## VOICE AND SPEECH TRAINERS ASSOCIATION BY-LAWS

## ARTICLE 1

NAME
The name of the corporation is Voice and Speech Trainers Association (VASTA). The principal office shall be defined as the residence of the current Treasurer of the corporation.

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 class.

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. RESIGNATION. Any member may resign by filing a written resignation with the President.
Section 4.5. MEMBERSHIP YEAR. Membership year shall be determined by the Board of Directors of the Association.

## 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 By-Laws, 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

## BOARD OF DIRECTORS

Section 6.1. 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 By-Laws as needed.

Section 6.2. COMPOSITION. The Board of Directors shall consist of the President, the President-Elect, The Immediate Past President, and at least four (4) and not more than eight (8) individuals.

Section 6.3. 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 6.4. ELECTIONS. The Immediate Past President shall chair a Nominating Committee of the chair and two (2) Association members. For procedures of this election, see Nominating Committee, Section 8.2.A.

Section 6.5. TERM OF OFFICE. The elected directors shall serve for three (3) years. A director's term shall begin at the conclusion of the annual conference. No member of the Board of Directors shall serve more than three (3) consecutive terms. The terms of office shall be staggered.

Section 6.6. 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 6.7. 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 6.8. 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 his designate.

## ARTICLE 7

## OFFICERS

Section 7.1. OFFICERS
A. The officers of the Association elected from and by the Board shall be:

1. President
2. President-Elect, who shall automatically succeed to the Presidency.
3. Past President
B. The officers of the Association appointed by the Board may include, but are not limited to, the following:
4. Secretary
5. Treasurer
6. Director of Annual Conferences
7. Associate Director of Annual Conferences
8. ATHE Conference Planner
9. Associate ATHE Conference Planner
10. ATHE Focus Group Representative
11. Newsletter Editor
12. Associate Newsletter Editor
13. Editor-in-Chief of the Association's Journal
14. Director of Technology/Internet Services
15. Associate Director of Technology/Internet Services
16. Director of Equity, Diversity, and Inclusion
17. Investments Officer

Section 7.2. ELECTIONS. 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 7.3. 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.

Section 7.4. VACANCIES. In the event of a vacancy in the office of the President, the President-Elect shall complete the unexpired term. In the event of vacancies in any other office, the Board shall select a successor to serve the unexpired term.

Section 7.5. 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 7.6. 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 organizational By-Laws, said person can be removed from office by a two-thirds (2/3) vote of the board.

Section 7.7. DUTIES OF OFFICERS. Officers shall meet with the Board for Board meetings, as directed by the President. Officers shall perform such duties as are customary or are designed by the Board of Directors and described in the Manual of Operations. Officers specific duties are as follows:
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:

1. Exercise leadership that will strengthen and expand the Association;
2. Call, prepare agenda for, and preside over meetings of the Board of Directors, and the membership;
3. Appoint persons to such offices and positions with the advice and consent of the Board, as designated by the By-Laws;
4. Establish Ad Hoc Committees, and positions;
5. Represent the Association in dealing with other organizations;
6. Consult with the Financial Oversight Committee planning and preparing the annual budget;
7. Apprise the Board members and the General Membership of the Association's activities;
8. Perform all other such duties as pertains to the office.
B. The President-Elect shall:
9. Assist the President and perform the duties of the President in the event the President is unable to fulfill those duties;
10. Consult with the President and the Financial Oversight Committee in planning and preparing the annual budget;
11. Direct Ad Hoc Committees as designated by the President.
C. The Past-President shall:
12. Assist and advise the President;
13. Serve as.
14. Serve as Chair of the Financial Oversight Committee
15. Serve to onboard and offboard board members and Early Career Leadership members.
D. The Secretary shall:
16. Keep official minutes of the meetings of the Board of Directors and the General Membership meetings, and distribute copies of those minutes to the members of the Board and officers;
17. Maintain and update records in coordination with the Director of Operations pertinent to the operation of the Association;
18. Handle correspondence as directed by the President;
19. Summarize actions of the Board of Directors for publication.

## E. The Treasurer shall:

1. Plan and prepare the annual budget in consultation with the President and Financial Oversight Committee.
2. Oversee and be responsible for the receipt and disbursement of funds and securities of the Association;
3. Maintain adequate books of account for the Association for all financial records;
4. Prepare a full written report of the financial status and transactions of the Association to issue to the Board at its request;
5. Submit tax returns and statements as required by law;
6. Make available annual financial records available for periodic audit.
F. The Director of Annual Conferences shall:
7. Develop, in consultation with the Board, plans for the Annual Conference;
8. Supervise and coordinate all programming and activities at the Annual Conference, symposia and other such events;
9. Apprise the Board of Directors and Membership of the planning and progress of conferences;
10. Contract all persons and facilities in consultation with the President and Treasurer;
11. Prepare a budget and financial report for proposed conferences for the President and Board.

Submit all pertinent records of expenditures to the Treasurer;
6. Assist the Board of Directors in evaluating conferences.

## H. The ATHE Conference Planner shall:

1. Develop, in consultation with the Board, plans for the VASTA programming at the ATHE Conference;
2. Solicit and evaluate VASTA program submissions for the Annual ATHE Conference;
3. Select VASTA programs and panels for the ATHE Conference in consultation with the Board;
4. Oversee, coordinate, and contract the VASTA programming, attend all required ATHE planning meetings, submit all necessary reports, and submit articles to the VASTA Newsletter;
5. Apprise the Board of Directors of progress of the conference;
6. Assist the Board of Directors in evaluating the conference.
I. The Associate ATHE Conference Planner shall:
7. Assist the ATHE Conference Planner;
8. Succeed the ATHE Conference Planner.
J. The ATHE Focus Group Representative shall:
9. Serve as the VASTA liaison to ATHE.
K. The Newsletter Editor shall:
10. Be responsible for the publication of the newsletter.
L. The Associate Newsletter Editor shall:
11. Assist the Newsletter Editor;
12. Succeed the Newsletter Editor.
M. The Editor-in-Chief of the Association's Journal shall:
13. Oversee, edit, and assume responsibility for the publication of the journal.
N. The Director of Technology/Internet Services shall:
14. Maintain the VASTA website.
O. The Associate Director of Technology/Internet Services shall:
15. Assist the Director of Technology/Internet Services;
16. Succeed the Director of Technology/Internet Services.
P. The Director of Equity, Diversity, and Inclusion shall:
17. Oversees the Equity, Diversity, and Inclusion committee.
18. Guides the association and its committees to maintain the policies of equity, diversity, and inclusion as stated by our mission.

## ARTICLE 8

COMMITTEES
Section 8.1. 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 8.2. STANDING COMMITTEES. Standing Committees may include, but are not limited to, the following:
A. NOMINATIONS COMMITTEE. The Nominating Committee shall be charged with preparing a slate of Nominees for election to the Board of Directors. The Committee shall be chaired by the Immediate Past

President and shall include two (2) members appointed by the Past President, with the advice and consent of the Board. Current officers shall be ineligible to serve on the Nominating Committee. The Board may submit Nominees for consideration to the Committee, which the Committee may consider, but is not bound to accept. The Nominating Committee shall submit to the members a slate of two (2) candidates for each position to be filled on the Board of Directors. 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 Past President 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 organization. This committee is chaired by the Past President and consists of the President, the President Elect, 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. The VASTA 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.

The Awards and Grants Committee shall comprise the Past President of VASTA during that term, 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.
8.2 D JUNIOR BOARD MEMBERS. Junior board members will consist of 4 members serving on a 2-year rotation, beginning on January 1 of each year.

Section 8.3. 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 9

## FINANCES

Section 9.1. CONTRACTS. The Board of Directors may authorize any officer, agent or agents of the Association, in addition to the officers so authorized by the By-Laws, 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 9.2. 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 9.3. 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 9.4. 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 9.5. FISCAL YEAR. The fiscal year of the Association shall begin on January 1 and end on December 31.

## ARTICLE 10

## 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 at the principal office a 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 11

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 By-Laws 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 12

## AMENDMENTS

By-Law 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

The Board of Directors may choose to obtain the services of a Director of Operations. The primary duty of said Director would be the duties of Treasurer and membership management. The Director of Operations is automatically granted membership to the Association. This Director works for the Board to promote the organization and maintain the operating activities as identified by the contract.

## AMENDMENT 2

The organization'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 By-Laws;

Bylaws adopted on ? , revised on 1/2020, 11/2020, 1/2021

