HEARING LOSS ASSOCIATION
OF AMERICA, INC.

BYLAWS

Adopted: November 2, 2013
ARTICLE I. NAME

This organization shall utilize the name the “Hearing Loss Association of America, Inc.” 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

3.1. 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. MEMBERS

4.1. CLASSES OF MEMBERS. The organization shall have one class of members who shall have voting power.

4.2. MEMBERSHIP QUALIFICATIONS. Membership in the organization shall be open to all individuals, provided they complete and file any required application or registration form and pay the current dues.

4.3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to the members for a vote.

4.4. DUES AND FEES. The annual minimum dues payable to the organization by 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.

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

4.6. TERMINATION OF MEMBERSHIP. 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 V.  MEETINGS OF MEMBERS

5.1. 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.

5.2. 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 5.6 of these bylaws.

5.3. SPECIAL MEETINGS. Special meetings of the members may be called by either the Chairperson or the Board or 25 percent of all 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 5.6 of these bylaws.

5.4. 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 Chairperson 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.

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

5.6. MANNER OF ACTING. If authorized as provided in Section 5.2 and 5.3, 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.

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

5.8. **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.

**ARTICLE VI. BOARD OF TRUSTEES**

6.1. **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 4.2.

6.2. **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. Board members 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 or be a parent of a child with hearing loss.

B. Candidates for positions on the Board shall be nominated by the Nominating Committee. All persons who submit applications for such positions to the Nominating Committee and whose qualifications as a member of HLAA have been verified by the Nominating Committee shall be considered by the Nominating Committee.

C. 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.

6.3. **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 Chairperson 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 Chairperson 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.

6.4. TERMS OF TRUSTEES

A. The terms of tenure for trustees shall be three years. The term of a trustee shall commence at the convention in June but if no convention is held in June, no later than June 30 and shall expire at the convention in the year in which the term of that trustee ended or June 30 if no convention is held in that year. Each trustee shall hold office until a successor is duly elected and qualified.

B. No trustee may serve for more than ten (10) consecutive years.

6.5. ELECTION OF TRUSTEES. The election of trustees shall be determined by the Board as described in Section 6.2A. For each election, the number of trustees to be elected shall equal the number of trustees whose terms expire plus any then unfilled vacancies.

6.6. REGULAR MEETINGS. Regular meetings of the Board shall be held at times and places determined by the Chairperson, 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, no later than June 30.

6.7. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chairperson 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.

6.8. NOTICE. If a special or regular meeting of the Board is called by or at the request of the Chairperson, the Chairperson 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.

6.9. 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.

6.10. MANNER OF ACTING. If authorized by the Chairperson 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.

6.11. 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 prior approval from the Nominating Committee.

6.12. 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.

6.13. 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.
6.14. **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.

6.15. **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.

6.16. **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 VII. OFFICERS**

7.1. **OFFICERS.** The officers of this organization shall be a Chairperson, a Vice Chairperson, an Executive Director, a Secretary and a Treasurer and such assistant officers as the Board of Trustees may determine that the needs of the organization require. All officers shall be natural persons of full age, and the Chairperson, Vice Chairperson, Secretary and Treasurer shall be Trustees.

7.2. **SELECTION.** Upon recommendation of the Trustee Nominating Committee, the Chairperson, Vice Chairperson, Executive Director, Secretary and Treasurer shall be elected by the Board of Trustees at its annual meeting and shall serve for terms of one (1) year terms except as set forth below commencing at the convention. All assistant officers shall be elected or appointed at such times and for such terms as the Board of Trustees may determine. Any vacancy in office shall be filled by the Board of Trustees.

7.3. **THE CHAIRPERSON.** The Chairperson shall be elected for a two (2) year term and shall preside at all meetings of the Board of Trustees and of the Executive Committee and shall perform all duties incident to the office of Chairperson of the Board and such other duties as may be prescribed by the Board of Trustees. No individual serving as Chairperson may serve for more than one (1) term as Chairperson.

7.4. **THE VICE CHAIRPERSON.** The Vice Chairperson shall be elected for a two (2) year term and shall perform the duties of the Chairperson in the event of the Chairperson’s absence and such other duties as may be prescribed by the Board of Trustees. The Vice Chairperson shall be designated as the Chairperson-elect of the organization and shall be elected to office as Chairperson under Section 7.3 if and when a vacancy in the office of the current Chairperson has occurred. No individual may serve for more than one (1) two-year term as Vice Chairperson.
7.5. **THE SECRETARY.** The Secretary shall keep the minutes of the organization, shall have the custody of its corporate seal, shall affix the same to such documents as may require it, and shall perform such duties as usually appertain to that office and such other duties as assigned by the Board of Trustees. There shall be no term limits for the office of Secretary.

7.6. **THE TREASURER.** The Treasurer shall cause to be kept in general custody the assets and funds of the organization and shall oversee the disbursement of them for the purposes of the organization under the direction of the Board of Trustees. The Treasurer shall keep or cause to be kept proper and adequate books of account and records showing the receipt and disbursement of the moneys of the organization. The Treasurer may be assigned such other duties as may be prescribed by the Board of Trustees. There shall be no term limits for the office of Treasurer.

7.7. **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.

7.8. **THE IMMEDIATE PAST CHAIRPERSON.** Upon completion of his or her term as Chairperson, the immediate past Chairperson shall perform those duties and functions as required by these bylaws and delegated by the Chairperson throughout the term of the subsequently elected Chairperson.

7.9. **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.

7.10. **REMOVALS AND RESIGNATIONS.** The Board of Trustees may, with or without cause, remove any officer from office at any time upon the vote of two-thirds (2/3) of the members of the Board of Trustees. Any officer may resign from office at any time by written notice of resignation given to the Chairperson or Secretary, and the acceptance of such resignation shall not be necessary for it to be effective.
ARTICLE VIII. COMMITTEES

8.1. STANDING COMMITTEES. The Board of Trustees may, by resolution, establish one or more Standing Committees to advise the Board of Trustees, including, without limitation, an Executive Committee, a Finance Committee, an Audit Committee, a Development Committee and a Trustee Nominating Committee. All of the Standing Committees shall have charters covering their powers and duties which charters shall be approved by the Board of Trustees.

8.2. SPECIAL COMMITTEES. The Board of Trustees may, by resolution, establish one or more Special Committees to advise the Board of Trustees.

8.3. DELEGATION TO COMMITTEES. Except as otherwise provided by these Bylaws or the Articles of Incorporation, the Board of Trustees may delegate authority to a Standing or Special Committee as the Board of Trustees may from time to time determine and any such delegation is not prohibited by applicable law. Minutes of the actions of each Standing and Special Committee shall be maintained and filed with the Secretary.

8.4. COMMITTEE MEMBERS. Except as otherwise provided herein, the Chairperson shall appoint and remove all members and Committee Chairpersons of any Standing or Special Committee and may appoint alternates for any member or Chairperson of any Standing or Special Committee. Members of a Standing Committee or a Special Committee need not be members of the Board of Trustees provided that a majority of members of each Standing or Special Committee shall at all times be members of the Board of Trustees. All Committee Chairpersons of a Standing or Special Committee shall be members of the Board of Trustees.

8.5. QUORUM. Except as otherwise provided in these Bylaws or the charter of a Standing or Special Committee approved by the Board of Trustees, one-third (1/3) of the members comprising any Standing or Special Committee appointed by the Board of Trustees pursuant to these Bylaws shall constitute a quorum for the transaction of business, provided that a majority of the members constituting a quorum are members of the Board of Trustees. The acts of a majority of Committee members present at a meeting at which a quorum is present shall constitute the acts of the Committee, provided that a majority of the members acting affirmatively are members of the Board of Trustees, unless a greater proportion is required by the charter of a Standing or Special Committee, the Articles of Incorporation, these Bylaws or applicable law.

8.6. PARTICIPATION BY CONFERENCE TELEPHONE OR SIMILAR EQUIPMENT. A member of any Standing or Special Committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 6.6 constitutes presence in person at the meeting.
8.7. **ACTION BY UNANIMOUS WRITTEN CONSENT.** Except as otherwise provided in the charter of a committee, the Articles of Incorporation, these Bylaws or applicable law, any action which may be taken at a meeting of any committee appointed by the Board of Trustees pursuant to these Bylaws may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of such committee and filed with the Secretary.

8.8. **VACANCIES.** Any vacancy in any Standing Committee or Special Committee caused by the death, resignation or removal of a member of the committee prior to the expiration of that member's term may be filled by the Chairperson. The member so appointed shall serve the remaining unexpired term of the committee member so replaced.

8.9. **EXECUTIVE COMMITTEE.**

A. The Executive Committee shall be composed of the Chairperson, Vice Chairperson, Executive Director, Secretary and Treasurer of the organization and the Chairs of the Standing Committees. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. In the absence of the Chairperson of the Board, the Vice Chairperson of the Board shall serve as the Chairperson of the Executive Committee. All members of the Executive Committee shall be members of the Board of Trustees.

B. The Executive Committee shall have and may exercise the power and authority of the Board of Trustees when the Board of Trustees is not in session, except such power and authority as by law, the Articles of Incorporation or these Bylaws may be required to be exercised by the Board of Trustees, or as the Board of Trustees may expressly reserve for itself or delegate to another committee.

C. Regular meetings of the Executive Committee may be held at such date, time and place as determined by the Board of Trustees or the Executive Committee, without further notice than the resolution setting such date, time and place. Special meetings of the Executive Committee may be called at any time by the Chairperson of the Board or any two members of the Executive Committee, the date, time and place of such meeting to be designated in the notice calling the meeting. Notice of any special meeting of the Executive Committee shall be given at least forty-eight (48) hours prior thereto and shall state the general nature of the business to be transacted.

D. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the acts of a majority of the members of the Executive Committee shall be the acts of the Executive Committee.
E. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees at its next regular meeting or when otherwise required and filed with the Secretary.

8.10. TRUSTEE NOMINATING COMMITTEE.

A. The Trustee Nominating Committee shall consist of at least seven (7) Trustees.

B. In addition to any responsibilities delegated to it by the Board of Trustees, the Trustee Nominating and Governance Committee shall be responsible for:

1. Recommending the candidates to be nominated by the Board of Trustees for election as Trustees at each annual meeting of the Board of Trustees;

2. Recommending the candidates to be nominated by the Board of Trustees for election as Trustees to fill any vacancies occurring on the Board of Trustees;

3. Recommending the candidates for election or reelection as officers of the organization;

4. Carrying out its specific responsibilities to nominate officers of the organization as set forth in Article VII of these Bylaws; and

5. Overseeing a Trustee orientation and training program, providing ongoing education to the Board of Trustees and establishing and overseeing a Board of Trustees self-evaluation process.

8.11. AUDIT COMMITTEE

A. The Audit Committee shall consist of at least three (3) Trustees.

B. In addition to any responsibilities delegated to it by the Board of Trustees, the Audit Committee shall be responsible for:

1. Recommending to the Board of Trustees the selection of independent certified public accountants for the organization;

2. Reviewing the organization's financial condition and the scope and results of the independent audit and any internal audit of the organization; and
3. Reviewing tax returns to be filed with federal, state and local officials.

8.12. **FINANCE COMMITTEE**

A. The Finance Committee shall consist of at least four (4) Trustees and be chaired by the Treasurer.

B. In addition to any responsibilities delegated to it by the Board of Trustees, the Finance Committee shall be responsible for:

1. The oversight of the internal financial management function of HLAA.

2. Reviewing and recommending to the Board of Trustees the adoption of financial policies and annual operating budgets.

8.13. **DEVELOPMENT COMMITTEE**

A. The Development Committee shall consist of at least four (4) Trustees.

B. In additional to any responsibilities delegated to it by the Board of Trustees, the Development Committee shall be responsible for:

1. Proposing guidelines and policies to guide fundraising activities.

2. Assisting the organization in raising financial and other resources.

3. Assisting in the recruitment of potential donors.

4. Providing or facilitating activities that provide Board members with resources to carry out development activities.

5. Assisting the staff in planning fundraising events.

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

**ARTICLE IX. CONFLICTS OF INTEREST**

9.1. **DISCLOSURE.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the Board of Trustees and any relevant committee members. For this purpose, an interested person shall include any Trustee, officer, or member of a committee of the organization or an entity
affiliated with the organization who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include: (a) an ownership or investment interest in any entity with which the organization has a proposed transaction or arrangement; (b) a compensation arrangement with the organization or with any entity or individual with which the organization has a proposed transaction or arrangement; and (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

9.2. RECUSAL AND INVESTIGATION. After disclosure of the financial interest, the interested person shall leave the Board of Trustees or committee meeting while the financial interest is discussed and voted upon. The remaining Trustees or committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed: (a) the Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (b) after exercising due diligence, the Board of Trustees or committee shall determine whether the organization could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and (c) if a more advantageous transaction or arrangement is not reasonably attainable, the Board of Trustees or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the organization’s best interests and for its own benefit and whether the transaction is fair and reasonable to the organization and shall decide as to whether to enter into the transaction or arrangement is in conformity with such determination.

9.3. FAILURE TO DISCLOSE. If a Trustee or committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Trustees or committee determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, the Board of Trustees shall take appropriate steps to protect the organization.

9.4. RECORD OF ACTIONS. The minutes of the Board of Trustees and all relevant committees shall contain the following: (a) the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees’ or committee’s decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

9.5. COMPENSATION. Special procedures shall be in effect with respect to compensation issues. A voting member of the Board of Trustees or any committee whose
jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.

9.6. **ANNUAL STATEMENTS.** Each interested person shall annually sign a statement that affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the organization is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board of Trustees, and any new member shall be advised of the policy upon entering on the duties of his office. In addition, the organization shall conduct periodic reviews of its activities, including any transactions or arrangements with interested persons, to ensure that its activities in the aggregate promote and further the organization’s exempt charitable, scientific, and educational purposes.

9.7. **SUPPLEMENT TO CONFLICT OF INTEREST POLICY.** When approved by the Board of Trustees, the organization shall maintain any additional or supplemental conflict of interest policies and procedures. The conflict of interest policy set forth in these Bylaws shall be paramount and supersede additional and inconsistent provisions of any and or supplemental policies or procedures.

**ARTICLE X. FISCAL YEAR**

The fiscal year shall commence on the first day of September and shall end on the last day of August.

**ARTICLE XI. SEAL**

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

**ARTICLE XII. 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 XIII. INDEMNIFICATION**

13.1. **LIMITATION OF LIABILITY.** Trustees of this organization shall not be personally liable for monetary damages as such for any action other than as expressly provided under applicable law. It is the intention of this Section 13.1 to limit the liability of Trustees of
this organization to the fullest extent permitted by any other present or future provision of Maryland law.

13.2. **RIGHT TO INDEMNIFICATION - GENERAL.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the organization or otherwise), by reason of the fact that he or she is or was a representative of the organization or is or was serving at the request of the organization as a representative of another organization, partnership, joint venture, trust or other enterprise, shall be indemnified by the organization to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person’s service to the organization or to such other organization, partnership, joint venture, trust or other enterprise at the organization’s request. The term “representative,” as used in this Section 13.2, shall mean any Trustee, officer or employee, including any employee who is a lawyer or other licensed professional, or any committee created by or pursuant to these Bylaws, and any other person who may be determined by the Board of Trustees to be a representative entitled to the benefits of this Section 13.2. This Section 13.2 shall not affect the liability of a representative with respect to the administration of assets held by the organization pursuant to its authority to take and hold trust property. References in this Section 13.2 to "other enterprises" shall include employee benefit plans and the term "serving at the request of the organization" shall include any service as a representative of the nonprofit organization that imposes duties on or involves services by the representative with respect to an employee benefit plan, its participants or beneficiaries. Any excise taxes assessed on a person with respect to any employee benefit plan pursuant to applicable law shall be deemed "fines" and any action with respect to an employee benefit plan taken or omitted in good faith by a representative of the organization in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the organization.

13.3. **RIGHT TO INDEMNIFICATION – THIRD PARTY ACTIONS.** Without limiting the generality of Section 13.2, any person who was or is a party 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 representative of another organization, partnership, joint venture, trust or other enterprise, shall be indemnified by the organization against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
13.4. **RIGHT TO INDEMNIFICATION - DERIVATIVE ACTIONS.** Without limiting the generality of Section 13.2, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the organization to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the organization, or is or was serving at the request of the organization as a representative of another organization, partnership, joint venture, trust or other enterprise, shall be indemnified by the organization against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization; except, however, that indemnification shall not be made under Section 13.2 in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the organization unless and only to the extent that a court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

13.5. **ADVANCE OF EXPENSES.** Expenses (including attorneys’ fees) incurred by any representative of the organization in defending any action, suit or proceeding referred to in this Article XIII shall be paid by the organization in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the organization as authorized in this Article XIII or otherwise.

13.6. **PROCEDURE FOR EFFECTING INDEMNIFICATION.** Unless ordered by a court, any indemnification under Article XIII shall be made by the organization only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made:

A. By the Board of Trustees by a majority of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or

B. If such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

13.7. **INDEMNIFICATION NOT EXCLUSIVE.** The indemnification and advancement of expenses provided by or granted pursuant to this Article XIII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of these Bylaws, agreement, vote of disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the organization and shall inure to the benefit of the heirs and personal representatives of such person.
13.8. **WHEN INDEMNIFICATION NOT MADE.** Indemnification pursuant to this Article XIII shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

13.9. **GROUNDS FOR INDEMNIFICATION.** Indemnification pursuant to this Article XIII, under any other provision of these Bylaws, agreement, vote of Trustees or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the organization would have the power to indemnify the person under any provision of law except as otherwise provided in this Article XIII and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the organization. The provisions of this Article XIII shall be applicable to all actions, suits or proceedings, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

13.10. **POWER TO PURCHASE INSURANCE.** The organization may purchase and maintain insurance on behalf of any person who is or was a representative of the organization or is or was serving at the request of the organization as a representative of another organization, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of this Article XIII.

13.11. **CREATION OF A FUND TO SECURE OR INSURE INDEMNIFICATION.** The organization may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article XIII or otherwise.

13.12. **STATUS OF RIGHTS OF INDEMNITEES.** The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article XIII shall (i) be deemed to create contractual rights in favor of each person who serves as a representative of the organization at any time while such Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of such Article), and (ii) continue as to a person who has ceased to be a representative of the organization.

**ARTICLE XIV. NOTICE**

14.1. **FORM OF NOTICE.** Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the books of the organization or by telex to the appropriate number with a confirmation of receipt. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express
delivery service. If the notice is sent by telecopier, it shall be deemed to have been given when
confirmation by the recipient is received by the sender.

ARTICLE XV. DISSOLUTION

15.1. DISSOLUTION. In the event of dissolution or winding-up of the organization,
the organization’s assets shall be disposed of in the manner described in Section 5.1C above, and
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.

ARTICLE XVI. CONTRACTS, LOANS. CHECKS AND DEPOSITS

16.1. CONTRACTS. The Board of Trustees may authorize any officer or officers or
agent or agents to enter into any contract or execute or deliver any agreement or instrument in
the name of and on behalf of the organization, and such authority may be general or confined to
specific instances.

16.2. LOANS. The Board of Trustees may authorize the borrowing by the organization
of such sum or sums of money as the Board of Trustees may deem advisable, and to mortgage or
pledge any, or all of the real or personal property and any or all of the other available assets of
the organization in order to secure the payment of the principal amount of any such borrowing
and the interest thereon and any and all such other amounts as may become due on account
thereof.

16.3. CHECKS. All checks, drafts or other orders for the payment of money, notes or
other evidence of indebtedness shall be issued in the name of the organization and shall be
signed by such officer or officers or agent or agents of the organization and in such manner as
from time to time shall be determined by the Board of Trustees.

16.4. DEPOSITS. All funds of the organization shall be deposited to the credit of the
organization in such banks, trust companies or other depositories as the Board of Trustees may
approve.

ARTICLE XVII. GENERAL PROVISIONS

17.1. CORPORATE RECORDS. The organization shall keep a record of the
proceedings of the Board of Trustees and its Standing and Special Committees, a copy of the
Bylaws, and all amendments thereto, certified by the Secretary and appropriate, complete and
accurate books and records of accounts, which records shall be kept at either the registered office
of the organization and/or at such other reasonably accessible place as the Secretary may
determine.
ARTICLE XVIII. AMENDMENTS

18.1. AMENDMENTS. These Bylaws may be altered, amended, supplemented or repealed by a majority vote of the members of the Board of Trustees at any regular or special meeting duly convened after notice to the Trustees for that purpose; or by unanimous written consent or consents of all Trustees without a meeting.

ARTICLE XIX. AGENTS AND EMPLOYEES

19.1. AGENTS AND EMPLOYEES. The Board of Trustees may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the organization may require. In the absence of such designation, this function may be performed by the Executive Director and may be delegated by the Executive Director to others in whole or in part.

19.2. SALARIES. The salaries of all agents and employees of the organization shall be fixed by the Board of Trustees or by authority conferred by resolution of the Board. In the absence of such action this function shall be performed by the Executive Director or by others under the supervision of the Executive Director.

19.3. REMOVAL OF AGENTS AND EMPLOYEES. Any agent or employee may be removed or his authority revoked by resolution of the Board of Trustees, or in such manner as may be determined by resolutions of the Board of Trustees, whenever in its judgment the best interest of the organization will be served thereby, but such removal or revocation shall be without prejudice to the contract rights, if any, of the person so removed. Any agent or employee of the organization likewise may be removed by the Executive Director or, subject to the supervision of the Executive Director, by the person having authority with respect to the appointment of such agent or employee.

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.

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

20.2. 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.
20.3. **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, (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.

20.4. **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 20.3 of this Article.

**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.

21.1. **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.

21.2. **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.

21.3. **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.

21.4. **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.