

BYLAWS OF ACADEMY OF APHASIA

ARTICLE I: PURPOSE AND PRINCIPAL OFFICE

1.1 Mission. The mission of the Academy is to promote communication among those disciplines that contribute to the understanding of Aphasia.

1.2 Purpose. The Academy shall encourage research in all disciplines that contribute to the understanding of aphasia.

1.3 Principal Office. The principal office of the Academy shall be designated each year by the Board of Governors.

ARTICLE II: MEMBERSHIP

2.1 Members. The Academy shall have four classes of membership: General Member, Associate Member, Honorary Member, and Senior Member. Throughout this document, and unless otherwise specified, the term "members" shall be used to refer to all four classes of membership collectively.

2.2 Election of General Members. General Membership shall be open to persons who are actively interested in language and language disorders resulting from brain disease or disorder as they are related to aphasia. Applicants for General Membership shall show evidence of appropriate education and training and shall be involved in teaching, research, or clinical practice. Qualifications for General Membership shall ordinarily include an academic degree at the doctoral level and at least three peer reviewed publications contributing to the understanding of aphasia or the relationship of language or language impairment to the brain. It should be documented that the applicant has contributed significantly to those publications; one way of assuring this is that at least one publication be first-authored by the applicant.

Any person interested in becoming a General Member of the Academy shall submit a written and signed application to the Committee on Membership no later than sixty days prior to the Annual Business Meeting of the Academy. Such application shall be accompanied by the written sponsorship of two (2) General, Honorary, or Senior Members of the Academy in good standing. The Committee shall submit to the Board of Governors annually a list of candidates qualified for membership. The Board shall elect by majority vote those individuals it considers eligible for membership and shall report their names at the Annual Business Meeting for ratification by a majority of the membership present. Applicants whose applications are so ratified shall become General Members of the Academy.

2.3 Associate Member. Associate membership shall be open to students, postdoctoral fellows, clinicians, and junior faculty members without a publication record who are interested in the areas of aphasia and other language disorders resulting from brain damage as they are related to aphasia.

Fees for Associate Members will be fifty percent (50%) of the full membership fee. Meeting registration fees, where possible, will be reduced for Associate Members (registration fees are set by the Committee on Local Arrangements). Associate Members will be allowed to attend the Annual Business Meeting. However, they will not be allowed to vote on matters of the association, and or to serve in the Board of Governors and or in permanent committees. Applications for Associate Member must be sponsored by one member of the Academy and submitted to the Committee on Membership at least sixty days prior to the Annual Business Meeting of the Academy. The Committee on Membership shall submit to the Board of Governors annually a list of candidates qualified for Associate Membership. The board shall elect by majority vote those individuals it considers eligible for Associate Membership.

2.4 Honorary Members. An individual who has made outstanding contributions to the understanding of aphasia may be elected an Honorary Member. Candidates for Honorary Membership may be proposed by any member of the Academy to the Committee on Membership. Approval for Honorary Membership will be made by a majority vote of the Board of Governors. The Board will vote on the candidate(s) without a vote by the membership.

2.5 Senior Members. Any General Member in good standing of the Academy for at least seven (7) consecutive years prior to reaching the age of 65 or has retired from active work may become a Senior Member upon written request to the Secretary.

2.6 Voting Rights. Only General Members and Senior Members shall be entitled to vote. Said members entitled to vote shall have only one vote on each matter submitted to a vote of the members. There shall be no cumulative voting. Members entitled to vote may not vote by proxy.

2.7 Resignation. Any member may at any time resign membership upon tendering a resignation in writing to the Chair of the Board of Governors or the Secretary of the Academy. Such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective.

2.8 Suspension of Membership. A member failing to pay dues for three successive years shall be automatically removed from the membership list. The Chair of the Membership Committee shall be responsible for notifying persons falling into this category. Persons removed from the membership list for failure to pay dues may request reinstatement of membership with payment of the current year's dues plus the dues for the years unpaid prior to this request.

2.9 Termination. The Board of Governors, by affirmative vote of two-thirds of all of the members of the Board, may terminate the membership of a member with due cause which must be minuted.

2.10 Request for Resignation. The Board may request the resignation of any member when it is apparent that said member is unable to timely demonstrate compliance with established standards for membership.

2.11 Transfer of Membership. Membership in the Academy is not transferable or assignable.

ARTICLE III: MEETINGS

3.1 Annual Meetings. The Annual Meetings of the members shall consist of an Annual Scientific Meeting and an Annual Business meeting. The time and place of the Annual Meetings shall be determined at the Annual Business Meeting on a schedule such that dates and locations are decided at least two years in advance. A simple majority vote of members present at the Business Meeting will determine time and place of future meetings. In the event an Annual Business Meeting cannot be held or the members cannot reach a decision regarding the date and location, the Board shall determine the date and location of the Annual Meetings.

3.1.1 Annual Scientific Meeting. The Academy shall hold an Annual Scientific Meeting. The program of the Annual Scientific Meeting shall be formulated by the Program Committee. The Annual Scientific Meeting is open to members and nonmembers.

3.1.2 Annual Business Meeting. The Annual Business Meeting shall be held in conjunction with the Annual Scientific Meeting. All members may attend the Business Meeting but only General and Senior Members shall hold voting privileges.

3.2 Special Meetings. Special meetings of the members entitled to vote may be called by the Chair, the Board of Governors, or written demand of one-tenth of the members having voting rights, at a place designated by the Board of Governors.

3.3 Notice of Meetings. Written or printed notice stating the place, date, and hour of any meeting of members entitled to vote shall be delivered either personally or by regular or electronic mail, to each member entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting, by or at the direction of the President, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail addressed to the member at his or her address as it appears on the records of the Academy, with postage thereon prepaid.

Notice of any meeting of the members may be waived in writing before, during or after such meeting.

3.4 Consent to Meetings. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as if a quorum is present, if, either before or after the meeting, each of the members not present shall give waiver of notice as provided these bylaws. All such waivers of notice shall be made a part of the minutes of said meetings.

3.5 Quorum. Members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members entitled to vote, a majority of the members present may adjourn the meeting without further notice. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members present may continue to transact business until adjournment, provided, that the numeric number for a quorum for a membership meeting shall not be less than the numeric number required for a Board of Governors meeting.

4 Action by Members. Action by the members requires the affirmative vote of the majority of the members with voting rights present and entitled to vote, which must also be a majority of the required quorum.

5 Action by Written Ballot. Any action that may be taken at a regular or special meeting of members may be taken without a meeting if the Academy mails or otherwise delivers a ballot to every member entitled to vote on the matter. The Academy may also deliver the ballot by electronic communication as follows:

- (1) if by facsimile communication when directed to a telephone number at which the member has consented to receive notice.
- (2) if by electronic mail when directed to an electronic mail address at which the member has consented to receive notice.

Consent by a member must be given to the Academy in writing or by authenticated electronic communication. A ballot delivered to the Academy by electronic communication is valid only if authenticated. A ballot shall be authenticated if it is delivered to the principal office of the Academy or to an officer or agent of the Academy authorized by the Academy to receive the communication and the communication sets forth information from which the Academy can reasonably conclude that the communication was sent by the purported sender.

A ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitations for votes by written ballot shall:

- (1) indicate the number of responses needed to meet the quorum requirements;
- (2) state the percentage of approvals necessary to approve each matter other than election of the Board of Governors; and
- (3) specify the time by which a ballot must be received by the Academy in order to be counted.

ARTICLE IV: BOARD OF GOVERNORS

4.1 Duties. The Board of Governors shall exercise general supervision over the affairs of the Academy, and is the primary authority on matters of policy and procedure within the Academy. All committee chairs are immediately responsible to the Board of Governors. The Board shall have at least one meeting prior to the Annual Business Meeting of the Academy, at which time committee reports shall be heard. These and other major actions of the Board of Governors shall be reported to the Membership at the Annual Business Meeting for review, guidance, and endorsement.

4.2 Governors. The Board of Governors shall consist of six members: five current members and the immediate past Chair of the Board. The board members-serve three-year terms and are elected by the members entitled to vote. Unless specified elsewhere, members of the Board may not be elected to two consecutive terms.

4.3 Ex-Officio Governors. The President, if different from the Chair, the Vice President (who is the immediate past chair of the Board of governors), the Secretary, and the Treasurer, shall serve as ex-officio (nonvoting) members of the Board of Governors, although an individual holding a position as President, Vice President, Secretary and Treasurer who is also elected as a Governor may vote in his or her capacity as Governor..

4.4 Election. Members of the Board of Governors (with the exception of the Vice President, who assumes office immediately after having served as chairperson of the Board of Governors, Secretary and Treasurer) shall be elected by written ballot at the Annual Business Meeting. Election will be by a majority of members present and voting. For each vacancy arising, the Nominations Committee shall submit to the Chair of the Board of Governors, at least thirty days prior to the Annual Meeting at which election is to take place, a list of at least two candidates whose consent to serve has been obtained. The Board shall endorse this list with such additions or substitutions as it may determine. The list of candidates endorsed by the Board shall be submitted to the membership at the Annual Business Meeting, at which time members may submit additional nominations from the floor.

4.5 Term. The three-year terms of members of the Board of Governors elected by the membership shall be established so that there is a staggered rotation of retiring and newly elected members.

4.6 Annual Meeting. An annual meeting of the Board of Governors shall be held at a time and place designated by the Board of Governors for the transaction of such other business as may come before the meeting.

4.7 Regular Meetings. The Board of Governors may provide, by resolution, the time and place for holding regular meetings without notice other than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

4.8 Special Meetings. Special meetings of the Board of Governors may be called by or at the request of the President, Chairperson of the Board, or any two Governors, and shall be held at the principal office of the corporation or at such other place as the Governors may determine.

4.9 Quorum. A majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Governors are present at any meeting, a majority of the Governors present may adjourn the meeting without further notice.

4.10 Action without a Meeting. Any action that could be taken at a meeting of the Board of Governors may be taken without a meeting when authorized in writing signed by all of the Governors. The written action is effective when signed by all of the Governors unless a different effective time is provided in the written action.

4.11 Remote Communications. Any meeting among the Governors may be conducted solely by one or more means of remote communication through which all of the Governors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by these Bylaws and the number of Governors participating in the meeting would be sufficient to constitute a quorum. A Governor may participate in a meeting of the Governors by means of conference telephone or, if authorized by the Board of Governors, by such other means of remote communication, in each case through which the Governor, other members so participating, and all Governors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting. In any meeting of Governors held solely by means of remote communication or in any meeting of Governors held at a designated place in which one or more Governors participate by means of remote communication:

(A) the Academy shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a governor; and

(B) the Academy shall implement reasonable measures to provide each governor participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:

(i) read or hear the proceedings of the meeting substantially concurrently with those proceedings;

(ii) if allowed by the procedures governing the meeting, have the governor's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and

(iii) if otherwise entitled, vote on matters submitted to the Governors.

4.12 Conferences. A conference among Governors, or among members of any committee designated by the Board of Governors, by any means of communication, in person or via electronic communication, through which the participants may simultaneously hear each other or participate interactively via electronic communication during the conference, constitutes a meeting of the Board, or the Committee, provided the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

4.13 Compensation. Governors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any Governor from serving the Academy in any other capacity and receiving compensation therefor.

4.14 Voting by Mail or Electronic Communication. Where Governors or officers are to be elected, such election may be conducted by mail or via electronic communication. A ballot must be delivered to each Governor entitled to vote. Ballots may only be distributed via electronic communication when the governor has consented to such electronic delivery. Consent may be provided via authenticated electronic communication or by mail. Delivery via electronic communication is deemed effective upon direction to a facsimile number at which the Governor has consented to receive a ballot or upon direction to an electronic mail address at which the Governor has consented to receive the ballot.

4.15 Proxies. Governors entitled to vote may not vote by proxy.

4.16 Executive Session. At the discretion of the Chairperson, the Board may go into executive session. Executive session shall mean meetings of the Board at which no officers or Governors who have a personal interest in the subject matter being discussed are present.

4.17 Vacancies. A vacancy in the Board because of death, resignation, removal, disqualification, or otherwise, may be filled by action of the Board of Governors for the unexpired portion of the term.

4.18 Removal of Governor. The members, by a majority vote of those entitled to vote at an election of Governors, may, with or without cause, remove a Governor or the entire Board from office. Neither a Governor nor the entire Board of Governors shall be

removed from office unless a notice of the meeting at which removal is to be considered states such purpose. When the Board or a Governor has been removed, new Governors may be elected at the same meeting.

4.19 Resignation. A Governor may resign at any time by giving written notice thereof to the Board.

ARTICLE V: OFFICERS

5.1 Officers. The Officers of the Academy shall be the Chair of the Board of Governors, the President, the Vice President, the Secretary, and the Treasurer. The Board of Governors may also elect to have a Vice President. The Board of Governors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as may be deemed in the best interest of the corporation, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Governors.

(A) Chairperson of the Board. The Chairperson of the Board shall preside over all meetings of the Board of Governors, the Annual Business Meeting, and of the Executive Committee.

(B) President/Executive Director. The President/Executive Officer shall have the responsibility of managing the business and spiritual welfare of this corporation. He/she shall have the general powers and duties usually vested in the office of President and shall have such other powers and perform such other duties as the Board of Governors may from time to time prescribe. He/she shall be in charge of the staff and the office employees and he/she may appoint and remove such assistants as he/she may deem necessary and appropriate from time to time. The President/Executive Director shall be a voting member of the Board of Governors and an ex officio member of all committees of the Board of Governors. He shall also possess such other powers and perform such other duties as the Chairperson of the Board or the Board of Governors may from time to time prescribe. **The Chairperson and President/Executive Director shall be the same person unless the Board of Governors, by majority vote, elect separate individuals for these positions.**

(C) Vice President. The immediate past Chairperson/President/Executive Director shall assume the office of Vice President upon expiration of their office and shall remain in this office until the term of the office of the current Chairperson/President/Executive Director has expired. The Vice President shall have all the powers and perform all the duties of the President in case of the death, disqualification, absence or incapacity of the President. He/she shall also possess such other powers and perform such other duties as the President or the Board of Governors may from time to time prescribe. The Board of Governors may choose to have multiple vice-Presidents.

(D) Secretary. The Secretary shall attend all meetings of the Board of Governors and shall record all votes and the minutes of all proceedings of the Board of Governors in a corporate minute book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Governors as required by these Bylaws. The Secretary shall be responsible for general communications with the membership and for overseeing the Directory of Membership, and such other publications of the Academy that the Board of Governors shall authorize. The Secretary shall possess the general powers and duties usually vested in the office of Secretary, and may act upon any matter requiring the signature of, or action by, the Secretary of the Academy. The Secretary shall also possess such other powers and perform such other duties as the President or the Board of Governors may from time to time prescribe.

(E) Treasurer. The Treasurer shall have the care and custody of all corporate moneys, funds and securities, and shall keep all financial records of the corporation. He/she shall supervise and be primarily responsible for all disbursements of funds of the corporation, and shall keep full and accurate accounts of all receipts and disbursements of the corporation in books of account belonging to the corporation. He/she shall supply the President and Board of Governors with annual, semi-annual or other periodic financial statements as the President or Board of Governors may require, and shall have such other powers and perform such other duties as the President or the Board of Governors may from time to time prescribe. The Treasurer shall not make any disbursements without approval of the Board of Governors or the Executive Committee, except for payment of regular periodic bills of the corporation. Upon leaving his/her office, the Treasurer shall see that the books and records of the corporation are in proper order.

5.2 Election of the Chair. The Chair of the Board of Governors shall be elected from among the six elected Governors by written secret ballot at the regular annual meeting of the Board of Governors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. The Chair shall be elected by a majority of the votes cast. The term of Chair shall be for three years, without the possibility of re-election for consecutive terms.

5.3 Election of Other Officers. Officers other than the Chair, the President, Secretary, and Treasurer shall be elected to concurrent terms by majority vote of the Board of Governors. These elections shall be held every three years and shall be held prior to the Annual Business Meeting. The Secretary and Treasurer may be re-elected for one additional term. New offices may be created and filled at any meeting of the Board of Governors. Those holding these new offices are elected for three-year terms and may be re-elected for one additional term.

5.4 Removal. Any officer elected or appointed by the Board of Governors may be removed by the Board of Governors, by majority vote, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by action of the Board of Governors for the unexpired portion of the term.

5.6 Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Governors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of the offices of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE VI: COMMITTEES

6.1 Committees. The Board of Governors, by resolution adopted by a majority of the Governors in office, may designate one or more committees. Said committees, to the extent provided in such resolution, shall have and exercise the authority designated in such resolution, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Governors, or any individual Governor, of any responsibility imposed on it or him by law. Eligibility to serve on the Board of Governors and committees is restricted to General Members.

6.2 Appointment and Term. The standing committees designated below shall be elected by the Board of Governors. The Board of Governors shall not serve on standing committees except as provided below. The Chair and the members of each standing committee, with the exception of the Committee on Nominations and the Committee on Local Arrangements, shall be appointed for a term of three years and may not be reappointed to two consecutive terms.

6.3 Executive Committee. The officers of the Academy, as elected by the Board of Governors, shall constitute an Executive Committee of the Board of Governors. There must be a minimum of three (3) Governors serving on the Executive Committee. The Executive Committee shall have the power and authority to act on behalf of the Board of Governors between meetings of Governors and shall have the responsibility of working with and assisting the President/Executive Director with respect to the financial and program details of the corporation. All officers of the corporation shall be entitled to one vote as a member of the Executive Committee. A majority of the Executive Committee shall constitute a quorum, but the President shall not be counted for quorum purposes. Action taken by a majority of members of the Executive Committee present at any meeting at which a quorum is present shall constitute the action of the entire Executive Committee. All minutes and actions of the Executive Committee shall be ratified by the Board of Governors at its next meeting. At the discretion of the Chairperson, or his/her authorized designee, the Executive Committee may go into executive session. Executive session shall mean meetings of the Executive Committee at which no officers or Governors who have a personal interest in the subject matter being discussed are present. When a member of the Executive Committee ceases to be an officer or

Governor of this corporation, such person automatically shall cease to be a member of the Executive Committee of the Academy.

6.4 Membership Committee. The committee shall consist of a Chair and five additional members. The committee shall be responsible to the Board of Governors for establishing and maintaining guidelines for evaluation of Membership applications. It shall solicit and review applications for membership and shall recommend to the Board of Governors for election those candidates who in its judgment meet the requirements set forth in these Bylaws. The Chair of the committee shall present these recommendations to the Board of Governors prior to each Annual Business Meeting and shall be prepared to provide information concerning the qualifications of any person recommended at that time.

6.5 Program Committee. The Committee shall consist of a Chair and five additional members. The Chair of the Committee on Local Arrangements shall be a member ex-officio of this committee. The committee shall have responsibility for planning the Annual Scientific Meeting and shall prepare and supervise the distribution of the invitation to submit papers, the announcement of the Meeting, the review of all submitted manuscripts, notification of accepted and rejected manuscripts, assembly of the program and abstracts for the meeting, and related program details.

6.6 Nominations Committee. The Chair and members of this committee will be elected by the Board of Governors. The committee shall consist of a Chair and two additional members, each serving a term of four years. Members of this committee may not be reappointed to consecutive terms and shall not be eligible for election to the Board of Governors for the duration of the term to which they are appointed. After soliciting nominations from the membership, the committee shall recommend nominees for vacancies on the Board of Governors as provided in Article IV and shall maintain a roster of qualified members willing to serve on committees in order to assist the Chair of the Board of Governors in making committee appointments. The committee shall monitor the distribution of committee appointments and shall recommend to the Board of Governors policies for the purpose of maintaining a harmonious balance of the membership in the governance of the Academy.

6.7 Local Arrangements Committee. The committee shall consist of a Chair and at least four additional members appointed for each Annual Meeting by the Chair. The committee shall be responsible for determining all arrangements for those Annual Meeting activities pertaining to the hotel accommodations, meeting rooms, registration, audio visual needs, and planned social events. As a member ex-officio of the Committee on the Program, the Chair on Local Arrangements shall coordinate planning with the Chair of that committee. All financial matters relating to the Annual Meeting shall be arranged by the Chair of the committee with the approval of the Treasurer of the Academy. At its conclusion, the Chair of the Committee on Local Arrangements shall make available to the Secretary a list of the members who have registered for the meeting.

ARTICLE VII: DUES

7.1 Dues. The amount of annual dues of membership shall be determined by a majority vote of the membership present at the Annual Business Meeting upon the recommendation of the Board of Governors.

7.2 Exclusions. Honorary and Senior Members shall be excused from paying dues.

ARTICLE VIII: BOOKS AND RECORDS

8.1 The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Governors, committees having and exercising any of the authority of the Board of Governors, and the membership committee, 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 Academy may be inspected by any member, his or her agent or attorney for any proper purpose provided reasonable notice has been given prior to the inspection.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

9.1 Contracts. The Board of Governors may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or may be confined to special instances.

9.2 Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Academy, shall be signed by such officer or officers, agent or agents of the Academy, and in such manner as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the President of the Academy.

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

9.4 Gifts. The Board of Governors may accept on behalf of the Academy any contribution, gift, bequest, or devise for any legal purpose of the Academy.

ARTICLE X: FISCAL YEAR.

10.1 The fiscal year of the Academy shall be January 1 to December 31.

ARTICLE XI: CORPORATE SEAL.

11.1 The Academy shall not have a corporate seal.

ARTICLE XII: WAIVER OF NOTICE

12.1 Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the bylaws of the Academy, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: INDEMNIFICATION OF OFFICER AND GOVERNORS

13.1 Indemnification. As an organization incorporated in the State of Minnesota, to the full extent permitted by Minnesota Statutes, as amended from time to time, or by other provisions of law, every Governor or Officer of the Academy or other person who has undertaken or is about to undertake any liability on behalf of the Academy or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Academy, from and against all costs, charges and expenses whatsoever which such Governor, Officer or other person sustains or incurs in or about any action, suit, claim or proceedings that is brought, commenced or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of his or her office or in respect of any such liability; and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

13.2. Scope. The indemnification provided by this Article shall continue as to a person who has ceased to be an Officer or Governor and shall inure to benefit of the heirs, executors, administrators, and estate and effects, respectively, of such indemnified party.

13.3 Insurance. The Academy may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against or incurred by such party in such capacity; provided that no indemnification shall be made under any policy of insurance for any action that could not be indemnified by the Academy under this Article. ARTICLE

XV: AMENDMENTS

14.1 Amendments to these Bylaws may be proposed by any member or group of members in good standing. Such proposals must be submitted in writing to the Secretary, who shall present them to the Board of Governors for consideration at its next regular meeting. Proposed amendments endorsed by the Board, or those submitted by ten or more members with or without its approval, shall be submitted in writing to the membership entitled to vote no later than sixty (60) days after their presentation to the Board. Members entitled to vote shall vote by written ballot as provided in these Bylaws. A period of at least thirty days shall be allowed members for voting on such proposals. Ratification shall be by a two-thirds vote of those casting ballots within the designated voting period. The Secretary shall notify the membership of the outcome of the voting on any proposed amendment as soon as possible.

These Articles are hereby adopted as the Bylaws of Academy of Aphasia effective this 14th day of October, 2006.

Gail Ramsberger
Secretary