Section 1. Name.** The name of the corporation shall be the “AG Bell Academy for Listening and Spoken Language” (hereinafter referred to as the “Academy”).

**Section 2. Purpose.** The purpose of the Academy shall be to promote the delivery of comprehensive services to children and adults who are deaf or hard of hearing through certification of professionals (including teachers and therapists) involved with enabling and assisting individuals who are deaf or hard of hearing to listen and speak by:

- (a) Providing an international standard of requisite knowledge required for certification; thereby assisting the consumer, the employer and members of health and education professions;
- (b) Establishing and measuring the level of knowledge for all certifications in practices promoting the development of listening and spoken language;
- (c) Recognizing formally those individuals who meet the eligibility requirements for Certification as a Listening and Spoken Language Specialist (LSLS) and other certifications of the Academy;
- (d) Encouraging continued professional growth in the practice of Listening and Spoken Language therapy and education, and other practices that promote the development of listening and spoken language;
- (e) Conducting such other activities as are permissible for corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (“IRC”).

**Section 3. Limitations.** Notwithstanding any other provision of these Bylaws, the Academy shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6), or a corporation formed under the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented (the “Act”).

**ARTICLE II**

**Membership**

**Section 1. Members.** The sole member of the Academy shall be the Alexander Graham Bell Association for the Deaf and Hard of Hearing, a District of Columbia nonprofit corporation recognized as exempt from federal income taxation under IRC Section 501(c)(3) (hereinafter referred to as “AG Bell”).

**Section 2. Membership Rights.** As the sole member of the Academy, AG Bell shall be entitled to all rights and privileges afforded to a member of a nonprofit corporation by the Act.

**ARTICLE III**  
**Board of Directors**

**Section 1. General Powers.** The affairs of the Academy shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Academy, and to this end the Board of Directors may exercise all powers of the Academy. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Academy's Articles of Incorporation and Bylaws. The Board shall report annually to its sole member, AG Bell, on the progress of the Academy in fulfilling its purposes and on the finances of the Academy.

**Section 2. Composition and Director Qualifications.** The Academy Board of Directors shall consist of a minimum of seven (7) voting Directors appointed by the AG Bell Board of Directors (the "AG Bell Board"); other individual executives, professionals and/or academics elected by the Academy Board of Directors, all of whom shall serve as voting Directors; the President of the Alexander Graham Bell Association for the Deaf and Hard of Hearing by virtue of his or her Office shall serve as a voting member of the Board; the Executive Director of AG Bell, who shall serve as an *ex officio*, non-voting Director; and the Immediate Past President of the Academy, who shall serve as an *ex officio*, voting Director serving for two (2) years after his/her term as President ends. At no time will the Academy Board have a majority of members who are also members of the AG Bell Board. Directors shall be at least twenty-one (21) years of age.

Except as hereinafter provided in the case of vacancies, Directors appointed by AG Bell shall consist of the following:

- (a) At least one Director shall be a Listening and Spoken Language Specialist ("LSLS") Cert. Auditory-Verbal Therapist and at least one Director shall be a LSLS Cert. Auditory-Verbal Educator.
- (b) To the extent that the Academy offers additional program(s) of certification, each additional program of certification shall have at least one Director who is certified by that program.
- (c) At least one Director shall be a consumer (either a person who has received LSLS services or the parent, grandparent, or primary caregiver of a recipient of LSLS services).
- (d) To the extent that the Academy offers additional program(s) of certification, each additional program of certification shall have at least one Director who is a consumer of that program of certification.
- (e) At least one Director shall not be a resident of the United States of America or Canada.

Except as hereinafter provided in case of vacancies, Directors appointed by the Academy shall consist of the following:

- (a) The chair(s) of any certification committee(s) established by the Academy Board of Directors.
- (b) A member of the public who is a user or consumer.
- (c) Other individual executives, professionals, and/or academics elected by the Academy Board.

The Board of Directors may, in its sole discretion, determine additional qualifications for Directors consistent with these Bylaws.

**Section 3. Appointments and Term of Office.** All AG Bell Board appointments to the Academy Board shall be made by the AG Bell President with the advice and consent of the AG Bell Board. Each appointed member

of the Board of Directors shall be appointed for a two (2)-year term, renewable up to a total of three (3) consecutive two (2)-year terms. Unless earlier terminated as provided in these Bylaws, each term of office shall run for two years, beginning on July 1 and ending on June 30 two years thereafter, provided that a duly qualified successor has been appointed. The terms of Directors shall be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Directors. To this end, the term(s) of one (1) or more Directors may be extended or abbreviated, to the extent necessary and as determined by the Board of Directors.

**Section 4. Vacancies.** In the event of a vacancy on the Board of Directors, the Nominating Committee of the Academy shall make a recommendation as to a replacement Director to the President of AG Bell, who can either accept or reject the recommendation. If the recommendation is not accepted, the Nominating Committee of the Academy will make another recommendation. If a recommendation is accepted, that person shall immediately become a member of the Board.

**Section 5. Resignation and Removal.**

- (a) **Resignation.** A Director may resign at any time by giving written notice of his/her resignation to any officer of the Academy. A resignation shall take effect at the time specified in the written notice, or, if no time is specified, at the time such notice is tendered. The acceptance of the resignation shall not be necessary to make it effective.
- (b) **Removal.** By a majority vote of the voting Directors of the Board of Directors of AG Bell, any Director of the Academy may be removed with or without cause at any time when, in their judgment, the best interests of the Academy would be served thereby.

**Section 6. Annual and Regular Meetings.** Annual meetings of the Board of Directors may be held at such time and place as may be designated by the President of the Academy Board. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors. Annual and regular meetings may be held without notice if all of the Directors are present in person, or if notice is waived by those not present prior to or following the meeting.

**Section 7. Special Meetings.** Special meetings and conference calls of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

**Section 8. Notice.** Notice of any special meeting of the Board of Directors shall be received by each Director by mail, overnight courier, fax, electronic mail, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Notice may be waived by those not present prior to or following the meeting.

**Section 9. Quorum.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 10. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Academy's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

**Section 11. Teleconferencing.** To the extent permitted by the Act, any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

**Section 12. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 13. Minutes and Parliamentary Procedure.** Full minutes of each meeting of the Board of Directors shall be recorded by the Secretary-Treasurer, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Academy's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

#### **ARTICLE IV** **Committees**

**Section 1. Executive Committee.** The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which quorum is present, may create an Executive Committee. If created, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Academy between meetings of the Board, and shall be considered a committee of the Board. The designation of and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The Executive Committee, if formed, shall consist of the President of the Academy, the President-Elect of the Academy, the Executive Director of AG Bell, and the Past President of AG Bell or his or her designee.

**Section 2. Listening and Spoken Language Specialist Certification Committee.** The LSLS Certification Committee shall consist of no fewer than five (5) persons who hold an Academy certification in good standing. The LSLS Certification Committee shall perform those duties prescribed or authorized by these Bylaws and the Academy Board of Directors, subject to Article XV (Declaration of Policy) of these Bylaws. To the extent that the Academy offers more than one program of certification, the LSLS Certification Committee shall have at least one member who is certified by each program.

**Section 3. Nominating Committee.** The Nominating Committee shall consist of no fewer than three (3) persons who are current or former members of the Board of Directors. The Nominating Committee shall perform those duties prescribed or authorized by these Bylaws and the Academy Board of Directors, subject to Article XV (Declaration of Policy) of these Bylaws. The Chair of the Nominating Committee shall be the immediate past president of the Academy Board of Directors.

**Section 4. Certification Program Committees.** The Board of Directors or Executive Committee may from time to time appoint such certification program committees or councils as it shall deem necessary or advisable, each of which shall have such field of interest or activity, with such powers and duties, as the Board of Directors (or the Executive Committee if the committee or council was appointed by the Executive Committee) shall from time to time by resolution determine.

**Section 5. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Academy may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions or these Bylaws, the President of the Academy shall appoint the members of such committees.

**Section 6. Term of Office.** Each committee member shall serve a term of office as determined by the Board of Directors, but shall continue to serve until his or her successor is appointed, unless the committee is sooner terminated, or unless he or she ceases to qualify as a member of the committee, is removed from the committee, or resigns as a member thereof.

**Section 7. Removal or Resignation of Committee Members.** Any committee member may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Academy would be served thereby. Any committee member may resign at any time by giving written notice to the President, Secretary-Treasurer or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 8. Chair.** One (1) member of each committee shall be appointed as Chair of such committee by resolution of the Board of Directors, with the exception of the LSLS Certification Committee. Two (2) members of the LSLS Certification Committee shall be appointed as co-Chairs of such committee by resolution of the Board of Directors. The two co-Chairs of the LSLS Certification Committee shall each hold a different Academy certification in good standing.

**Section 9. Vacancies.** Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

**Section 10. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of all voting members of a committee shall constitute a quorum, and the act of a majority of the committee's voting members present at a meeting at which a quorum is present shall constitute the act of the committee. No proxy voting by committee members shall be permitted. Every committee member shall have one (1) vote on all matters submitted to a vote of the committee, unless a committee member is designated by the Board of Directors as a non-voting committee member.

**Section 11. Limitation on Delegated Authority.** Actions taken by committees shall in all instances be subject to Article XV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Academy and in matters of policy. Each committee or council appointed by the Board of Directors or Executive Committee may, unless otherwise directed by the Board (or the Executive Committee if the committee or team was appointed by the Executive Committee) adopt such rules and regulations for the conduct of its affairs as it may deem desirable. Such rules and regulations as may be adopted shall be those that are appropriate for the conduct of the committee's or council's affairs, consistent with the policy of the Academy, and subject to review and approval by the Board of Directors (or the Executive Committee if the committee or council was appointed by the Executive Committee) in those instances where the Board or Executive Committee may deem such review and approval desirable.

## ARTICLE V Officers

**Section 1. Definition of Officers.** The Officers of the Academy shall be the President, President-Elect, Secretary-Treasurer, and Immediate Past President. All Officers shall first be members of the Board of Directors. The offices of President, President-Elect and Secretary-Treasurer may not be held by the same person.

**Section 2. Election, Term and Qualifications.** Except in the case of *ex officio* offices, the Officers of the Academy shall be elected by the Board of Directors from among the current members of the Board by the affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present. The Secretary-Treasurer shall serve a two (2) year term or until a successor is elected. The President-Elect shall be elected every other year and shall serve as President-Elect for two (2) years. At the end of that term, the President-Elect shall automatically assume the office of President for a term of two (2) years. Neither the President nor the President-Elect may be a candidate for any other Academy office while serving his/her respective office. At the conclusion of his/her term as President, the President shall automatically succeed to the office of *ex officio* Immediate Past President, and in such capacity shall be a voting member of the Board. Other Officers and Directors shall not be candidates for another elected position until the expiration of the present term, unless that term expires at the next annual meeting. Officers shall be at least twenty-one (21) years of age but need not be residents of the District of Columbia. A director is eligible to serve as an officer of the Academy after having completed one (1) year experience as a director.

**Section 3. Removal or Resignation of Officers.** Any Officer may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Academy would be served thereby. Any Officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 4. Vacancies.** A vacancy in any Officership because of death, resignation, removal, disqualification, or otherwise, may be filled at any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Such action shall be effected by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

**Section 5. Duties.**

- (a) **President.** The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall preside at all meetings of the Board and shall serve as the Chairman of the Board.
- (b) **President-Elect.** The President-Elect shall, in the absence or disability of the President, exercise the power and perform the duties of the President. The President-Elect shall exercise such other powers and perform such other duties as shall be assigned to him/her by the Board. The President-Elect shall automatically accede to the position of President after the President's term of office expires or in the event the President vacates the office.
- (c) **Secretary-Treasurer.** The Secretary-Treasurer shall keep the records of the Academy, including minutes of meetings, and shall give notices of meetings. The Secretary-Treasurer shall have charge of all such additional books and papers as the Board may direct. The Secretary-Treasurer shall supervise the custody of the funds and property of the Academy, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Academy, and shall perform such other duties as are incident to the office of Secretary-Treasurer.
- (d) **Immediate Past President.** The Immediate Past President shall exercise such powers and perform such duties as shall be assigned to him/her by the Board.

**ARTICLE VI**  
**Employees and Contractors**

One (1) or more employees or contractors, if such employees or contractors are deemed necessary by the Executive Director of AG Bell, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Executive Director of AG Bell. The Executive Director of AG Bell shall supervise and provide direction to any employees of, or paid contractors to, the Academy on a regular basis.

**ARTICLE VII**  
**Compensation**

Officers and Directors shall not receive any salary or other compensation for their services as Officers and Directors.

**ARTICLE VIII**  
**Inurement**

No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

**ARTICLE IX**  
**Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.** To the fullest extent permitted by the Act and the IRC, the personal liability of the Directors, Officers, committee members, and employees of the Academy is hereby eliminated.

**Section 2. Indemnification.** To the fullest extent permitted by the Act and the IRC, the Academy shall indemnify its Directors, Officers, committee members, and employees.

**ARTICLE X**  
**Books and Records**

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. It also shall keep at its principal office a record of the names and addresses of its Board of Directors.

**ARTICLE XI**  
**Funds and Securities**

**Section 1. Contracts.** To promote the interests of the Academy, the Board of Directors may authorize any Officer or Officers, in the name of and on behalf of the Academy, to enter into any contract, loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confided to specific instances; and, unless so authorized by the Board of Directors, no Officer shall have power or authority to bind the Academy by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

**Section 2. Contributions.** The Board of Directors may accept on behalf of the Academy any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Academy, as set forth in the Articles of Incorporation or these Bylaws.

**Section 3. Deposits.** All funds of the Academy shall be deposited to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Financial Records.** The Academy shall: (i) maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the Academy, including all income and expenditures; (ii) annually prepare or approve a report of the financial activity of the Academy for the preceding year; and (iii) all records, books, and annual reports of the financial activity of the Academy shall be kept at the principal office of the Academy or at such other location as directed by the Board of Directors.

**ARTICLE XII**  
**Fiscal Year**

The Board of Directors shall determine the fiscal year of the Academy.

**ARTICLE XIII**  
**Seal**

The seal of the Academy shall be circular in form and shall bear the name of the Academy, the year of its incorporation, and the words "Corporate Seal, District of Columbia."

**ARTICLE XIV**  
**Notice**

Whenever, under the provisions of these Bylaws, the Articles of Incorporation, or any statute, notice is required to be given to any Director or Officer, it shall not be construed to be notice in person, but such notice may be given in writing, addressed to such Director or Officer at such address (including a street address, an electronic mail address, or a fax number) as appears on the books of the Academy. Any Director or Officer may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by law.

**ARTICLE XV**  
**Declaration of Policy**

Responsibility and authority for any declaration of Academy policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Academy are not authorized directly or indirectly to commit the Academy in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Academy, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Academy.

**ARTICLE XVI**  
**Amendments**

These Bylaws may be altered, amended or repealed at any annual, regular or special meeting of the Board of Directors by the affirmative vote of at least a majority of the Directors present, provided a quorum is present and notice of the intention to amend these Bylaws is provided to each Director at least seven (7) days prior to such meeting, subject to the subsequent approval of such amendment(s) by the Board of Directors of AG Bell.

**ARTICLE XVII**  
**Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

**ARTICLE XVIII**  
**Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

**ARTICLE XIX**  
**Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

**ARTICLE XX**  
**Duration, Dissolution and Material Changes**

The duration of the Academy shall be perpetual, except that it may be dissolved in the manner provided by the Act and the IRC; provided; however, that no dissolution, merger, consolidation, substantial transfer of assets, substantial alteration of purposes, or other similar material change to the Academy shall be effectuated without the prior approval of the Board of Directors of AG Bell. Upon the dissolution of the Academy, and after paying or making provision for the payment of all of the liabilities of the Academy, all assets of the Academy shall be distributed for one (1) or more of the Academy's exempt purposes within the meaning of IRC Section 501(c)(6), or

shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Academy Board of Directors shall determine, subject to the approval of the Board of Directors of AG Bell.

**ARTICLE XXI**  
**Certification Programs**

**Section 1. Issuance of Certificates.** The Academy may issue certificates to applicants who fulfill the prerequisites for, and receive a passing score on the Certification Examination to be a Listening and Spoken Language Specialist (“LSLS”), and other certificates that the Board may determine from time to time. Certificates shall at all times remain the property of the Academy. Any certificate holder whose certificate(s) is(are) revoked or suspended shall return to the Academy the certificate(s) issued, and shall not represent himself or herself as certified.

**Section 2. Designations.** Recipients of the Certification as a LSLS shall be designated as either “LSLS Cert. Auditory-Verbal Therapist” or “LSLS Auditory-Verbal Educator (education),” and shall be entitled to so designate themselves depending upon their area of practice and subject to the provisions for use and revocation of certificates set forth in these Bylaws and as the Board may otherwise adopt. Recipients of other certifications issued by the Academy shall be entitled to so designate themselves, subject to the provisions for use and revocation of certificates set forth in these Bylaws and as the Board may otherwise adopt.

**Section 3. Issuance of Certificates.** Issuance of certificates indicates that the recipients have satisfied the standards set and adopted by the Academy for the Academy’s LSLS Cert. Auditory-Verbal Therapist, LSLS Auditory-Verbal Educator, or other credential mark, as applicable. Failure to maintain the standards constitute grounds for revocation of certification and denial of the use of the certification mark.

**Section 4. Revocation of Certificates.** The Academy may revoke an individual’s certification at the discretion of the Board for due cause, including but not limited to the causes described in the Operating Guidelines, following a hearing and opportunity for appeal. The Academy will institute a process by which complaints can be lodged against certificants and investigations conducted. Candidates will be afforded due process for any revocation or appeal of a decision.

**Section 5. Grandfathering.** All individuals holding a certification issued by the Academy have met all standards, eligibility requirements, and passed the requisite examination established for obtaining said certification. At no time have any individuals been granted a certification issued by the Academy without meeting all established requirements (“Grandfathered”).