

**HEARING LOSS ASSOCIATION
OF AMERICA**

BYLAWS

Adopted June 10, 2004
Amended November 5, 2005
Amended November 6, 2005
Amended March 4, 2006
Amended November 4, 2006
Amended June 12, 2008
Amended November 8, 2008

ARTICLE I. NAME

This organization shall utilize the name the “Hearing Loss Association of America” also sometimes referred to as “HLAA” or as “organization” in these Bylaws.

ARTICLE II. OFFICES

The organization shall have and continuously maintain within the State of Maryland a registered office and a registered agent, whose business office is identical with such registered office, and may have other offices within or without the State of Maryland as the board of trustees (“Board of Trustees” or “Board”) may from time to time determine.

ARTICLE III. PURPOSES

3.01. The purpose of HLAA is to:

- A. Enable people with hearing loss and their families to meet the challenge of hearing loss and to participate in the mainstream of an enlightened society through information, education, advocacy and support, in furtherance of the provisions of the Articles of Incorporation of this organization.
- B. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth above in paragraph (A) of this Article III.
- C. No part of the net earnings of the organization shall inure to the benefit of any director, or officer of the organization, or to any other private individual, except that reasonable compensation may be paid for services rendered to or for the organization in carrying out its purposes. No director, or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization. Except as authorized by Section 501(h) of the Internal Revenue Code of 1986, as amended (“the Code”) and a proper election filed thereunder, no substantial part of the activities of the organization shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office, whether by the publication or distribution of statements or otherwise. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, nor shall the organization engage in any year in which it may be a “private foundation”, as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) and 4943(c) of the Code, or do any act, or fail to do any acts which will result in the imposition of tax on the organization under Sections 4942, 4944, or 4945 of the Code. Upon dissolution of the organization or the winding up

of its affairs, the assets of the organization shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

- D. The organization shall have such powers as are now or may hereafter be granted by the not for profit laws of the State of Maryland, but shall exercise such powers only within the restrictions set out above.

ARTICLE IV. FUNCTIONS

4.01. The functions of the organization shall be to:

- A. Establish and promote an organization having a shared goal of supporting people with hearing loss to enhance their ability to function independently.
- B. Provide information that will enable people with hearing loss, their families, friends and associates, to understand and manage effectively the difficulties manifested in such condition.
- C. Represent the interests of all people with hearing loss before public and private entities on matters pertaining to hearing health care and remediation of hearing loss.
- D. Provide leadership and education on the federal, state and local levels to impact the communities where individuals with hearing loss reside.
- E. Promote public and private programs that provide accommodations allowing people with hearing loss to participate effectively in the mainstream of society.
- F. Support all people with hearing loss, especially those who utilize spoken language.
- G. Establish working relationships with professionals and professional organizations in the hearing health care field; encourage research into all aspects of hearing loss and remedial aids.
- H. Promote diagnosis of hearing loss through infant screening and testing among all other ages in the general population.
- I. For students with hearing loss, promote educational methods that provide options of speaking and listening that allow effective participation in classroom and extracurricular activities.
- J. Advocate the use of cochlear implants when deemed appropriate for infants, children, youth and adults.

- K. Collaborate with other individuals, organizations and institutions on matters of mutual concern as set forth in this Article IV.
- L. Provide such other services that will further the purpose of the organization.

ARTICLE V. MEMBERS

5.01. CLASSES OF MEMBERS. The organization shall have two classes of members: regular members who shall have voting power, and associate members who shall not have voting power. Whenever the term “members” is used, unless otherwise indicated, it shall refer to regular members.

5.02. REGULAR MEMBERSHIP QUALIFICATIONS. Regular membership in the organization shall be open to all individuals, provided they complete an application and file any required application or registration form with the Executive Director and pay the current dues.

5.03. ASSOCIATE MEMBERSHIP. Entities or organizations that wish to support the activities of the organization may become associate members pursuant to action of or standards established by the Board from time to time.

5.04. VOTING RIGHTS. Each regular member shall be entitled to one vote on each matter submitted to a vote of the regular members.

5.05. DUES AND FEES. The annual minimum dues payable to the organization by regular and associate members will be in such amounts payable at such time or times as may be determined from time to time by resolution of the Board.

5.06. TRANSFER OF MEMBERSHIP. Membership in the organization is not transferable or assignable.

5.07. TERMINATION OF MEMBERSHIP. Regular membership in the organization will terminate upon the occurrence of any of the following events:

- A. the death or resignation of a member;
- B. the failure of a member to pay his or her annual dues within 60 days after mailing of written notice that such payment is due and owing; or
- C. the affirmative vote of 2/3 of the members of the Board eligible to vote (not counting vacancies) on the grounds of a member’s failure to comply with these bylaws or any act of a member which is found to be prejudicial to the purposes, objectives or status of the organization, after an appropriate hearing by the Board or a designated committee.

ARTICLE VI. MEETINGS OF MEMBERS

6.01. ANNUAL MEETING. An annual meeting of the members shall be held each year in June on a date established by the Board or at the location of the annual convention of the organization if held in the month of June for the purpose of transacting such business as may come before the meeting.

6.02. TIME, PLACE AND MANNER OF ANNUAL MEETINGS. In any year in which an annual convention is not held in June, such annual meeting of members shall be held at any place within the United States. If no designation is made, the place of the meeting shall be the registered office of the organization in the State of Maryland. The Board may authorize participation by members at any annual meeting through the use of telecommunications devices as provided in Section 6.06 of these bylaws.

6.03. SPECIAL MEETINGS. Special meetings of the members may be called by either the president or the Board or 25 percent of all regular members in good standing and may be held at any time and at any place within the United States. The Board may authorize participation at any such special meeting through the use of telecommunication devices as provided in Section 6.06 of these bylaws.

6.04. WRITTEN NOTICE OF MEETINGS. Written notice stating the place, day and hour of any meeting of the members shall be delivered or mailed to each member, by or at the direction of the president or the secretary or the officers or persons calling the meeting, as follows: (i) except as provided in (iii), by mail not less than 10 nor more than 40 calendar days before the date of such meeting; (ii) by facsimile, electronic delivery (if permitted by law) and/or personal delivery not less than five nor more than 30 calendar days before the date of such meeting; or (iii) in the case of a removal of one or more trustees, merger, consolidation, dissolution, or sale, lease or exchange of substantially all of the assets of the organization, not less than 20 nor more than 60 calendar days before such meeting. In the case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed mailed when deposited in the United States mail or with an overnight delivery service addressed to the member at his or her address as it appears in the records of the organization, with postage or other delivery charges prepaid. If notice is delivered by facsimile transmission or electronic delivery (if permitted by law), notice of a meeting shall be deemed to have been delivered upon transmission of the notice by the organization to the member at his or her facsimile or electronic address as it appears on the records of the organization.

6.05. QUORUM. A quorum for any annual meeting or special meeting shall be the attendance of 50 or more regular members in good standing. If a quorum is not present at any meeting of the regular members, a majority of the regular members present may adjourn the meeting from time to time without further notice.

6.06. MANNER OF ACTING. If authorized as provided in Section 6.02 and 6.03, one or more members may participate in any annual meeting or special meeting of the members and may vote through the use of telecommunications devices including, but not limited to,

conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation through telecommunications devices shall constitute presence in person at such meeting. The act of the majority of the regular members present and voting at a meeting at which a quorum is present shall be the act of the regular members except as otherwise provided by law or these bylaws.

6.07. NO PROXIES. At all meetings of the members, a regular member is entitled to vote only in person. No regular member shall be entitled to vote at any meeting by proxy.

6.08. PROCEDURES AT MEETINGS. Except to the extent inconsistent with these bylaws, Robert's Rules of Order, in such edition as may be designated by the Board from time to time, shall be consulted regarding the conduct of all meetings of the members.

6.09. ATTENDANCE OF ASSOCIATE MEMBERS AT MEETINGS. Associate members shall be entitled to attend meetings of members, but shall not be entitled to vote or otherwise participate in meetings or be counted for the purposes of a quorum.

ARTICLE VII. BOARD OF TRUSTEES

7.01. QUALIFICATION. The business and affairs of the organization shall be managed by the Board except as otherwise provided by law or these bylaws. No person shall be eligible for nomination or election as a trustee, and no person shall be eligible to hold office as a trustee unless qualified at the time as a regular member under Section 5.02.

7.02. ELECTED TRUSTEES

- A. The Board shall consist of up to 21 elected members (excluding ex officio members), with one-third elected annually, who shall serve as the elected trustees on the Board. Commencing with the 2008 election, there shall be one representative on the Board from each of the four geographical regions of HLAA, i.e. "Regional Representatives," for which all qualified members of HLAA residing in a region are entitled to vote for their respective representative. The remaining up to 17 Board seats shall be filled by "At Large" members who shall be elected by two-thirds of the members of the Board at any official meeting of the Board. At least two-thirds of the trustees shall be people with hearing loss.
- B. A candidate for "Regional Representative" may (i) advise the Nominating Committee of his or her interest in the position, (ii) be recommended to the Nominating Committee with his or her consent upon the petition of a member of HLAA residing in the region; or, (iii) be nominated with his or her consent by the Nominating Committee. If no such candidate is available, the Board position for such Regional Representative shall remain vacant until a HLAA member residing in the region can be found to serve on the Board.
- C. Candidates for "At Large" positions on the Board shall be nominated by the Nominating Committee. All persons who submit applications for such positions

to the Nominating Committee or who are nominated upon a petition signed by at least 25 members of HLAA and whose qualifications as a member of HLAA have been verified by the Nominating Committee shall be considered by the Nominating Committee.

- D. Whenever there is a vacancy on the Board, the Board, after approval of the Nominating Committee, may appoint a person to serve on the Board for the remainder of the term of the vacant Board position.

7.03. EX OFFICIO TRUSTEES

- A. The Executive Director shall serve as an ex officio member of the Board with the right to vote. The Executive Director shall not participate in personnel matters relating to her or him.
- B. The president will appoint one member of the founding family, i.e., Howard E. Stone, Sr., Alice Marie Stone, or their children, to serve as an ex officio member of the Board with the right to vote.
- C. For a period of one year, the immediate past president of HLAA shall serve as an ex officio member of the Board with the right to vote.
- D. The Board may appoint other persons to serve on the Board in an ex officio capacity without voting rights.

7.04. TERMS OF TRUSTEES

- A. The terms of tenure for trustees normally shall be three years, with one-third of the total members to be elected annually. The term of a trustee shall commence at the end of the annual convention in June or at the end of the annual meeting of members if no annual convention is held in June. A trustee's term shall expire at the annual convention in June or if no annual convention is held at the annual meeting of members. Each trustee shall hold office until a successor is duly elected and qualified
- B. No trustee may be elected for more than three consecutive terms.
- C. In the event the Board term of the president expires during his or her term in that office, the president's term as a trustee shall be extended to the end of the term as president to which he or she was elected.

7.05. ELECTION OF TRUSTEES. The election of At-Large trustees shall be determined by the Board as described in Section 7.02A. For Regional candidates, their election shall be determined by the highest number of votes received or the votes cast by HLAA regular members in good standing in the region in which they reside. In the event of a tie vote for a Regional candidate, there shall be a run off election among only those candidates with the

highest number of votes who were tied subject to such terms, procedures and conditions as established by the Board prior to the run off election. The ballot shall be presented to the HLAA members in the March/April issue of "Hearing Loss," specifying a procedure to vote by United States mail postmarked no later than May 1st. For each election, the number of trustees to be elected shall equal the number of trustees whose terms expire plus any then unfilled vacancies.

7.06. REGULAR MEETINGS. Regular meetings of the Board shall be held at times and places determined by the president, who shall cause reasonable notice thereof to be provided to the Board. The Board shall endeavor to meet in the months of October or November (the "fall" meeting); the months of March or April (the "spring" meeting) and at the annual convention in June of each year or if there is no annual convention in June, immediately following the annual meeting of members.

7.07. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the president or a majority of the trustees entitled to vote. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board called by them.

7.08. NOTICE. If a special or regular meeting of the Board is called by or at the request of the president, the president shall cause reasonable notice thereof to be provided to the trustees. In all other instances, notice of any special meeting of the Board shall be given at least seven (7) calendar days before the date of such meeting by written notice mailed (by U.S. mail or overnight delivery service), provided by personal delivery or sent by facsimile transmission or electronic delivery (if permitted by law) to each trustee at his or her mailing, facsimile or electronic address (if permitted by law), respectively, as such address appears in the records of the organization. If mailed, such notice shall be deemed to be mailed when deposited in the United States mail or with an overnight delivery service, with first class postage or other delivery charges thereon prepaid. If notice is delivered by facsimile transmission or electronic delivery (if permitted by law), such notice shall be deemed to be delivered upon transmission of the notice by the organization to the trustee at his or her facsimile or electronic address as it appears in the records of the organization. Any trustee may waive notice of any meeting in writing. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

7.09. QUORUM. A majority of the number of trustees entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of such number of trustees is present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

7.10. MANNER OF ACTING. If authorized by the president or other persons requesting a meeting of the Board, one or more trustees may participate in any regular meeting or special meeting of the Board and may vote through the usage of telecommunications devices including, but not limited to, the usage of conference telephone or similar communications

equipment by means of which all persons participating in the meeting can communicate with each other. Such participation through telecommunications devices shall constitute presence in person at such meeting. The act of the majority of the trustees present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided by law or these bylaws.

7.11. VACANCIES. Any vacancy that may occur on the Board by reason of death, resignation, or otherwise of a Board member may be filled by the Board for the unexpired term. Such candidates for vacancies shall receive approval from the Nominating Committee.

7.12. ACTION BY TRUSTEES WITHOUT A MEETING. Unless specifically prohibited by the Articles of Incorporation or these bylaws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or the Executive Committee thereof, may be taken if consents, setting forth the action so taken, shall be signed by all the trustees entitled to vote with respect to the subject matter thereof, or by all the members of the Executive Committee, as the case may be. Any such consents signed by all the trustees or all the members of the Executive Committee shall have the same effect as a unanimous vote, and may be stated as such in any documents filed with the Secretary of State of Maryland or any other state having jurisdiction.

7.13. COMPENSATION. Trustees shall not receive any compensation for their services as trustees, but the Board may authorize reimbursement for any expenses incurred by a Trustee in the performance of his or her duties in the Board's discretion.

7.14. PRESUMPTION OF ASSENT. A trustee of the organization who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered or certified mail to the secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

7.15. PROCEDURES AT MEETINGS. Except to the extent inconsistent with these bylaws, Robert's Rules of Order, in such edition as may be designated by the Board from time to time, shall be consulted regarding the conduct of all meetings of the Board.

7.16. TERMINATION OF TRUSTEESHIP. A trustee may resign, be removed or otherwise have his or her tenure terminated in the manner permitted by Maryland law.

ARTICLE VIII. OFFICERS

8.01. NUMBER. The executive officers of the organization shall be a president, a vice president, a treasurer, and a secretary, each of whom shall, when nominated and elected, and at all times thereafter during service as such, be qualified as a regular member and be members of the Board. Other officers (who are regular members but need not be members of the Board) may

be chosen by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

8.02. ELECTION AND TERM OF OFFICE. The executive officers of the organization shall be elected annually from the candidates nominated by the members of the Board immediately after the annual meeting of the members at which board members are elected. Vacancies may be filled at any meeting of the Board. Each executive officer shall hold office until a successor is elected and qualified or until his or her death or until he shall resign or cease to be a regular member or cease to be a trustee or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. The president and immediate past president shall serve for one (1) two-year term and the president may not run for re-election to that office. The other executive officers shall be elected for one-year terms and may not serve more than two consecutive terms in that particular executive office, provided, however, in the case of the Treasurer, an individual may not serve more than three (3) consecutive terms in that office.

8.03. REMOVAL. Any officer of the organization may be removed with or without cause by the Board whenever in their judgment the best interests of the organization would be served thereby.

8.04. VACANCIES. A vacancy in any office may be filled by the Board for the unexpired portion of the term. Termination of membership or as a member of the Board of an executive officer automatically renders his or her office vacant. Except for the position of president, if a proposed officer stands for election or reelection as a member of the Board and is not so elected or reelected as a Board member, there shall be declared a vacancy in that position.

8.05. THE PRESIDENT. The president shall be the principal executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization. He or she shall preside at all meetings of the members and of the Board. He or she may sign, with the secretary or any other proper officer of the organization thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

8.06. THE VICE PRESIDENT. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Trustees.

8.07. THE TREASURER. If required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall: (a) have charge and custody of and be

responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit or invest all such moneys in the name of the organization; and (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board.

8.08. THE SECRETARY. The secretary shall: (a) keep the minutes of the members' and the Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the organization and see that the seal of the organization is affixed to all documents, the execution of which on behalf of the organization under its seal is duly authorized in accordance with the provisions of these bylaws; (d) keep a register of the address of each member which shall be furnished to the organization by such member; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board.

8.09. THE EXECUTIVE DIRECTOR. The administration and management of the organization shall be a salaried staff head, employed or appointed by, and directly responsible to the Board. She or he shall have the title of executive director or such other title as the Board shall from time to time designate. She or he shall be the chief operating officer of the organization with responsibility for the management and direction of all operations, programs, activities, and affairs of the organization, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board. She or he shall prepare an annual budget and submit it to the Finance Committee for review, and she or he may from time to time submit supplements to the current fiscal year budget to the Finance Committee for review. She or he shall have such other duties as may be prescribed by the Board.

8.10. THE IMMEDIATE PAST PRESIDENT. Upon completion of his or her term as president, the immediate past president shall perform those duties and functions as required by these bylaws and delegated by the president.

8.11. OTHER OFFICERS. Officers other than executive officers shall respectively, if required by the Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. They shall perform such duties as shall be assigned to them by the executive officers or by the Board.

ARTICLE IX. COMMITTEES OF THE ORGANIZATION

9.01. IN GENERAL. The Board may by resolution create such committees as may be deemed by it appropriate to carry out the purposes of the organization. The resolution or resolutions creating any such committees shall specify the duties and responsibilities thereof including (but not limited to) provisions with respect to membership of such committees, selection of committee officers, and the conduct of committee business. Any such resolution may be amended or repealed by the Board. No person shall serve as chairman of the same

committee for more than three consecutive years. Only members of the Board of the organization shall, unless so authorized otherwise by the affirmative votes of 2/3 of the Board members then in office, serve as the chair of a committee created pursuant to this article. The president shall be an ex officio member with vote of all committees.

9.02. STANDING COMMITTEES. There shall be four (4) standing committees that are responsible for the regular operations of the organization. These standing committees are the Executive Committee, the Finance Committee, the Strategy Planning Committee, and the Nominating Committee.

A. Executive Committee

1. Composition. The Executive Committee shall consist of the officers of the organization elected by the Board, the Immediate Past President and chair of the Long Range Planning Committee appointed by the President. The President shall chair the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee with all the accompanying rights of membership, except in matters of personnel relating to her or him. At least two thirds of the Executive Committee shall be people with hearing loss.
2. Duties. The Executive Committee shall act for and discharge the functions of the Board of Trustees between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of the organization. The Executive Committee shall keep minutes of its actions and shall report regularly to the Board.
3. Meetings. There shall be at least one scheduled meeting of the Executive Committee each year, in addition to the three meetings held in conjunction with Board meetings, at such times and places as directed by the President and subject to the approval of a majority of the Executive Committee. Special meetings of the Executive Committee may be called by the President.

B. Finance Committee. A Finance Committee shall consist of its chair and at least two other members. The Treasurer shall serve as the chair and the other members shall be appointed by the President promptly after each annual meeting. It shall be the duty of this committee to present a budget for the ensuing fiscal year to the Board at its regular meeting in November. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year. In addition, it shall be the duty of this committee to oversee the investments of the organization and the annual audit of the organization.

C. Strategy Planning Committee. A Strategy Planning Committee composed of its chair and its members who are the current chairs of all standing and select committees shall be appointed by the President promptly after each annual

meeting. It shall be the duty of this committee to provide disciplined planning to guide the development of the organization and to perpetuate HLAA philosophy.

D. Nominating Committee.

1. Composition. The members of the Nominating Committee shall be appointed by the President and approved by the Board by June 30 of each year and their service shall begin immediately thereafter. The Nominating Committee shall consist of 7 members of whom at least 4 should be current At Large and Regional members of the Board. The remaining members of the Nominating Committee shall be non-Board members. No person who is a candidate for election to the Board may serve on the Nominating Committee at the time of his or her candidacy. The term of each Nominating Committee member shall terminate at the end of the annual convention in June or if no convention is held, at the end of the annual meeting of members in June. No member shall serve more than three consecutive terms on the Nominating Committee nor more than two consecutive terms as the Committee chair. The immediate past president shall serve as the chair of the Nominating Committee unless such individual is unavailable or unwilling to serve in which case the president shall name the chair of the Nominating Committee.
2. Duties with Regard to Trustees.
 - (a) The Nominating Committee shall assist the Board in establishing the desired composition of the Board in terms of influence, diversity and talents. The Nominating Committee shall target potential trustees and attempt to fulfill the desired composition of the Board. In carrying out its duties, the Nominating Committee shall consider the financial, demographic and skill needs of the Board in order to effectively carry out its functions, to adequately represent the diverse populations served by HLAA, and to foster the growth and development of HLAA.
 - (b) The Nominating Committee shall seek At Large candidates and Regional Representatives from each of the HLAA regions. The Nominating Committee shall pursue potential candidates for the Board through personal contacts, written appeals and other activities including, but not limited to, the annual convention and annual meeting of members. The Nominating Committee shall (i) solicit from state and local level leaders names of members for possible nomination as trustees (ii) invite applications for candidacy and (iii) publish an announcement for candidates in the June/July issue of "Hearing Loss."

- (c) The Nominating Committee shall review the performance of incumbent trustees seeking nomination for re-election through an objective set of criteria established by the Board.
 - (d) Each year (for the so-called “fall” Board meeting held in October or November unless otherwise determined), the Nominating Committee shall (i) prepare a slate of proposed trustees for consideration by the Board, (ii) provide a report to the Board of its activities pursuant to the provisions of Subsection (a) - (c), and (iii) provide a report to the Board regarding the proposed trustees and candidates considered.
 - (e) The Nominating Committee shall oversee the orientation and development of new trustees once they take office and the development of all trustees in office.
 - (f) The Nominating Committee shall advise the Board on candidates to fill vacancies on the Board. All such candidates shall receive the approval of the Nominating Committee prior to election to a Board vacancy.
3. Duties with Regard to Officers. The Nominating Committee shall invite members of the Board to submit nominations for officers by May 15 of each year after the Board election results are known. By May 31 of that year, the Nominating Committee shall submit a slate of officers to the Board for its approval at the annual convention in June or if no annual convention is held in June at a Board meeting in June after the annual meeting of members. If an office is sought by more than one candidate, the candidates may address the Board after which the election shall be held.
 4. Development Activities. The Nominating Committee shall advise the Board and the members on development initiatives on behalf of HLAA.

9.03. SELECT COMMITTEES. All other committees of the organization shall be called select committees. Such select committees shall be appointed by the president or as the Board or the Executive Committee shall from time to time deem necessary to carry on the work of the organization.

ARTICLE X. CONFLICT OF INTEREST; DISCLOSURE

10.01. DEFINITION. A conflict of interest arises when any “responsible person” has a “material interest” in a “related entity.” A “responsible person” is any individual who was, at any time during the five-year period ending on the date a given transaction occurs, in a position to exercise substantial influence over the affairs of Hearing Loss Association of America (the “organization”). The term specifically includes, without limitation, trustees and officers of the

organization. “Material interests” include the interests of the responsible person, his or her extended family (including ancestors, descendants, and siblings and their spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest, or an entity in which the responsible person or any member of his or her extended family is a director or officer or has a legal or financial interest. A “related entity” is any entity whose best interests may be impaired by the best interests of the organization including, without limitation, those entities with whom the organization has business interests and those entities providing services and performing activities similar to the services and activities of the organization.

10.02. TRANSACTIONS INVOLVING CONFLICTS OF INTEREST. If a responsible person is aware that the organization is about to enter into any business transaction with a related entity in which he or she has a material interest, such person shall:

(a) immediately inform those charged with approving the transaction on behalf of the organization of such person’s interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person’s knowledge that bear on the advisability of such transaction from the standpoint of the organization if consistent with his fiduciary obligation to the organization in which he or she has a material interest, and (c) not be entitled to vote on the decision to enter into such transaction.

10.03. APPROVAL OF CONFLICTING INTEREST TRANSACTIONS. The Organization may enter into a contract, transaction, or other financial relationship between the organization and the responsible person, or between the organization and a party related to the responsible person, or between the organization and an entity in which the responsible person is a trustee or officer or has a financial interest provided the material facts to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed to the trustees, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by 75% of the voting members of the Board.

10.04. VOIDABLE TRANSACTION. Failure to comply with the provisions of this Article X shall render the transaction voidable at the direction of the Board.

10.05. MINUTES. The minutes shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

10.06. DISCLOSURE. Trustees, officers and management staff shall disclose any such conflict of interest, or shall attest to the absence of any such conflict of interest, in writing to the Board. The disclosure of a conflict of interest shall be made as provided in Section 10.02. Such disclosure, and attestations to the absence of any conflict of interest, shall be updated and/or submitted to the Board on a yearly basis.

ARTICLE XI. CODE OF CONDUCT

11.01. GUIDING PRINCIPLES. The members of the Board are responsible for the management and affairs of the organization. As such, members of the Board should comply with the duties of care, loyalty and confidentiality as required by law. They shall conduct themselves

in an exemplary manner, with accountability and integrity. They are expected to provide wise and thoughtful counsel on a broad range of issues. Board members are expected to follow this Code of Conduct, without exception.

- A. The chief responsibility of the Board and its management staff is to serve the best interests of the organization and, hence, its membership.
- B. The individual members of the Board and the Board as a body should avoid, where possible, any conflict of interest. All members of the Board shall follow the provisions of Article X.
- C. The Board should guide management staff to act in a prudent and ethical manner.
- D. Any action taken by a Board member acting as a representative for the Board or the Board acting as a body should be guided by these precepts and a consideration of how the action will reflect on the Board and on the organization as a whole.

11.02. ETHICAL ACTIONS AND OBLIGATIONS. It is incumbent on the Board and individual members of the Board:

- A. To become familiar with and committed to the responsibilities of a governing board including selection of officers and oversight of their work, and preservation of the financial and programmatic integrity of the organization.
- B. To support the organization's fund raising efforts through personal giving in accordance with one's means, and to be willing to share in the solicitation of others.
- C. To devote time to learn how the organization functions - its uniqueness, strengths and needs.
- D. To carefully prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
- E. To accept and abide by the legal and fiscal responsibilities of the Board as specified by the Articles of Incorporation, bylaws and federal and state laws.
- F. To vote according to one's view of what is prudent in the best interests of the organization and to challenge the judgment of others when necessary; yet, to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
- G. To maintain the confidential nature of Board deliberations and to avoid acting as a spokesperson for the entire Board unless specifically authorized to do so.
- H. To understand the role of the Board as a policymaking body and to avoid participation in administration of policy.

- I. To learn and consistently to use designated institutional channels when conducting Board business (e.g., communications between Board members and staff).
- J. To make judgments always on the basis of what is best for the organization as a whole and for the advancement of the mission of the organization rather than serving personal or special interests.
- K. Consistent with the Guiding Principles set forth in Section 11.01, no Board member shall be employed with or without compensation by the organization except for the Executive Director. To the extent any current or former Board member desires to apply for employment by the organization, he or she may not do so until at least two (2) years has elapsed from the date of termination of Board membership.

ARTICLE XII. FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the last day of December.

ARTICLE XIII. SEAL

The organization shall have a seal of such design as the Board may adopt.

ARTICLE XIV. BOOKS AND RECORDS

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the regular members entitled to vote. All books and records of the organization may be inspected by any regular member or his or her agent or attorney for any proper purpose at any reasonable time upon reasonable notice.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the General Not For Profit Organization Act of the State of Maryland, 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 XVI. INDEMNIFICATION

16.01. BASIC INDEMNIFICATION. The organization shall, to the fullest extent to which it is empowered to do so by, and in accordance with the requirements of, the General Not For Profit Organization Act of the State of Maryland or any other applicable laws, as may from

time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization), by reason of the fact that he or she is or was a trustee or officer of the organization, or is or was serving at the request of the organization as a trustee or officer of another organization, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts incurred by him or her in connection with such action, suit or proceeding.

16.02. INDEMNIFICATION OF EMPLOYEES AND AGENTS. Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the organization, or are or were serving at the request of the organization as employees or agents of another organization, joint venture, partnership, trust or other enterprise, may be indemnified to the extent the organization is empowered to do so by the Act or any other applicable laws, when and as authorized at any time from time to time by the Board in its sole discretion.

16.03. ADVANCE OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding upon receipt of a written agreement by or on behalf of a trustee and an officer to undertake to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization as authorized in this Article. The provisions of this Section shall apply to employees or agents when the Board has authorized such indemnification under the provisions of these bylaws.

16.04. OTHER RIGHTS OF INDEMNIFICATION. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement or otherwise, and shall continue as to a person who ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

16.05. LIABILITY INSURANCE. The organization shall have the power to purchase and maintain, on behalf of any person who is or was a trustee, officer, employee or agent of the organization, or is or was serving at the request of the organization as a trustee, officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise, insurance against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the organization would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVII. NUMBERS AND GENDER

Whenever in these bylaws the context permits, a singular pronoun includes the plural and vice versa and a masculine pronoun includes the feminine.

ARTICLE XVIII. DISSOLUTION

The organization may be dissolved or liquidated upon a vote of the Board. Upon dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XIX. AMENDMENTS

19.01. PROPOSAL FOR AMENDMENTS. Amendments to these bylaws may be proposed at any time by:

- A. a motion by a member of the Board;
- B. a petition signed by fifty (50) regular members in good standing; or
- C. a motion seconded by fifty (50) regular members in good standing at the convention.

19.02. APPROVAL OF AMENDMENTS. Proposed amendments to the bylaws may be approved and ordered implemented on the approval of two-thirds of the members of the Board at any official meeting of the Board.

ARTICLE XX. CHAPTERS

An essential part of the HLAA organization are its Chapters which are located throughout the United States. To assist in the development of new Chapters and provide guidance to the Board and the Chapters, this Article XX shall govern those relationships.

20.01. EXISTING CHAPTERS. All authorized local entities shall be Chapters governed by the provisions of this Article XX.

20.02. NEW CHAPTERS. The Board may itself or by delegation of authority enter into an agreement granting recognition as a local chapter (“Agreement”) to an entity (i) that identifies at least four members of the entity and the community(ies) or area(s) which it serves, (ii) that applies for recognition in writing signed by one of its members, (iii) which agrees to the essential ingredients of the Chapter’s relationship with HLAA set forth in Section 20.03 of this Article.

20.03. ESSENTIAL INGREDIENTS OF CHAPTER’S RELATIONSHIP WITH HLAA. The essential ingredients of a local Chapter’s relationship with HLAA are: (i) the Chapter and HLAA mutually support the HLAA Mission Statement, (ii) the Chapter abides by HLAA policy regarding documents with regard to election of members of the Board, including nomination and election of certain members based votes of HLAA members within designated geographic regions throughout the country, (iii) the Chapter follows legal guidelines for use of

“HLAA” and “Hearing Loss Association of America” and its predecessor name of Self Help for Hard of Hearing People, Inc. and “SHHH” under United States trademark and copyright laws, (iv) the Chapter does not engage in lobbying for legislation, make contributions to political campaigns or take other action in a manner that jeopardizes the tax exempt status of their organization or of HLAA under Section 501(c)(3) of the Internal Revenue Code, and (v) recognition of the Chapter by HLAA is subject to revocation as provided in Section 20.04 of this Article.

20.04. REVOCATION OF RECOGNITION OF A CHAPTER BY HLAA. The recognition of a Chapter by HLAA may be revoked at the discretion of the Board for violation of or failure to comply with the requirements of Section 20.03 of this Article after notice and opportunity to be heard in accordance with the following ground rules:

- A. Written notice of possible revocation of an entity’s recognition as a Chapter shall be given by certified mail, return receipt requested, or by hand delivery or other means for which proof of receipt is established. Within 30 days of receipt, the entity shall respond in writing, addressed to the Executive Director of HLAA and transmitted by similar means. If the Executive Director in consultation with the Board deems the response to be satisfactory, the Executive Director shall so indicate in writing, addressed to the entity and transmitted by similar means, and the matter will be closed.
- B. If the Executive Director in consultation with the Board deems the response to be unsatisfactory, the Executive Director shall refer the matter to a special committee of the Board, appointed by its President, consisting of five members on which at least two members shall be persons elected to the Board from geographic regions. The committee shall conduct an investigation of the matter which shall include providing an opportunity for the subject local entity to be heard in writing or by personal appearance before the committee should the local entity request such an appearance. The committee’s decision shall be final unless the Board elects to review it, in which event the Board’s decision shall be final.

ARTICLE XXI. STATE ORGANIZATIONS

HLAA recognizes the importance of maintaining the mission and purposes of HLAA in the states of the United States. These state organizations will provide education and advocacy on issues important to the citizens of those states.

21.01. FORMATION OF STATE ORGANIZATIONS. The HLAA Board of Trustees may sanction a state organization, permit the use of the HLAA logo, and allow state organizations to represent themselves to the public as being associated with HLAA National.

21.02. RULES GOVERNING STATE ASSOCIATIONS. The Board is empowered to promulgate rules, including reporting requirements and dues structure, governing the manner in which state organizations may be formed, use the HLAA logo, and represent themselves to the

public as being associated with HLAA National or any rules it deems necessary for effective organizational administration and operation.

21.03. REVOCATION OF SANCTION. The National Board of Trustees may revoke the sanction of any state organization that fails to comply with its rules governing state organizations. Before revoking any state organization's sanction, the National Board shall give that state organization timely notice of the National Board's reason for action and grant the state organization an opportunity for a hearing before the National Board. Any motion to revoke a state organization's sanction must be approved by two-thirds of the voting members of the National Board. In the event of dissolution of the state organization, any funds remaining shall be distributed to HLAA National.

21.04. GRIEVANCE PROCEDURE. State organizations will be self-governing under bylaws promulgated by the state organizations themselves and approved by the Board of HLAA National. To ensure democratic principles will be observed in the governance of state organizations, these bylaws shall include provisions for grievances. Under these procedures, individual state organization members or a group of state organization members shall have the right to present signed or unsigned grievances in writing for action and decision by regular members. Written grievances shall be presented to the state organization president or a member of the grievance committee, if said committee has been established. This committee may be a special or standing committee. The matter will be included on the agenda at the next general membership meeting. If the membership agrees that the matter should be pursued, it shall be turned over to the grievance committee, and in the absence of a grievance committee, the president will appoint a committee of three to investigate the grievance and provide a written report with recommendations at the next general meeting. No state organization officer or board member may serve on the special committee of three. Approval of the special committee recommendation will be binding on the state organization officers, with the proviso that any such action may be deferred pending appeal to the National Executive Committee.