

# 2005- 2006 MEMBERSHIP DIRECTORY



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## OFFICERS OF THE ASSOCIATION

#### **President**

James G Schmaelzle, MCD Newborn Hearing Screening Program Oklahoma State Department of Health 1000 Northeast 10th Street Oklahoma City, OK 73117-1299 Phone: (405) 271-6617

Fax: (405) 271-1011 Email: JimS@health.ok.gov

#### **President Elect**

Farrell, Janet M
Associate Director, Office of Specialty
Services
Massachusetts Department of Public
Health
250 Washington Street
Boston, MA 02108

Phone: (617) 624-5959 Fax: (617) 994-9822

Email: janet.farrell@state.ma.us

## **Past President**

Donna Maselli, MPH RN
Connecticut Department of Public Health
Maternal and Child Health Division
410 Capitol Avenue, MS # 11 MAT
Hartford, CT 06134-0308
Phone: (860) 509-7505
Fax: (860) 509-8132

donna.maselli@po.state.ct.us

#### Secretary/Treasurer

Kim M Sykes, MA, CCC-A Sound Beginnings Newborn Hearing Screening Program KS Dept of Health and Environment 1000 SW Jackson, Suite 220 Topeka, KS 66612-1274 Phone: (785) 368-7167 Fax: (785) 296-8626 ksykes@kdhe.state.ks.uss

## Vice-President Membership

Elizabeth Seeliger, MA, CCC-A
Project Director
Wisconsin Sound Beginnings
Department of Health and Family Services
1 West Wilson Street Rm 351
Madison, WI 53702
Phone: (608) 267-9191
Fax: (608) 267-3824 fax
seeliel@dhfs.state.wi.us

### **Vice-President Archivist**

David H Savage, MSC, CCC/SLP Children's Rehabilitation Service Alabama Department of Rehabilitation Services 2129 East South Blvd, Box 11586 Montgomery, AL 36111-0586 Phone: (334) 613-2293 Fax: (334) 613-3553 dsavage@rehab.state.al.us

## Federal Ad-Hoc representative

John Eichwald, MA, FAAA
Early Hearing Detection and Intervention
Centers for Disease Control and
Prevention
1600 Clifton Road, MS E-88
Atlanta, Georgia
Phone: (440) 498-3961
Fax: (440) 498-3060
jeichwald@cdc.gov

### JCIH Representatives

David Savage (See above)

Pippins, Linda, MCD
Director
Children's Special Health Services
Program
Office of Public Health
PO Box 60630
New Orleans, LA 70160
Phone: (504) 568-5055
Fax: (504) 568-7529Email:
Ipippins@dhh.la.gov

## MEMBERS BY STATE

## Alabama

Savage, David, MSC CCC/SLP State Supervisor for Professional Service Children's Rehabilitation Service

2129 E South Blvd Montgomery, AL 36111 Phone: (334) 613-2293 Fax: (334) 613-3553

Email: dsavage@rehab.state.al.us

Tucker, Melissa, AuD CCC-A **EHDI** Coordinator Department of Public Health 201 Monroe Street PO Box 303017 RSA Tower

Montgomery, AL 36130-3017 Phone: (334) 206-2944 Fax: (334) 206-2983

Email: melissatucker@adph.state.al.us

#### Alaska

Lanier Kossler, Margaret, MPH CHES State of Alaska DHSS 4501 Business Park Blvd Suite 24

Anchorage, AK 99503 Phone: (907) 269-3466 Fax: (907) 269-3465

Email:

margaret\_lanier@health.state.ak.us

Wood, Thalia, MPH **EHDI Surveillance Manager** State of Alaska 4501 Business Park Blvd Bldg L Ste 24

Anchorage, AK 99503 Phone: (907) 269-3499 Fax: (907) 269-3465

Email: thalia\_wood@health.state.ak.us

#### Arkansas

Sanford, Millie, MS CCC-A Coordinator Infant Hearing Screening **Program** Arkansas Department of Health 4815 West Markham Street Slot #20 Little Rock, AR 72205 Phone: (501) 280-4761 Fax: (501) 280-4082

Email: msanford@healthyArkansas.com

#### California

Morrow, Hallie W, MD MPH Program Medical Consultant California Department of Health Services Children's Medical Services Branch PO Box 997413 MS 8103 Sacramento, CA 95899-7413

Phone: 916-323-8009 Fax: 916-323-8104

Email: hmorrow@dhs.ca.gov

Sherwood, Jennifer, MA FAAA Program Audiologist California Department of Health Services California Newborn Hearing Screening Program

575 Market Street, Suite 300 San Francisco, CA 94105 Phone: 415-904-9678 Fax: 415-904-9698

Email: jsherwoo@dhs.ca.gov

## Colorado

Thomson, Vickie, MA CCC-A State Audiology Consultant Colorado Department of Public Health & Environment / Children & Youth with Special Health Care Needs 4300 Cherry Creek Dr South Denver, CO 80246-1530

Phone: (303) 692-2458 Fax: (303) 753-9249

Email: Vickie.Thomson@state.co.us

#### Connecticut

Maselli, Donna, MPH RN
Program Manager
Department of Public Health
410 Capitol Avenue MS #11 MAT
Hartford, CT 06134-0308

Phone: (860) 509-7505 Fax: (860) 509-8132

Email: donna.maselli@po.state.ct.us

#### Florida

Anderson, Karen L, PhD CCC-A FAAA Audiology Consultant for Early Hearing Florida Department of Health, Children's

**Medical Services** 

Early Steps State Office; Bureau of Early

Interventions

4052 Bald Cypress Way Bin A06 Tallahassee, FL 32309-1707 Phone: (850) 245-4444 X2269

Fax: (850) 921-8138

Email: Karen\_Anderson@doh.state.fl.us

## Georgia

Heggs, Akilah, MA CCC-A Coordinator Universal Newborn Hearing Screening Program Georgia Department of Human Resources Division of Public Health 2 Peachtree Street NW Ste 11-273 Atlanta, GA 30303

Phone: (404) 463-2192 Fax: (404) 463-6729

Email: akheggs@dhr.state.ga.us

#### Guam

Sablan, Velma, PhD Guam CEDDERS University of Guam Dean's Circle- House 12 UOG Station Mangilao, Guam 96923

Phone: (671) 735-2397 Fax: (671) 734-5709 Email: sablanva@ite.net

#### Hawaii

Matsumoto-Oi, Dale, MS
Audiologist
State of Hawaii Department of Health
Children with Special Health Needs Branch
741 Sunset Avenue
Honolulu, HI 96816
Phone: (808) 733-9067
Fax: (808) 733-9068

Email:

dale.matsumoto@fhsd.health.state.hi.us

#### Illinois

Frederick, Leslie, MS Division of Specialized Care for Children PO Box 19481 Springfield, IL 62794-9481 Phone: (217) 793-2350 Fax: (217) 793-0773

Mullin, Ginger, AuD Program Coordinator for NHS program Division of Specialized Care for Children 2815 West Washington Ste 300 Springfield, IL 62702 Phone: (217) 793-2350

Fax: 217-793-2350 Email: gkmullin@uic.edu

Email: ljfreder@uic.edu

Tanner, Gail, AuD Illinois Department of Public Health 500 East Monroe 1st floor Springfield, IL 62701

Phone: (217) 782-4733 Fax: (217) 557-5324

Email: gtanner@idph.state.il.us

#### Indiana

Schulte, Julie R, MA CCC-A Indiana State Department of Health 2 N Meridian Section 7F Indianapolis, IN 46204 Phone: (317) 234-3358

Email: jschulte@isdh.state.in.us

Fax: (317) 234-2995

#### Kansas

Sykes, Kim M, MA CCC-A Audiologist / Coordinator Sound Beginnings Newborn Hearing Screening

KDHE BCYF 1000 SW Jackson St Ste 220

Topeka, KS 66612-1274 Phone: (785) 368-7167 Fax: (785) 291-3493

Email: ksykes@kdhe.state.ks.us

## Kentucky

King, Michelle, MS CCC-A Hearing and Speech Administrator KY CCSHCN 982 Eastern PKWY Louisville, KY 40217 Phone: (502) 595-4459

Fax: (502) 595-3403

Email: michelle.king@ky.gov

#### Louisiana

Farr, Lorraine E
Program Director Hearing Speech and
Vision Program
Louisiana Office of Public
Health/Department of Health and
Hospitals
325 Loyola Avenue Rm 605
New Orleans, LA 70112

Phone: (504) 568-5028 Fax: (504) 568-5854 Email: Ifarr1@dhh.la.gov

Pippins, Linda, MCD

Director Children's Special Health Services

Program

Office of Public Health

PO Box 60630

New Orleans, LA 70160 Phone: (504) 568-5055 Fax: (504) 568-7529

Email: lpippins@dhh.la.gov

#### Massachusetts

Farrell, Janet M
Associate Director Office of Specialty
Services
Massachusetts Department of Public
Health
250 Washington Street
Boston, MA 02108
Phone: (617) 624-5959
Fax: (617) 994-9822
janet.farrell@state.ma.us

## Michigan

Behringer, Debby, RN MSN MI Dept of Community Health Div of Family & Community Health – EHDI 3423 N MLK Blvd Rm 213 Lansing, MI 48909 Phone: (517) 335-8875 Fax: (517) 335-8036

Email: behringerd@michigan.gov

Bouraoui, Yasmina, MPH
EHDI Coordinator
MI Dept of Community Health
Div of Family & Community Health – EHDI
3423 N MLK Blvd Rm 213
Lansing, MI 48906
Phone: (517) 335-9398
Fax: (517) 335-8036
Email: bouraouiy@mi.gov

Jarrett, Anne M, MA CCC-A
Follow-up Consultant
MI Dept of Community Health
Div of Family & Community Health – EHDI
3423 N MLK Blvd
Lansing, MI 48906
Phone: (517) 335-8878

Email: jarretta@michigan.gov

Fax: (517) 335-8036

(Michigan cont.) Lang, Lorie, MA CCC-A Audiology Consultant Michigan Department of Community Health

Division of Family & Community Health PO Box 30195

Lansing, MI 48909 Phone: (517) 335-9125 Fax: (517) 335-8036 Email: langlo@mi.gov

#### Minnesota

Li, Yaoli, MD MA CCC-A EHDI Coordinator Department of Health PO Box 64882 St Paul, MN 55164-0882

Phone: (651) 281-9943 Fax: (651) 215-8953

Email: yaoli.li@health.state.mn.us

## Mississippi

Oyler, Anne L, MA CCC-A Audiology Consultant MS Department of Health 62 Hillwood Dr Columbus, MS 39705

Phone: (662) 328-1852

Email: anneoyler@cableone.net

### Missouri

Rogers, Sharmini, MBBS MPH Unit Chief - Genomics & Newborn Health Dept of Health & Senior Services/Division of Community Health 930 Wildwood Dr Jefferson City, MO 65102

Phone: (573) 751-6214 Fax: (573) 751-6185

Email: RogerS@dhss.mo.gov

### Nebraska

Hoffman, Jeff, CCC-A Nebraska Department of Health and Human Services Regulation and Licensure Nebraska Newborn Hearing Screening Program PO Box 95044

Lincoln, NE 68509-5044 Phone: (402) 471-6770 Fax: (402) 471-1863

Email: jeffrey.hoffman@hhss.ne.gov

#### Nevada

Deyhle, Gloria M, RN MCH Nevada State Health Division 3427 Goni Road Carson City, NV 89706 Phone: (775) 684-5253

Email: gdeyhle@nvhd.state.nv.us

## New Hampshire

Fox, Ruth, RN MS NH Dept of Health and Human Services NH EHDI Program 29 Hazen Drive Concord, NH 03301-6527 Phone: (603) 271-1037 Fax: (603) 271-4519

Email: rfox@dhhs.state.nh.us

## New Jersey

Schneider, Nancy, MA CCC-A FAAA Audiologist New Jersey Department of Health and

Senior Services – NJ EHDI Program
PO Box 364

PU BUX 304

Division of Family Health Services Early Identification and Monitoring Program Trenton, NJ 08625-0364

Phone: (609) 292-5676 Fax: (609) 633-7820

Email: Nancy.Schneider@doh.state.nj.us

## New Mexico

Chacon, Susan New Mexico Department of Health Children's Medical Services 2040 S Pacheco Santa Fe, NM 87505

Email: schacon@doh.state.nm.us

#### New York

Donohue, Constance, MA CCC-A Early Intervention Specialist / EHDI Coordinator

New York State Department of Health

Corning Tower RM 287 Albany, NY 12237-0618 Phone: (518) 473-7016 Fax: (518) 486-1090

Email: cld03@health.state.ny.us

#### North Carolina

Crissey, Joan, MA CCC-SLP Interim Unit Manager for Genetics and Newborn Screening Unit

Division of Public Health Children & Youth Branch

1928 Mail Service Center Raleigh, NC 27699-1928 Phone: (919) 715-3192 Fax: (919) 715-2248

Email: joan.crissey@ncmail.net

#### Oklahoma

Martin, Beth M, MA CCC Coordinator Speech Language Pathology Service

Oklahoma State Department of Health 1000 NE 10th Street Oklahoma City, OK 73117

Phone: (405) 271-4477 Email: BethM@health.ok.gov

Schmaelze, James G, MCD Coordinator Newborn Hearing Screening Program

Oklahoma State Department of Health 1000 NE 10th St

Oklahoma City, OK 73117-1299

Phone: (405) 271-6617 Fax: (405) 271-4892 Email: JimS@health.ok.gov

## Pennsylvania

Florio, Arthur A Public Health Program Administrator Pennsylvania Department of Health Division of Newborn Disease Prevention and Identification Health & Welfare Buildina

PO Box 90 7th Floor East Harrisburg, PA 17108-0090 Phone: (717) 783-8143 Fax: (717) 705-9386

Email: aflorio@state.pa.us

#### Rhode Island

Amore, Ellen, MS Manager Newborn Screening Programs Rhode Island Dept of Health 3 Capitol Hill Providence, RI 02908-5097 Phone: (401) 222-4601

Fax: (401) 222-1442

Email: ellena@doh.state.ri.us

Chung, Winnie, AuD Director of Audiology Women & Infants' Hospital 134 Thurbes Avenue Ste 215 Providence, RI 02908-5097 Phone: (401) 453-7746 Email: wchung@wihri.org

### Saipan

Mister, Angie, MA CCC-A Audiologist/EHDI Coordinator PO Box 5869 Saipan, MP USA 96950 Phone: (670) 664-3731

Fax: (670) 664-3774

Email: angie.mister@saipan.com

#### South Carolina

Carroll, Tara, MCD CCC/A SC Dept of Health and Environmental Control

Div of CSHCN - First Sound Program 1751 Calhoun Street Columbia, SC 29201 Phone: (803) 898-0708

Fax: (803) 898-4453

Email: carroltp@dhec.sc.gov

#### South Dakota

Disburg, Teresa, RN Newborn Hearing Screening Coordinator South Dakota Dept of Health

615 E 4th St Pierre, SD 57501 Phone: (605) 773-4476

Phone: (605) 773-4476 Fax: (605) 773-5942

Email: teresa.disburg@state.sd.us

#### **Tennessee**

Cundall, Jacque, RN BSN
Newborn Hearing Screening Coordinator
Tennessee Department of Health / WHG
Cordell Hull Building 5th Floor
425 5th Avenue North
Nashville, TN 37247-4750

Phone: (615) 741-0310 Fax: (615) 741-1063

Email: Jacque.Cundall@state.tn.us

## Texas

O'Neal, Joy, MFA
Texas Dept of State Health Services
Health Screening Branch - TEHDI and
PACT programs
1100 West 49th Street
Austin, TX 78756

Phone: (512) 458-7726 Fax: (512) 458-7125

Email: joy.oneal@dshs.state.tx.us

#### Utah

Harward, Richard S, MS CCC-A EHDI Program Director Utah Department of Health PO Box 144620 Salt Lake City, UT 84114-4620

Phone: (801) 584-8529 Fax: (801) 584-8492 Email: rharward@utah.gov

## Vermont

Hassler, Carol R, MD Medical Director - CSHN VT Department of Health 108 Cherry St Burlington, VT 05402 Phone: (802) 863-7338 Fax: (802) 863-7635

Email: chassle@vdh.state.vt.us

## Virginia

Dewey, Pat T, MEd Program Manager VEHDI Program Virginia Dept Of Health 109 Governor St 8th Floor Richmond, VA 23219 Phone: (804) 864-7713

Fax: (804) 864-7721

Email: pat.dewey@vdh.virginia.gov

#### Wisconsin

Seeliger, Elizabeth, MA CCC-A Wisconsin Sound Beginnings Project Director Department of Health and Family Services 1 West Wilson Street Rm 351

Madison, WI 53702 Phone: (608) 267-9191 Fax: (608) 267-3824

Email: seeliel@dhfs.state.wi.us

## Wyoming

DeMarcay, Susan
Newborn Hearing Screening Follow Up
Coordinator
Department of Health
715 Shields
Laramie, WY 82072
Phone: (307) 721-6212

Phone: (307) 721-6212 Fax: (307) 721-6313

Email: demarcay4@msn.com

Pajak, Nancy, MS FAAA Audiology Consultant WY Dept of Health 1422 Bridger

Laramie, WY 82070-4824 Phone: (307) 721-6212 Fax: (307) 721-5982 Email: nanpajak@aol.com

## Federal Representatives

Eichwald, John, MA FAAA
Team Lead Early Hearing Detection and
Intervention (EHDI)
Centers for Disease Control and
Prevention (CDC)
1600 Clifton Road NE Mailstop E-88
Atlanta, GA 30333

Phone: (404) 498-3961 Fax: (404) 498-3060 Email: jeichwald@cdc.gov

Forsman, Irene, RN MS Maternal and Child Health Bureau (MCHB) Building 18A-18 PKLN Rockville, MD 20857

Phone: (301) 443-9023 Fax: (301) 443-0832

Email: IForsman@HRSA.GOV

Gaffney, Marcus, MPH
ORISE Fellow
CDC/NCBDDD/ Division of Human
Development and Disability
1600 Clifton Rd MS E-88
Atlanta, GA 30333
Phone: (404) 498-3031
Fax: (404) 498-3050
Email: Mgaffney@cdc.gov

Holstrum, June, PhD CDC Consultant 214 Parkside Road Lexington, SC 29072 Phone: (803) 356-9842 Email: jholstrum@sc.rr.com

## **BY-LAWS**

#### Article I. Name

The name of this corporation is the Directors of Speech and Hearing Programs in State Health and Welfare Agencies, Inc.

#### Article II. **Purpose**

The purpose of this corporation shall be:

- To foster a better understanding of programming for speech, language, and hearing disorders within the public health and welfare setting.
- To encourage the development of more efficient programs for the diagnosis, treatment, and case management of speech, language, and hearing disorders within the public health and welfare setting.
- To encourage research studies of the services for speech, language, and hearing disorders within the public health and welfare setting.
- To provide a means for continued professional growth relative to programming for speech, language, and hearing disorders within the public health and welfare setting.

#### Membership

The membership of this corporation shall be comprised of those persons charged with the responsibility of directing and developing speech-language and/or hearing programs in the administrative units of state and territorial health and welfare agencies, or in other state and/or federally supported programs for children with special health care needs. This requirement may be waived in special instances by a recommendation of the Vice-President-Membership and by a 2/3 affirmative vote of the Board of Directors.

There shall be no dues charged for membership in this corporation. A registration fee shall be charged for entrance to the annual meeting of the corporation. This amount shall be determined by the corporate Board of Directors and based upon the financial needs of the corporation at the time of the meeting.

#### Article V. Officers

- The officers of this corporation shall consist of a:
  - Past-President 1.
  - 2. President
  - President-Elect 3.
  - Secretary-Treasurer 4.
  - Vice President-Membership 5
  - Vice President-Archives 6.
  - Federal Consultant (Ad Hoc)
- Duties: B.
  - The Past-President shall: 1.
    - Serve as a member of the Board of Directors;
    - Serve as Chairperson of the Nomination Committee; b.
    - Develop the slate of officers for election at the annual meeting by the corporation; C.
    - Perform duties granted or assigned by the membership and/or the Board of Directors.
  - 2. The President shall:
    - Serve as the Chairperson and member of the Board of Directors:
    - Preside at all regular meetings of the corporation, adhering to the guide, "Robert's Rules of Order Newly Revised";
    - c. Call emergency meetings of the corporation, Board of Directors, or any of its committees;d. Appoint committee chairpersons and familiarize appointees with duties and responsibilities;

    - e. Fill vacancies of elected officers, subject to the approval of the Board of Directors
    - Serve as a member of the Board of Directors for one (1) year, and as Past President upon retiring from the office of President;
    - Distribute copies of the bylaws to all incoming officers elected at the annual meeting and briefly outline their respective duties;
    - Perform duties granted or assigned by the membership and/or the Board of Directors.
  - The President-Elect shall:
    - a. Serve as a member of the Board of Directors:
    - b. Assume duties requested by the President:
    - Discharge the duties of the President in the absence of the President or during a vacancy in that office;
    - d. Arrange and develop the meeting agenda for the annual meeting with consultation with the Board of Directors;
    - Prepare and submit a budget for the annual meeting to the Board of Directors for their approval;
    - Notify all members of the corporation of the annual meeting sixty days before the meeting date, enclosing proposed agenda;

- g. Assume the office of President at the annual meeting of his/her second elected year;
- h. Perform duties granted or assigned by the membership and/or the Board of Directors.
- 4. The Secretary-Treasurer shall:
  - a. Serve as a member of the Board of Directors;
  - b. Record and file the regular minutes of all official meetings of the corporation, receive copies of reports of officers and committee chairpersons, handle all correspondence necessary to the performance of his/her official duties;
  - c. Mail copies of all official minutes to the members of the Board of Directors within thirty (30) days after the activity;
  - d. Maintain accounts of the corporation's funds;
  - e. Prepare handouts of the financial status of the corporation and minutes of the previous business meeting for distribution at the annual meeting:
  - f. Perform duties granted or assigned by the membership and/or the Board of Directors.
- The Vice President Membership shall:
  - a. Serve as a member of the Board of Directors;
  - b. Recruit new members into the corporation that meet eligibility requirements;
  - c. Develop and update membership application;
  - d. Update the membership list each year based on activity at the annual meeting;
  - e. Mail the updated membership list to each member of the corporation within 60 days of the annual meeting;
  - f. Keep Board of Directors informed of additions, deletions, changes to membership on a quarterly basis;
  - g. Perform duties granted or assigned by the membership and/or the Board of Directors.
- The Vice President Archives shall:
  - a. Serve as a member of the Board of Directors;
  - b. Develop and maintain a topical reference file of all motions, resolutions, amendments, policies, procedures or any other such actions;
  - c. Keep documents of historical relevance (minutes, program agendas, membership lists, etc.);
  - d. Receive copies of all correspondence received or sent on behalf of the corporation;
  - e. Perform duties granted or assigned by the membership and/or the Board of Directors.
- C. Terms and Conditions of Office:
  - 1. The President-Elect will serve one year as President-Elect, one year as President and one year as Past-President. The Secretary-Treasurer, Vice-President-Membership, and Vice-President-Archives will serve two years.

All newly elected presidential and vice-presidential officers shall assume office at the conclusion of the annual meeting of the new term of office year. The secretary-treasurer will assume office as soon as possible after the annual meeting allowing for closure of books, but no later than January 1.

Election of the President-Elect will be held at the annual meeting. Election of the Secretary-Treasurer, Vice-President-Membership and Vice-President-Archives will be held biannual at the annual meeting.

- 2. If a vacancy occurs in the offices before the current term of office expires, the President, with a 2/3 affirmative vote of the Board of Directors, shall appoint a member to serve the unexpired term of office.
- 3. No member shall hold more than one office simultaneously.
- 4. All officers must be an active participant in the corporation for at least two years.

#### Article VI. Board of Directors

A. Designation:

The members of the Board of Directors shall be the officers of the corporation.

R Meetings:

All meetings of the Board of Directors shall be meetings called by the President or by a majority of the Board of Directors.

- C. Powers and duties:
  - 1. Formulate policies of the corporation.
  - 2. Select time and place of meetings.
  - 3. Transact all corporate business between meetings.
  - Create and terminate committees as needed.
  - 5. Shall approve applications for membership.
  - 6. In order to approve measures, a quorum of the members of the Board of Directors shall be required.
  - 7. Shall report action and recommendations to the membership at the regular meetings of the corporation.

#### Article VII. Meetings of the Corporation

A. Regular meetings:

There shall be at least one regular meeting of the corporation each year. The program of each meeting shall include at least one business meeting. The annual meeting shall convene immediately prior to the American Speech-Language-Hearing Association's or the American Public Health Association's Annual Convention, unless otherwise provided for. Notification shall be mailed sixty days before the meeting with a proposed agenda and

federal endorsement letter (optional). Election of officers shall be held at the business meeting held during the annual meeting.

## B. Special meetings:

Special meetings may be called by the President with the approval of the Board of Directors. Notification, including time of meeting and reason for meeting, shall be made to the membership.

#### C. Attendance:

Attendance at business meetings shall be open to persons other than members upon invitation of the Board of Directors. Attendance at the annual program meeting shall be open to interested persons who pay the required registration fee.

#### Article VIII. Election of Officers

#### A. Elections:

Election of officers shall take place at the annual meeting of the corporation.

- 1. The Past President will serve as Chairperson of the Committee on Nominations. The Committee on Nominations shall consist of three members of the corporation including the Chairperson. The committee shall be appointed by the Past-President no later than 60 days prior to the annual meeting. Committee members must be voting members of the Corporation and be an active participant in DSHPSHWA for at least two years. The Past-President (Chairperson of the Committee on Nominations) will provide a slate of officers for presentation at the annual meeting.
- 2. Nominations from the floor shall be entertained.
- 3. Voting for contested offices shall be by secret ballot.
- 4. Officers shall be elected by a majority vote of the total voting membership present at the annual meeting.
- B. Quorum:

A quorum shall consist of a majority of voting members in attendance.

#### C. Vacancies:

Any vacancy which occurs among members of the Board of Directors may be filled by action of the Board of Directors. If a vacancy occurs among the officers before the election of the offices, this office shall be filled by election at the next annual business meeting; if necessary, the President may appoint an officer pro tem subject to the approval of the Board of Directors, until the election.

#### Article IX. Amendment

Amendment to these By-Laws may be initiated by the Board of Directors or in a written proposal to the Board of Directors by a voting member. Proposed amendments shall be passed by majority vote of the Board of Directors in advance of the vote thereon by the voting membership. Voting on an amendment may be either at any business meeting or by mail ballot of the entire membership. Decision to employ the latter voting procedure may be reached by 2/3 vote of the members present at a business meeting or by 2/3 vote of the members of the Board of Directors. Amendments that pass take effect immediately at the conclusion of the business meeting in which they were voted.

#### Article X. Committees

Committees can be appointed by the President and/or the Board of Directors. All committees will be Ad Hoc with clearly defined objectives and timelines. Objectives and timelines will be developed by the appointing persons(s) in agreement with the Committee Chair. The committee chair should make a status report at annual meetings.

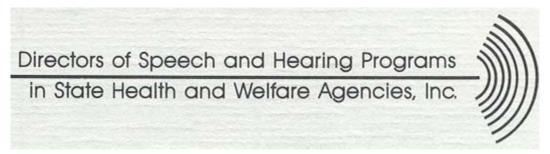
Article XI. Disposition of Corporation Assets

If the Corporation dissolves, the monetary assets of the Corporation will be donated to the American Speech-Language-Hearing Foundation (ASHF), an affiliate of the American Speech-Language-Hearing Association. Article XII.

All procedures not specified shall be in accordance with the guide, "Robert's Rules of Order, Newly Revised."

# **ALPHABETICAL LISTING OF MEMBERS**

Amore, Ellen 8	King, Michelle	6
Anderson, Karen 5	Lang, Lorie	7
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