



# ASSOCIATION BYLAWS

Revisions adopted July 10, 2023

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## ARTICLE 1: NAME

The name of the corporation is Voice and Speech Trainers Association (VASTA). The principal office shall be defined by the Board according to its Articles of Incorporation.

## ARTICLE 2: PURPOSES

The purposes for which the Association is organized are as follows, as set forth in its Articles of Incorporation:

*"The corporation is organized exclusively for educational, charitable, literary, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, including but not limited to the following:*

*(1) to encourage the development of, and commitment to, the highest standards in the education and training of voice and speech teachers, coaches, and consultants in theatre, film, television, video arts, and communication; hereafter, referred to as voice/speech professionals;*

*(2) to make available services, publications, programs, meetings, and other activities designed to meet the needs of voice/speech professionals;*

*(3) to encourage continuous exploration of approaches to voice/speech training;*

*(4) to promote recognition of the skills of the voice/speech professional as being integral to the teaching and performing of acting for theatre, film, and television and, to the development of all professional voice users;*

- (5) to promote the professional status and encourage hiring promoting and/or granting of tenure of qualified voice/speech professionals;*
- (6) to encourage the healthful use of the voice;*
- (7) to establish and maintain interchanges with other professional organizations committed to the human, social and cultural values of the trained voice."*

### **ARTICLE 3: DISSOLUTION**

The provision for dissolution as set forth in the Articles of Incorporation is as follows:

*"Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes."*

### **ARTICLE 4: MEMBERSHIP**

#### **Section 4.1. CATEGORIES OF MEMBERS**

The categories of membership of the Association may include, but are not limited to, the following five (5) categories open to all persons interested in furthering the purposes of the Association.

1. Individual Membership. Individual membership shall be granted to an individual, upon payment of dues as set by the Board of Directors. Each member shall have one vote in every election by the general membership.

2. Student Membership. Student membership shall be granted to an individual currently enrolled in a training institution upon payment of dues. Each member shall have one vote in every election by the general membership.

3. Retired Professional Membership. Retired Professional membership shall be granted to an individual who has retired from the voice and speech profession, upon payment of dues as set by the Board of Directors. Each member shall have one vote in every election by the general membership.

4. Distinguished Membership. Distinguished membership shall be awarded by the Board of Directors to those individuals considered to have made a uniquely valuable contribution to the field of professional voice and speech training. Distinguished members shall not pay dues. Each member shall have one vote in every election by the general membership.

5. Organizational Membership. Organizational membership shall be granted to organizations, upon payment of dues as set by the Board of Directors. Members shall not have voting privileges.

#### Section 4.2. MEMBERS' RIGHTS AND PRIVILEGES

The Board of Directors shall have the authority to determine or to redetermine the rights, other than voting rights, of each membership category.

#### Section 4.3. MEMBERS' RIGHTS TO REVIEW

Decisions of the Board of Directors may be called for question and evaluation by a quorum of the members, as defined in Article 5.

#### Section 4.4. MEMBERSHIP YEAR

Membership year is determined by when people pay their dues.

## **ARTICLE 5: QUORUM AND MEETINGS OF MEMBERS**

### **Section 5.1. ANNUAL MEETING**

An annual meeting of the members shall be held at such place and time as the Board of Directors shall designate.

### **Section 5.2. SPECIAL MEETINGS**

Special meetings of the members may be called, and the time, place, and purpose of such meetings shall be designated either by the President, Board of Directors, or by a quorum of the members.

### **Section 5.3. NOTICE OF MEETINGS**

Written notice stating the purpose, place, date, and hour of any meeting of members shall be delivered through electronic means to each member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

### **Section 5.4. QUORUM**

Ten percent of the members eligible to vote shall constitute a quorum.

### **Section 5.5. VOTING PROCEDURES**

Any matters submitted for a vote of the membership shall be acted upon at a duly held annual or special meeting, or via electronic ballot, made available to all members via e-mail. If, for any reason, an annual meeting of the Association does not take place, then the necessary business shall be conducted by electronic means under the direction of the Board of Directors.

## **ARTICLE 6: PRESIDENTIAL TEAM**

The Executive Officers of the Association are the Presidential Team, comprised of the President Elect, the President, and the immediate Past President.

### **Section 6.1. TERM**

The presidential term requires four years of service: the first as President Elect, then two as President, and the last as Immediate Past President.

### **Section 6.2. ELECTION OF THE PRESIDENT**

The President shall be elected by the membership from a candidate pool consisting of current and/or former board members. The President Elect shall automatically succeed to the Presidency and the President shall succeed to the Immediate Past President at the end of each term.

### **Section 6. 3. VACANCIES**

In the event of a vacancy in the office of the President, the President-Elect shall complete the unexpired term, and an early vote will take place to ensure the continuation of the Presidential Team.

### **Section 6. 4. DISTRIBUTION OF PRESIDENTIAL TASKS**

A. The President shall be designated as the chief executive officer and representative of the Association, and, as a member of the Board, participate in policy formulations. In this capacity the President shall:

- Exercise leadership that will strengthen and expand the Association;
- Call, prepare agenda for, and preside over meetings of the Board of Directors, and the membership;

- Appoint persons to such offices and positions with the advice and consent of the Board, as designated by the Bylaws;
- Establish Ad Hoc Committees, and positions;
- Represent the Association in dealing with other organizations;
- Consult with the Financial Oversight Committee planning and preparing the annual budget;
- Apprise the Board members and the General Membership of the Association's activities;
- Perform all other such duties as pertains to the office.
- Maintain an up-to-date MOP for the Presidential Team.

B. The Presidential Elect/Past President will assist the President in the fulfillment of the above duties. In addition, the Presidential Team will decide upon themselves who will:

- Serve as Chair of the Financial Oversight Committee
- Serve as Chair of the Elections Committee
- Serve on the Awards & Grants Committee
- Participate in the selection of Junior Board members
- Serve to onboard and offboard board members and Junior Board members

## **ARTICLE 7: BOARD OF DIRECTORS**

### **Section 7.1. GENERAL POWERS**

The Board of Directors shall be a policy making and planning body and shall manage, direct, control and administer the property, affairs, and business of the Association. The Board shall adopt, amend, or repeal Bylaws as needed.

### **Section 7.2. COMPOSITION**

The Board of Directors shall consist of the Presidential Team and at least four (4) and not more than eight (8) individuals.

### Section 7. 3. JUNIOR BOARD MEMBERS

Junior Board members will consist of 4 members serving on a 2-year rotation, beginning on January 1 of each year. The Junior Board members will be selected by an ad-hoc committee of the Board, including the Year 2 Junior Board members and a member of the Presidential Team.

### Section 7.4. QUALIFICATIONS

Anyone who has been an Individual member in good standing of the Association for at least three (3) years is eligible to be elected to the Board of Directors.

### Section 7.5. ELECTIONS

A member of the Presidential Team shall chair an Elections Committee comprised of the chair and two (2) Association members. (For procedures of this election, see Elections Committee, Section 9.2.A.)

### Section 7.6. TERM OF OFFICE

The elected directors shall serve for three (3) years. A director's term shall begin on August 1 of year one and end on July 31 of year three. No member of the Board of Directors shall serve more than three (3) consecutive terms. The terms of office shall be staggered. Upon election, Directors will be asked to sign a Code of Conduct and a Board of Directors Agreement.

### Section 7.7. REMOVAL FROM OFFICE

In the event that a member of the Board is deemed by two-thirds (2/3) vote of the board to have demonstrated a lack of activity or a lack of compliance with these Bylaws or is in breach of the Code of Conduct/Board Agreement, said person can be removed from office by a two-thirds (2/3) vote of the board.

## Section 7.8. VACANCIES

The remaining members of the Board shall determine who shall fill any vacancies left by the departure of a member who has not completed a full term of office of the Board of Directors.

## Section 7.9. MEETINGS

The Board of Directors shall hold at least two (2) regular meetings each year. One meeting shall be held immediately before or after the annual meeting of the Association and the other meeting shall be at a time of year as designated by the Board. Meetings of the Board of Directors may be called by the President or by any two Directors. Persons calling the meeting may set the time and place for the meeting. Two-thirds of the Board, but never less than four (4) members, shall constitute a quorum.

## Section 7.10. VOTING PROCEDURES

Any matters submitted for a vote of the board shall be acted upon at a duly held annual or special meeting, or via electronic ballot, made available to all members via e-mail. If, for any reason, an annual meeting of the board does not take place, then the necessary business shall be conducted by electronic means under the direction of the President and/or their designate.

# **ARTICLE 8: OFFICERS**

## Section 8.1. COMPOSITION

The Officers of the Association appointed by the Board may include, but are not limited to, the following:

1. Director of Equity, Diversity, and Inclusion
2. Secretary



3. Treasurer
4. Director of Annual Conferences
5. Associate Director of Annual Conferences
6. ATHE Conference Planner
7. Associate ATHE Conference Planner
8. ATHE Focus Group Representative
9. Newsletter Editor
10. Associate Newsletter Editor
11. Editor-in-Chief of the Association's Journal
12. Director of Technology/Internet Services
13. Associate Director of Technology/Internet Services
14. Investments Officer

## Section 8.2. APPOINTMENT OF OFFICERS

The Board shall appoint all officers in a manner determined by a majority vote of the Board. All officers who are not members of the Board shall not have voting privileges. Upon appointment, Officers will sign a Code of Conduct and Officers Agreement.

## Section 8.3. QUALIFICATIONS OF OFFICERS

Anyone who has been a member in good standing of the Association for at least two (2) years is eligible to be appointed as an officer, with the exception of associate positions which require one (1) year of membership. The Board shall appoint all officers in a manner determined by a majority vote of the Board. All officers who are not members of the Board shall not have voting privileges.

#### Section 8.4. VACANCIES

In the event of vacancies in any other office, the Board shall select a successor to serve the unexpired term.

Section 8.5. TERM. Officers shall serve a term as specified for each position in the Manual of Operations (MOP). The Board may reappoint officers. Some officers may be appointed to open terms, serving at the pleasure of the board.

#### Section 8.6. REMOVAL FROM OFFICE

In the event that an appointed officer or committee chair is deemed by two-thirds (2/3) vote of the board to have demonstrated a lack of activity or a lack of compliance with these Bylaws or is in breach of the Code of Conduct/Officers Agreement, said person can be removed from office by a two-thirds (2/3) vote of the board.

#### Section 8.7. DUTIES OF OFFICERS

Officers shall perform such duties as described in the Manual of Operations (MOP) or as designated by the Board of Directors. Officers are responsible for maintaining an up-to-date MOP for their respective office. Officers shall meet with the Board for Board meetings, as directed by the President.

### **ARTICLE 9: COMMITTEES**

#### Section 9.1. ESTABLISHMENT OF COMMITTEES

Committees may be established and dissolved by resolution adopted by the Board of Directors. The rest will be relegated to the Manual of Operations.

#### Section 9.2. STANDING COMMITTEES

Standing Committees may include, but are not limited to, the following:

#### A. ELECTIONS COMMITTEE

The Elections Committee shall be charged with preparing a slate of nominees for election to the Board of Directors and for President. The Committee shall be chaired by a member of the Presidential Team and shall include two (2) members appointed with the advice and consent of the Board. Current officers shall be ineligible to serve on the Elections Committee. The Board may submit nominees for consideration to the Committee, which the Committee may consider, but is not bound to accept. Members may also send in self-nominations if they meet the specific requirements.

The Elections Committee shall submit to the members a slate of two (2) candidates for each position to be filled. The ballot shall be made available to the membership at least sixty (60) days before the annual meeting of said year. The Nominees shall be elected by an electronic ballot to be received by the Elections Committee no later than thirty (30) days prior to the annual meeting.

#### B. FINANCIAL OVERSIGHT COMMITTEE

The Financial Oversight Committee is charged to supervise the budget and investments of the Association. This committee is chaired by a member of the Presidential Team and consists of the Investments Officer, the Board Member liaison to the Awards and Grants Committee, a Member-at-large appointed by the Board. The committee will work with the Treasurer to prepare a budget for the fiscal year to be approved by the Board of Directors prior to the start of the fiscal year.

#### C. AWARDS AND GRANTS COMMITTEE

The Awards and Grants Committee is comprised by a member of the Presidential Team and four (4) other members appointed with the consent of the

Board. Each committee member shall have been a VASTA member for a minimum of three (3) years. Committee members shall serve a term as specified by the Board. The Awards and Grants Committee distributes allocated funds through awards, grants, and special projects. The basis for distribution of funds will be determined by these factors:

1. The Board shall determine the amount of funds to be dispersed by the committee. An allocation should never compromise the financial health of the Association.
2. Distribution shall be based on the merit of the projects toward fulfilling the mission of VASTA.
3. The committee may, with Board endorsement, determine a rotation of awards or grants.
4. The Board may make recommendations for projects which might be considered for funding by the committee.
5. Exceptions: Should the Board determine that a special project is of sufficient benefit to VASTA that it merits funding, rather than distribution of the allocated funds by the committee, the Board will report this to the committee.

### Section 9.3. AD HOC COMMITTEES

Ad Hoc Committees may be established by the Board and/or President as needed, or as otherwise provided for in the Manual of Operations.

## **ARTICLE 10: FINANCES**

### Section 10.1. CONTRACTS

The Board of Directors may authorize any officer, agent, or agents of the Association, in addition to the officers so authorized by the Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

#### Section 10.2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of and on behalf of the Association, shall be signed by such officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the President-Elect.

#### Section 10.3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

#### Section 10.4. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

#### Section 10.5. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31.

### **ARTICLE 11: BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors and

shall keep a digitally accessible record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or member's agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE 12: RULES OF ORDER**

All meetings of all bodies of the Association shall be conducted according to the annually agreed-upon rules of order decided by the body in question, provided that in no case shall these rules supersede the Bylaws of the Association. Rules of order may include, but are not limited to, the current edition of Robert's Rules of Order Newly Revised, Martha's Rules, or Dynamic Facilitation.

## **ARTICLE 13: AMENDMENTS**

Bylaw amendments may be proposed by the Board of Directors and adopted by a majority vote of the Board. Amendments may also be initiated by a petition signed by a quorum of the members of the Association and submitted to the Board at least sixty (60) days prior to the Board meeting at which the petition is to be considered. The Board shall consider and vote on all amendments initiated by a petition. All amendments authorized by a vote of the Board shall become effective immediately following approval unless the amendment includes a specific date of implementation.

### **AMENDMENT 1 (adopted on date?)**

The Board of Directors may choose to obtain the services of a Director of Operations (DOO). The primary duties of the DOO shall be determined by the Presidential Team and will be in service of furthering the mission of the Association. The Director of Operations is automatically granted membership to the Association. The Director

works with the Board to promote the Association and maintain the operating activities as identified by the contract.

**AMENDMENT 2 (adopted on date?)**

The Association's Officers have the autonomy to create an operational team to fulfill their stated duties. These teams must be created with the advice and consent of the Board, as designated by the Bylaws.

**Bylaws adopted on 7/20/23 revised on 1/2020, 11/2020, 1/2021**