

The International Association of Laryngectomees By-Laws

As amended at the 2009 Annual Meeting of Club Delegates

Article I - Name

The name of this organization shall be the International Association of Laryngectomees and is also referred to as the IAL or familiarly as the Association.

Article II - Purpose

The purpose of this organization shall be as follows:

1. To stimulate, support and improve the relations among persons who, due to the removal of the larynx because of cancer or other reasons, have lost their natural voices.
2. To encourage and maintain an exchange of ideas and methods for the learning and teaching of alaryngeal methods of communication.
3. To improve the understanding of employers about cancer in general and cancer of the larynx in particular, so that laryngectomized persons may retain or obtain employment after surgery.
4. To publish and disseminate helpful information for the better rehabilitation of those who have undergone a laryngectomy.

Article III - Relationship with Other Organizations

The IAL, an independent association, is pledged to cooperate with organizations such as The American Cancer Society, its Divisions and Units, and all other medical organizations and foundations dedicated to the elimination of cancer as a major health problem.

Article IV - Membership

Section A - Eligibility

1. Members shall consist of Qualified Individual Clubs and Recognized Regional Organizations, including federations and other groups that represent a group of individual clubs. Member Regional Organizations must have a set of elected officers in accordance with their bylaws and/or constitution. Membership approval for Regional Organizations is subject to a majority vote of the IAL Board of Directors. Each club or eligible organization with paid-up dues shall be designated as a Qualified

IAL Member. Delegates of these clubs and organizations shall comprise the voting body of the Association and shall be laryngectomees.

2. Laryngectomees, significant others, speech professionals and health care professionals who reside in remote areas or in an area that does not support an IAL Club, may join the IAL as a Member- at-Large. Members-at-Large will be assessed annual dues at a rate that is one-half that of the smallest individual club rate. These members may not serve as delegates at the Annual Meeting of Club Delegates, or be elected to any office since these functions require the endorsement of an IAL Member Club.
3. In addition to the regular memberships, the IAL is empowered to authorize Associate Memberships to suppliers, manufacturers, health care organizations and service companies who provide medical support to laryngectomees. These members will have no voting rights but may participate as committee members if requested. Dues will be determined by a recommendation from the Bylaws and Procedures Committee to the Board of Directors. In no case will the dues be less than that of the largest IAL Club.

Section B - Dues

1. Annual dues for the calendar year beginning January 1 for Individual Member Clubs and Regional Organizations shall be:

01-10 members	\$ 25.00 per year	1 Delegate
11-20 members	\$ 45.00 per year	2 Delegates
21-30 members	\$ 70.00 per year	3 Delegates
31-40 members	\$ 90.00 per year	4 Delegates
41-50 members	\$ 110.00 per year	5 Delegates
51-60 members	\$130.00 per year	6 Delegates
61 plus members	\$175.00 per year	8 Delegates
Regional Organizations	\$175.00 per year	8 Delegates

No member club or regional organization, regardless of size or location, shall be entitled to more than eight delegates.

2. Dues for member organizations where foreign exchange may present a problem shall be negotiated by the Finance Committee on an individual basis, subject to approval by the Board of Directors.
3. Annual dues are due and payable in advance of the period covered and should be received by the Treasurer of the IAL prior to December 31. On or about February 1, the Treasurer will notify delinquent clubs or organizations of their status and inform them that if payment is not received prior to April 15, voting rights for the current year will be suspended until dues are received. If dues remain unpaid for one year, the member club or organization shall be dropped from membership in the IAL.
4. Delegates of Qualified Individual Clubs and Recognized Regional Organizations may not vote at an Annual Meeting of Club Delegates as long as their annual dues remain unpaid.

Section C - Charter Standards

At the beginning of each calendar year, Charter Standards will be sent to each member organization and, in order to become a qualified member, in addition to the payment of required annual dues, the organization must acknowledge and accept the Charter Standards in writing. The Charter Standards shall be as follows:

1. Member organizations shall observe and comply with the provisions of the Bylaws of the IAL and with such resolutions as may be made from time to time by the Association's Board of Directors.
2. Each member organization shall have and operate under its own bylaws, insofar as they do not conflict with the Bylaws of the IAL.
3. Each member organization shall strive to maintain an effective, active program.
4. Each member organization shall cooperate with the medical profession.
5. Each member organization shall cooperate with quasi-medical agencies and organizations whether they are public, private or government, if they are able to assist in the total rehabilitation of laryngectomees.
6. Each member organization shall cooperate with recognized cancer-fighting organizations, such as the American Cancer Society, in the overall fight against cancer.
7. Each member organization, whenever possible, shall provide transportation for patients to training centers for the teaching of alaryngeal speech.
8. Each member organization shall strive for the following committee structures:
 - a. A Professional Advisory Committee
 - b. A Patient Visiting Committee
 - c. A Public Information Committee
 - d. A Rehabilitation Committee

Section D - Meetings of Members

1. The Annual Meeting of the members of the Association shall be held between April 15 and September 15 of each year, immediately preceding the stated Annual Meeting of the Board of Directors. The date and place of such meetings shall be fixed by the Board of Directors.
2. The Secretary shall give to each member organization not less than forty-five days written notice of each stated meeting of the membership. The notice shall state the time and place of the meeting and, in general terms, the purpose of the meeting.
3. Copies of proposed changes in Bylaws, slates for the election of Officers and Directors, and proposed changes in Charter Standards will be mailed to member

organizations for distribution to their Delegates, postmarked at least forty-five days before the Annual Meeting of Club Delegates.

4. No person may serve as a delegate for more than one Member Club or Regional Organization, and no delegate shall be entitled to more than one vote.
5. There shall be no voting by proxy.
6. A quorum for the transaction of business at a stated Meeting of Club Delegates shall consist of six-tenths (60 per cent) of the registered Delegates. Each Qualified Member Organization shall be entitled to send Delegates according to the provisions of Section B of this Article IV.

Article V - Officers

Section A - Officers and Duties

The Officers of the Association shall be President, Vice President, Secretary and Treasurer. These officers shall be laryngectomized members of the Board of Directors and shall perform the duties prescribed by the Bylaws and the Parliamentary Authority adopted by the Association.

1. President: The President shall be the Chief Executive Officer of the Association and shall:
 - a. Preside at all regular meetings of the Association.
 - b. Preside over all meetings of the Board of Directors.
 - c. Call emergency or special meetings of the Association Delegates, the Board of Directors, or any Committee as necessary.
 - d. Appoint all Members and Chairmen of Committees except the Nominating Committee, the Annual Meeting Committee and the Chairman of the Finance Committee.
 - e. Serve as ex-officio member of all committees of the Association, except the Nominating Committee.
 - f. Serve as Vice Chairman of the Annual Meeting Committee.
 - g. Accept resignations of any Officers, Directors, Chairmen and Members of Committees, and notify the Board of Directors and the Chairman of the Nominating Committee of all vacancies.
 - h. Serve as official spokesman for the Association.
 - i. Shall have the option to propose changes to the budget. These proposed changes shall be brought to the Interim Meeting of the Board of Directors for discussion, approval, possible modification and disapproval. Proposed budget changes may be brought to the attention of the Board of Directors via electronic mail (e-mail) at anytime during the fiscal year.

2. Vice President: The Vice President shall:

- a. Perform the duties of the President in the absence of the President.
- b. Transact the financial affairs of the IAL should the Treasurer become unable to function until the office of the Treasurer can be filled, and shall comply with the bonding requirements of the office of the Treasurer.
- c. Serve as Chairman of the Annual Meeting Committee.
- d. Serve as an ex-officio member of all committees except the Nominating Committee.

3. Secretary: The Secretary shall:

- a. Give or cause to be given all required notices of all Meetings of Club Delegates and the Board of Directors.
- b. Record all proceedings of the Meetings of the Club Delegates and the Board of Directors in a book to be kept for that purpose.
- c. Publish and maintain the official membership roll of the Association.

4. Treasurer: The Treasurer shall:

- a. Have custody of all monies, valuable papers and documents of the Association and shall place the same for safekeeping in such depository as may be designated by the Board of Directors.
- b. Expend the funds of the Association as directed by the Board of Directors taking proper vouchers for such expenditures.
- c. Keep, or cause to be kept, a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the Association.
- d. Render a statement of the financial condition of the Association when and as required by the President or the Board of Directors.
- e. Provide a fidelity bond for faithful performance of duties in the amount of at least \$2,000.00 in excess of the highest anticipated level of funds in all accounts for the term of office.
- f. Cause an audit of the books of the Association to be made annually by a certified public accountant, which must be completed before the Annual Meeting, a copy of which shall be sent to the President of the Association. Cost of the audit and the fidelity bond shall be borne by the Association.
- g. Serve as Chairman of the Finance Committee.
- h. Collect and acknowledge in writing all contributions, donations, etc. to the Association.

- i. Develop, with input from the President, the Executive Director, and the Voice Institute Director, a budget for the upcoming fiscal year.
- j. This budget shall be a line item budget,
- k. This budget shall be presented to the entire Board of Directors for discussion and approval.
- l. The Treasurer shall be responsible for ensuring that the Annual Audit is completed within 120 days after the conclusion of the fiscal year (Jan. 1 – Dec. 31). A copy of this audit will be mailed to each Board of Director member, the Executive Director, as well as posted on the IAL web site. The cost of this audit and the fidelity bond shall be borne by the Association.

Section B - Election of Officers

1. Election Procedure

The Officers shall be elected at the Annual Meeting of Club Delegates from the slate presented by the Nominating Committee, which shall have been mailed to the qualified member organizations at least forty-five days prior to the Delegates' Meeting. Additional nominations of eligible members of the Board of Directors shall be permitted from the floor at the meeting, before the election.

2. Term of Office

- a. The Officers shall assume office the day they are installed and shall hold office for three years or until their respective successors have been elected and qualified.
- b. In the event that a qualified Secretary or Treasurer is not available either via the Nominating Committee or from the floor of the Annual Meeting of the Delegates, they may serve a subsequent term or terms.
- c. Any Officer may choose to run for one additional three-year term.

Section C - Removal from Office

Any Officer on the Board of Directors may be removed from office by an appropriate resolution approved by a two-thirds vote of all members of the Board of Directors.

Section D - Vacancies

Should any Officer be unable to fulfill the duties of the office, the order for succession for presiding officers shall be: President, Vice President, Secretary, Treasurer until the next Annual Meeting of Delegates, when there will be a special election. If the Office of President becomes vacant the Vice President shall immediately succeed to the Office of President. The new President shall appoint a new Vice President within thirty days to fill the vacated Vice President's term with Board of Directors approval. The President shall also have the power and duty, in consultation with the Board of Directors, to fill any other office so vacated until the next meeting of the Delegates. .

Article VI - Board of Directors

Section A - Composition and Powers

1. The Board of Directors shall consist of twelve members. This Board shall consist of four Officers and eight members who have been nominated and elected, six (6) of which must be laryngectomees. All Directors must be members of a qualified laryngectomee organization.
2. The Board of Directors shall manage and control all property and activities of the Association.
3. A Director elected to fill out an unexpired term shall be entitled to complete that term and to run for his own complete term of office.

Section B - Election of Directors

1. Eligibility

Only a laryngectomee belonging to a qualified IAL member organization shall be eligible for election as a Director. If, during the Director's tenure of office, the qualified organization to which the Director belongs should leave the IAL, the Director shall be permitted to finish out the term. All Directors must belong to an IAL organization; or be associated with an IAL organization if not a laryngectomee. See Article VI, Section A, item 1.

2. Nominations

The Nominating Committee shall nominate one or more candidates for each impending vacancy on the Board. The slate shall be mailed and posted on the IAL web site, to qualified IAL Clubs and Organizations at least forty-five days before the Annual Meeting of Club Delegates. Further nominations may be made from the floor at the time the election is held. (See 3 - Election Procedure)

3. Election Procedure

Members of the Board of Directors shall be elected at the Annual Meeting of Club Delegates. An individual nominated for the Board of Directors must be present at the Annual Delegates' Meeting to be eligible for election, except in case of force majeure (an extraordinary event or circumstance beyond the individual's control such as acts of God, debilitating sickness, etc. It is not intended to excuse minor inabilities.) Individuals nominated from the floor must be present, they must have informed the Chair of the Nominating Committee of their intention to be nominated for the Board of Directors at least 24 hours in advance, or they must have previously submitted an application for the Board of Directors to the Nominating Committee, along with a letter of endorsement from their club. If a nomination is withdrawn, that individual is precluded from re-nomination at that Annual Meeting, except by 2/3 vote of the Delegates for re-nomination.

4. Term of Office

- a. A person elected to the Board of Directors shall serve initially for a term of two years and may succeed themselves for only one additional two-year term on the Board. The person may run again after a two-year period has elapsed.
- b. If necessary, Officers shall serve as Directors on the Board of Directors to permit them to serve out their full term of office.

Section C - Meetings

1. A stated Annual Meeting of the Board of Directors shall be held the day following the Annual Meeting of the Delegates of the Association and at the same place of such meeting, unless otherwise ordered by the Board of Directors. The President may call for additional meetings of the Board of Directors at the site of the Annual Meeting of the Delegates.
2. There shall be an Interim Meeting of the Board of Directors at the site of the next Annual Meeting of Delegates, provided adequate funds are available. The dates of the Interim Board Meeting shall be fixed by the Board of Directors.
3. Special meetings of the Board of Directors may be called by the President upon request of a majority of the members of the Board of Directors. This meeting may be held via electronic means (e-mail, telephone) with no less than five days notice, by electronic means, from the President and the Secretary. An announcement of any action(s) will be posted on the within five days of the meeting. The minutes of this special meeting shall be posted on the IAL web site within 14 days of the meeting. All records surrounding each Special Meeting will be kept on a separate floppy disk or CD or other portable electronic means. The Board of directors may adopt rules that are not inconsistent with parliamentary authority in Article X of these By-Laws. The rules are to be developed to make the electronic meeting operate as close to a face to face meeting as is practicable.
4. The Secretary shall give each Director not less than ten days written notice of any meeting of the Board of Directors. The notice shall state the time and place of the Meeting and the purpose or purposes of each meeting.
- e. A majority of the duly elected members of the Board of Directors shall constitute a quorum for the transaction of business at stated meetings of the Board of Directors.

Section D - Removal from Office

1. Any Director who is unable to attend a scheduled meeting of the Board of Directors shall notify the IAL President in advance of that meeting. Directors will be replaced after two consecutive unexcused absences from meetings of the Board of Directors.
2. Any member of the Board of Directors may be removed from office by an appropriate resolution approved by a two-thirds vote of the Directors attending a meeting of the Board of Directors.

Section E - Vacancies

The President, with the approval of the Board of Directors, may fill vacancies on the Board of Directors because of death, resignation or other reasons, to complete unexpired terms.

Section H - Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of Directors may be taken without a meeting or completed by electronic mail if approved by two-thirds majority of the Board of Directors. If consent is received, in writing (via electronic mail) setting forth the action and approved by two-thirds, of the members of the Board of Directors. Notice of any action shall be posted on the IAL web site within seven days.

Article VII - Employees

The Board of Directors shall have the power to hire employees or to enter into contracts with others as necessary to carry out the purposes of the International Association of Laryngectomees.

Article VIII - Committees

The Board of Directors may create Committees, whether Standing or Special, as may be deemed appropriate. The term, composition and duties of each such committee shall be fixed in the resolution creating it. Agreements or relations with outside organizations or individuals committing the IAL to a course of action are prohibited without prior approval of the Board of Directors.

Section A - Standing Committees

1. The following named committees will constitute the Standing Committees:
 - a. Nominating
 - b. Bylaws and Procedures
 - c. Finance
 - d. Speech Standards
 - e. Rehabilitation & Medical Affairs
 - f. Public Affairs
 - g. Annual Meeting
2. The regular, continuing business of the IAL shall be carried out through the Standing Committees.
3. All Standing Committees are directly responsible to the Board of Directors.

4. The Chairman of each Standing Committee, except the Nominating Committee, may appoint additional members to that committee with the approval of the President.
5. The Chairman and Vice Chairman of each Standing Committee shall be members of the Board of Directors; however, non-Board members with expertise in appropriate areas may be appointed to Standing Committees.
6. The structure and duties of the Standing Committees shall be:

Nominating: This Committee shall consist of five persons selected and approved by the Board of Directors at the Annual Meeting. All Committee members shall be Directors of the IAL and must have served a minimum of one full term as a Director of the IAL. The chairman shall be elected by the members of the Nominating Committee from that Committee's members. The duties of the committee shall be:

- a. To nominate individuals for each impending vacancy on the Board of Directors and among the Officers.
- b. To review all Nominee Applications.
 - i. They must attend at least one Annual Meeting of the Association PRIOR to seeking election to the Board of Directors.
 - ii. They must attend the Annual Meeting at which their name appears on the ballot.
 - iii. Should English not be their primary language, the nominee will be responsible for providing their own interpreter, if necessary. All costs associated with this interpreter will be borne by the nominee.
- c. To submit a recommended list of nominations and a biography and photo for each nominee to the President in time for copies of the nominations to be mailed to the Qualified IAL Member Organizations and posted on the IAL web site at least forty-five days before the Annual Meeting of Club Delegates.

Bylaws and Procedures: This Committee shall be responsible for:

- a. Standing Rules: To prepare and keep a set of Standing Rules governing IAL procedure.
- b. Bylaws Review: To review proposed amendments to the Bylaws submitted to the committee by the IAL Board of Directors or by a Qualified Member Organization
- c. Credentials: To observe and regulate the Annual Meeting of Club Delegates and to facilitate the seating of the Delegates in a specific area reserved for Delegates only.
- d. Code of Ethics: To propose a Code of Ethics of the IAL and to review any changes there as proposed by an Officer of the IAL, a Board of Director, or by a Qualified Member Organization.

- e. All proposed by-law changes shall be presented at the Annual Meeting of Delegates and voted upon prior to the annual election of the Board of Directors members
- f. All changes proposed by the By-Law Committee shall be forwarded to the Secretary. All proposed changes to the Bylaws will include rationale as to why the writer would like the change(s) to be made and will be limited to 250 words or less. That the Secretary will then send a notice of the proposed changes to all Qualified Member Organization of the IAL by regular mail postmarked no later than six weeks prior to the stated Annual Meeting of Delegates. The proposed changes shall be posted on the IAL web site.

Finance: This Committee shall consist of five members, and the Chairman of the committee shall be the Treasurer of the IAL. The duties of the committee shall be:

- a. To make recommendations regarding financial policies of the IAL and to recommend approval of such statements to the Board of Directors.
- b. To assist in the preparation of a budget.
- c. To review the annual financial statements of the IAL and recommend approval of such statements to the Board of Directors.

Speech Standards: The Speech Standards Committee shall be responsible for formulating, for approval of the Board of Directors, official policies of the Association regarding relations with organizations of a medical or quasi-medical nature that are able to assist in the speech development of laryngectomees, for furthering the opportunities of laryngectomees to obtain instructions in alaryngeal speech from capable instructors, for advancing the abilities and knowledge of instructors, and for making recommendations to carry out these objectives to the Board of Directors. One member of this committee shall be designated for each of the following areas of responsibility:

- a. IAL Voice Institute
- b. Directory of Instructors of Alaryngeal Speech
- c. Speech Therapy at the Annual Meeting

Rehabilitation and Medical Affairs: Membership of this Committee shall include one or more members of the medical profession who need not be members of the Association, a member club or member organization. This member, or members, shall be responsible for advising the rest of the committee and the Board of Directors on all matters relating to the medical profession and the practice of medicine as they pertain to the total rehabilitation of laryngectomees.

The duties of this committee shall be:

- a. To inform and advise the IAL on current trends in laryngectomee medical procedures, first aid, safety, public education and public information.
- b. To review and revise all printed films and videotaped material containing the name of the International Association of Laryngectomees, or bearing the IAL logo,

in order to provide conformity with current trends in laryngeal surgery and first aid methods. The Committee will work closely with the Public Affairs Committee and the Speech Standards Committee and may utilize outside expertise, if necessary.

Public Affairs. The Committee shall be responsible for public information and education. The duties of this committee shall be:

- a. To explore programs and projects designed to improve communication skills and lead to the total rehabilitation of laryngectomees.
- b. To be responsible for the content of the *IAL News*.

Annual Meeting: This Committee shall consist of six members who shall be: the IAL Vice President, Chairman; the IAL President, Vice Chairman; the Host Club Chairman for the current year; the Host Club Chairman for the preceding year; the Supervisor of Speech Therapy at the Annual Meeting and the Director of the IAL Voice Institute. The duties of the Committee shall be to plan and implement the program for the Annual Meeting and to advise and assist the Host Club as needed.

Section B - Special Committees

1. The President is empowered to establish such Special Committees as are deemed necessary by the Board of Directors.
2. All Special Committees are directly responsible to the Board of Directors.
3. The President shall appoint the membership of each Special Committee and shall designate its chairman, except as specified otherwise.

Article IX - Association Honors

A person who has rendered outstanding service to the IAL may, on the nomination of the Board of Directors or by the Nominating Committee, be elected as an Honorary Life Member of the Association at any stated Annual Meeting of the Delegates.

Article X - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the IAL in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Amendments to these Bylaws may be made at any Annual Meeting of Club Delegates of the Association and in any manner consistent with the Bylaws by a vote of two-thirds of the Delegates present, provided the proposed changes have been submitted to the qualified member organizations of the IAL, postmarked at least forty-five prior to the date of the action.

Article XI – Amendments

Amendments to these Bylaws may be made at any Annual Meeting of Club Delegates of the Association and in any manner consistent with the Bylaws by a vote of two-thirds of the Delegates present, provided the proposed changes have been submitted by the qualified member organizations of the IAL, postmarked at least forty-five days prior to the date of the action.

Article XII – Dissolution

In the event of dissolution of the IAL, all funds and assets shall be distributed by grants to qualified non-profit organizations to the extent they have participated in and supported IAL programs and objectives for the rehabilitation of laryngectomees.