

BYLAWS
OF
HEARING LOSS ASSOCIATION OF AMERICA, INC.
(A DELAWARE CORPORATION)

Adopted November 1, 2019

TABLE OF CONTENTS

	<u>Page</u>
Article I NAME, OFFICES AND PURPOSES.....	1
1.1. Name.....	1
1.2. Principal Office.....	1
1.3. Purposes.....	1
Article II MEMBERS.....	1
2.1. No Members.....	1
Article III BOARD OF directors.....	1
3.1. General Powers.....	1
3.2. Elected Directors.....	1
3.3. Ex Officio Directors.....	2
3.4. Terms of Directors.....	2
3.5. Election of Directors.....	2
3.6. Annual Meeting.....	2
3.7. Regular Meetings.....	2
3.8. Special Meetings.....	2
3.9. Notice of Meetings and Waiver of Notice.....	3
3.10. Quorum and Manner of Acting.....	3
3.11. Action by Unanimous Written Consent in Lieu of a Meeting.....	3
3.12. Meeting by Telephone, Video Conference or Similar Communications Equipment.....	3
3.13. Resignation.....	3
3.14. Removal.....	4
3.15. Vacancies.....	4
3.16. Compensation.....	4
Article IV COMMITTEES.....	4
4.1. Committee Composition and Authority.....	4
4.2. Executive Committee.....	5
4.3. Nominating Committee.....	5
4.4. Audit Committee.....	6
4.5. Finance Committee.....	6
4.6. Development Committee.....	6
4.7. Procedures.....	7
4.8. Action by Unanimous Written Consent in Lieu of a Meeting.....	7
4.9. Meeting by Telephone, Video, Conference or Similar Connections.....	7
4.10. Term and Termination.....	7
Article V OFFICERS.....	7
5.1. Officers.....	7
5.2. Selection.....	8
5.3. The Chair.....	8

5.4.	The Vice Chair	8
5.5.	The Secretary	8
5.6.	The Treasurer	8
5.7.	Executive Director	8
5.8.	The Immediate Past Chair.....	9
5.9.	Other Officers	9
5.10.	Removals and Resignations	9
Article VI MISCELLANEOUS PROVISIONS		9
6.1.	Indemnification of Directors and Officers	9
6.2.	Manner of Notice and Waiver of Notice.....	10
6.3.	Amendments.....	10

**ARTICLE I
NAME, OFFICES AND PURPOSES**

1.1. Name. The name of the corporation is Hearing Loss Association of America, Inc. (the “**Corporation**”).

1.2. Principal Office. The Board of Directors of the Corporation (the “**Board**”) shall determine where to locate the principal office of the Corporation. The Board may change the principal office from one location to another and may establish additional offices. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board.

1.3. Purposes. The Corporation is a nonstock nonprofit corporation as described in the General Corporation Law of the State of Delaware (the “**DGCL**”). The Corporation is organized and shall be operated exclusively for charitable, scientific, educational and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “**Code**”). In furtherance of such purposes, the Corporation shall 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 Certificate of Incorporation of the Corporation. Additionally, the Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable, scientific, educational and public purpose, or in any other charitable activities. The property of the Corporation is irrevocably dedicated to charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Code and Section 1902(b)(2) of Title 30 of the Delaware Code (30 Del. C. § 1902(b)(2)).

**ARTICLE II
MEMBERS**

2.1. No Members. The Corporation shall not have any members for governance purposes under the DGCL.

**ARTICLE III
BOARD OF DIRECTORS**

3.1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board, who may exercise all of the powers permitted to or conferred on a board of directors of a nonprofit corporation by the DGCL, except as limited by the Certificate of Incorporation and these bylaws.

3.2. Elected Directors

(a) The Board shall consist of up to twenty-one (21) elected individuals (excluding ex officio individuals). Individuals elected to the Board shall be elected by a vote of two-thirds (2/3) of the Board at any meeting of the Board. At least two-thirds (2/3) of the Board at any time shall be people with hearing loss or be a parent of a child with hearing loss or have a family member 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 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 elect a person to serve on the Board for a full term.

3.3. Ex Officio Directors

(a) The Executive Director shall serve as an ex officio director of the Board with the right to vote. The Executive Director shall not participate in personnel matters relating to her or him.

(b) The Chair will appoint one member of the founding family, i.e., Howard E. Stone, Sr., Alice Marie Stone, or their children or lineal descendants, 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 Chair of the Corporation shall serve as an ex officio member of the Board and if still a member of the Board with the right to vote for the remainder of the member's Board term.

(d) The Board may appoint other persons to serve on the Board in an ex officio capacity without voting rights.

3.4. Terms of Directors

(a) The terms of tenure for directors shall be three (3) years. The term of a director 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 director ended or June 30 if no convention is held in that year.

(b) No director may serve for more than ten (10) consecutive years.

3.5. Election of Directors. The election of directors may be considered at each Board meeting. For each election, the maximum number of directors to be elected may equal the number of directors whose terms expire plus any then unfilled vacancies.

3.6. Annual Meeting. Following the annual meeting of the Board, the Board shall meet for the purpose of the election of officers and any directors nominated to fill vacancies on the Board and the transaction of such other business as may properly come before the meeting.

3.7. Regular Meetings. Regular meetings of the Board may be held without notice at such times and places as may be determined from time to time by the Board.

3.8. Special Meetings. Special meetings of the Board may be called by the Chair, the Secretary, or a majority of the Board and shall be held at such time and place as may

be specified by such order. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

3.9. Notice of Meetings and Waiver of Notice. Regular meetings of the Board may be held without notice at such time and place as shall be determined from time to time by the Board; provided that any director who is absent when such a determination is made shall be given notice of the determination. Notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Corporation, facsimile, e-mail or by other means of electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with First-class postage thereon prepaid. If sent by any other means (including facsimile, courier, or express mail, etc.), such notice shall be deemed to be delivered when actually delivered to the home or business address of the director. Notice of the place, if any, date and time of each special meeting of the Board shall be given to each director by mail at least two (2) days before the special meeting, or by telephone or electronic transmission (including e-mail) or delivery in person not later than the day before the day of the meeting. Directors may waive notice of any meeting in writing (including without limitation by electronic transmission), and the attendance of any director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because the meeting is not lawfully called or convened. A notice or waiver of notice of a meeting of the Board need not specify the purpose or purposes of the meeting.

3.10. Quorum and Manner of Acting. The presence of a majority of the entire Board then in office constitutes a quorum. If less than a majority of the directors are present at a meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. Every act or decision done or made by a majority of the directors present at a meeting of the Board duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, or by the Certificate of Incorporation, or these bylaws.

3.11. Action by Unanimous Written Consent in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors of the Board consent thereto in writing (including without limitation by electronic transmission), and writing or writings are filed with the minutes of proceedings of the Board.

3.12. Meeting by Telephone, Video Conference or Similar Communications Equipment. Directors may participate in any meeting of the Board by means of conference telephone, video conference or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other in real time or by captioning or other electronic transcription, and participation in such meeting by a director pursuant to such means shall constitute the presence in person by such director at such meeting.

3.13. Resignation. Any director may resign at any time upon written notice to the Corporation and such resignation shall take effect upon receipt thereof by the Chair, or the

Secretary of the Corporation, unless otherwise specified in the resignation; provided, however, that a director may not resign without permission of the Attorney General in a case where the Corporation would be left without a duly elected director in charge of its affairs.

3.14. Removal. One or more of the directors may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Board.

3.15. Vacancies. A vacant director position may be filled by an affirmative vote of the Board in accordance with Section 3.2(a).

3.16. Compensation. Directors shall not receive any compensation for their services as directors, but the Board may authorize reimbursement for any expenses incurred by a director in the performance of his or her duties in the Board's discretion.

ARTICLE IV COMMITTEES

4.1. Committee Composition and Authority.

(a) The Board may designate one or more committees, each committee to consist of one or more of the directors of the Corporation and non-directors with such lawfully delegable powers and duties as the Board thereby confers, to serve at the pleasure of the Board (each such committee, a "**Board Committee**"). Non-directors shall not hold a majority of the members of any Board Committee. The Board may designate one or more directors as alternate members of any Board Committee, who may replace any absent or disqualified member at any meeting of the Board Committee. In the absence or disqualification of a member of a Board Committee, the member or members of the Board Committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another director of the Board to act at the meeting in the place of any such absent or disqualified member. Members of all Board Committees shall be approved by the Board. Any such Board Committee, to the extent provided in the resolution of the Board and subject to the provisions of law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation. Any Committee comprised of individuals who are not directors shall be advisory in nature only.

(b) No Board Committee shall have the power or authority in reference to: (a) adopting, amending or repealing any of these bylaws, or adopting or amending any provision of the Certificate of Incorporation, (b) approving, adopting or recommending to the Members any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to the Board for approval, (c) any other actions which may require the approval of the entire Board under applicable law, the Certificate of Incorporation or these bylaws, (d) filling vacancies in the Board or any Board Committee, (e) electing, appointing or removing any member of any Board Committee or any officer, or (f) amending or repealing any resolution of the Board.

4.2. Executive Committee.

(a) The Executive Committee shall be composed of the Chair, Vice Chair, past Chair, Executive Director, Secretary and Treasurer of the Corporation. The Chair of the Board shall serve as the Chair of the Executive Committee. In the absence of the Chair of the Board, the Vice Chair of the Board shall serve as the Chair of the Executive Committee. All members of the Executive Committee shall be members of the Board.

(b) The Executive Committee shall have and may exercise the power and authority of the Board when the Board is not in session, except such power and authority as by law, the Certificate of Incorporation or these bylaws may be required to be exercised by the Board, or as the Board 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 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 Chair 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 at its next regular meeting or when otherwise required and filed with the Secretary.

4.3. Nominating Committee.

(a) The Nominating Committee shall consist of at least five (5) and no more than seven (7) members.

(b) In addition to any responsibilities delegated to it by the Board of directors, the Nominating Committee shall be responsible for:

(i) Recommending the candidates to be nominated by the Board for election as directors at each annual meeting of the Board;

(ii) Recommending the candidates to be nominated by the Board for election as directors to fill any vacancies occurring on the Board;

(iii) Recommending the candidates for election or reelection as officers of the Corporation;

(iv) Carrying out its specific responsibilities to nominate officers of the Corporation as set forth in Section ____ of these bylaws; and

(v) Overseeing a director orientation and training program, providing ongoing education to the Board and establishing and overseeing a Board self-evaluation process.

4.4. Audit Committee

(a) The Audit Committee shall consist of at least three (3) directors.

(b) In addition to any responsibilities delegated to it by the Board, the Audit Committee shall be responsible for:

(i) Recommending to the Board the selection of independent certified public accountants for the Corporation;

(ii) Reviewing the Corporation's financial condition and the scope and results of the independent audit and any internal audit of the organization; and

(iii) Reviewing tax returns to be filed with federal, state and local officials.

4.5. Finance Committee

(a) The Finance Committee shall consist of the Treasurer and at least four (4) directors.

(b) In addition to any responsibilities delegated to it by the Board, the Finance Committee shall be responsible for:

(i) The oversight of the internal financial management function of HLAA.

(ii) Reviewing and recommending to the Board the adoption of financial policies and annual operating budgets.

4.6. Development Committee

(a) The Development Committee shall consist of at least four (4) directors.

(b) In addition to any responsibilities delegated to it by the Board, the Development Committee shall be responsible for:

(i) Proposing guidelines and policies to guide fundraising activities.

(ii) Assisting the Corporation in raising financial and other resources.

(iii) Assisting in the recruitment of potential donors.

(iv) Providing or facilitating activities that provide Board members with resources to carry out development activities.

(v) Assisting the staff in planning fundraising events.

4.7. Procedures. Quorum and Subcommittees. Each Board Committee shall keep minutes and make such reports as the Board may from time to time request. Except as the Board may otherwise determine, any Board Committee may make rules for the conduct of its business, but unless otherwise provided by the Board Committee or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these bylaws for the Board. The presence of a majority of the then-appointed members of a Board Committee shall constitute a quorum and the vote of a majority of the members of the Board Committee present shall be the act of such Board Committee. Except as otherwise provided in the Certificate of Incorporation, these bylaws, or the resolution of the Board designating the Board Committee, a Board Committee may create one or more subcommittees, each subcommittee to consist of one or more members of the Board Committee, and delegate to a subcommittee any or all of the powers and authority of the Board Committee.

4.8. Action by Unanimous Written Consent in Lieu of a Meeting. Board Committee action may be taken without a meeting if all the members of such Board Committee consent thereto in writing (including without limitation by electronic transmission), and the writing or writings are filed with the minutes of proceedings of the Board Committee.

4.9. Meeting by Telephone, Video, Conference or Similar Connections. Participants in any meeting of any Board Committee may meet by means of conference telephone, video conference or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other in real time or by captioning or other electronic transcription, and participation in such meeting by the Committee pursuant to such means shall constitute the presence in person by each such Committee member at such meeting.

4.10. Term and Termination. In the event any person shall cease to be a director of the Corporation, such person shall simultaneously therewith cease to be a member of any Board Committee.

ARTICLE V OFFICERS

5.1. Officers. The officers of this Corporation shall be a Chair, a Vice Chair, an Executive Director, a Secretary and a Treasurer and such assistant officers as the Board may determine that the needs of the organization require. All officers shall be natural persons of full age, and the Chair, Vice Chair, Secretary and Treasurer shall be directors.

5.2. Selection. Upon recommendation of the Nominating Committee, the Chair, Vice Chair, Secretary and Treasurer shall be elected by the Board of Directors at its annual meeting and shall serve for terms of one (1) year terms except as set forth below commencing at the Corporation's convention. All assistant officers shall be elected or appointed at such times and for such terms as the Board may determine. Any vacancy in office shall be filled by the Board.

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

5.4. The Vice Chair. The Vice Chair shall be elected for a two (2) year term and shall perform the duties of the Chair in the event of the Chair's absence and such other duties as may be prescribed by the Board. The Vice Chair shall be designated as the Chair-elect of the organization and shall be elected to office as Chair under Section 5.3 if and when a vacancy in the office of the current Chair has occurred. No individual may serve for more than one (1) two-year term as Vice Chair.

5.5. 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. There shall be no term limits for the office of Secretary.

5.6. 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. 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. There shall be no term limits for the office of Treasurer.

5.7. 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. The person employed in such capacity shall have the title of Executive Director or such other title as the Board shall from time to time designate as the executive leader of the Corporation. The Executive Director 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 of the staff, 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. The Executive Director shall prepare an annual budget and submit it to the Finance Committee for review, and the Executive Director may from time to time submit supplements to the current fiscal year budget to the Finance Committee for review. The Executive Director shall have such other duties as may be prescribed by the Board.

5.8. The Immediate Past Chair. Upon completion of a term as Chair, the immediate past Chair shall perform those duties and functions as required by these bylaws and delegated by the Chair throughout the term of the subsequently elected Chair.

5.9. Other Officers. Officers other than executive officers shall perform such duties as shall be assigned to them by the officers or by the Board.

5.10. Removals and Resignations. The Board 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. Any officer may resign from office at any time by written notice of resignation given to the Chair or Secretary, and the acceptance of such resignation shall not be necessary for it to be effective.

ARTICLE VI MISCELLANEOUS PROVISIONS

6.1. Indemnification of Directors and Officers.

(a) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (“**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (“**Proceeding**”), by reason of the fact that such person is or was a director or officer of the Corporation, or while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, director, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person in such Proceeding. Notwithstanding the preceding sentence, except as provided in paragraph (c) of this Section 6.1, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board. Notwithstanding anything to the contrary in this Section 6.1 (a), the Board is authorized to decline to indemnify an Indemnified Person in connection with a Proceeding to the extent such indemnification would constitute an impermissible act of self-dealing for purposes of Section 4941 of the Code or otherwise causes the Corporation to be in violation of applicable tax laws.

(b) The Corporation shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 6.1 or otherwise.

(c) If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Section 6.1 is not paid in full

within sixty (60) days after a written claim therefor by the Indemnified Person has been received by the Corporation, or a claim for advancement of expenses under this Section 6.1 is not paid in full within thirty (30) days after any statement therefor has been received by the Corporation, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(d) Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Section 6.1 after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

(e) The rights conferred on any Indemnified Person by this Section 6.1 shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Certificate of Incorporation, these bylaws or any agreement, or any vote of the Board or disinterested directors or otherwise. This Section 6.1 shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

6.2. Manner of Notice and Waiver of Notice. Except as otherwise provided in the Certificate of Incorporation or these bylaws, notices and waivers of notice shall be in writing and delivered in any manner permitted by the DGCL. Whenever written notice is required to be given by law, the Certificate of Incorporation or these bylaws, a written waiver signed by the person entitled to notice whether before or after the time stated in such notice, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

6.3. Amendments. Except as otherwise provided in the Certificate of Incorporation or these bylaws, these bylaws may be amended or repealed, and new bylaws may be adopted by a two-thirds (2/3) affirmative vote of the Board. Notwithstanding the foregoing, no amendment, alteration, change or repeal of these bylaws shall be effected which will result in the revocation, suspension or loss of tax-exempt status to the Corporation under the Code, as it may be amended.