

# Revised HLAA-FL Bylaws

July 15, 2017

## Mission Statement:

### Platform Objectives

The objectives of The Hearing Loss Association of Florida, Inc. (HLAA-FL) shall be as follows:

1. Monitor activity of regulatory agencies at the state and federal level, as delineated in the HLAA-FL Policy and Procedures manual. ~~including but not be limited to, the State Board of Speech Language Pathology and Audiology, the State Board of Hearing Aid Specialists, the State Agency for Health Care Administration, the State Department of Elder Affairs, the Federal Food and Drug Administration, the Florida Public Service Commission, the Federal Access Board, Medicare and Medicaid, the Department of Education, Division of Vocational Rehabilitation, and the Department of Children and Families.~~
2. Monitor all legislative activities about the reform of existing Health Care regulations, with support from HLAA National, and provide input when opportunities arise to assure the Health Care reform issues and policies include the needs of people with hearing loss.
3. Establish and maintain liaison with other state organizations such as delineated in the HLAA-FL Policy and Procedures manual. ~~as the Florida Coordinating Council for the Deaf and Hard of Hearing, the Florida Speech Language and Hearing Association, the Deaf Service Center Association, the Florida Medical Association, the Florida Association of the Deaf, The Association of Late-Deafened Adults, the Florida Court Reporters, Association, the Florida Registry of Interpreters for the Deaf, the Florida Chapter of the Alexander Graham Bell Association for the Deaf and Hard of Hearing, the Florida Hospital Association, and the Americans with Disabilities Act Working Group.~~
4. Work to assure quality representation of HLAA-FL on the Florida Coordinating Council for the Deaf and Hard of Hearing (FCCDHH). ~~and work in close conjunction with The Americans with Disabilities Working Group. Implementation of the ADA is vital to all Floridians with hearing loss and HLAA-FL will work to initiate a "watchdog" structure to assist individuals in reporting the lack of compliance of the ADA in both the public and private sectors.~~
5. Encourage consumer protection of individuals with hearing loss through advocacy efforts by monitoring legislation such as hearing aid regulations, truth in advertising, terminology such as audioprosthology, as well as other issues involving the hard of hearing consumer.

6. Monitor and obtain representation, when possible, to the Public Service Commission Committee which oversees the Florida Telecommunications Relay System. Public awareness of this program, as well as the means of distribution of equipment, as needed, to hearing and hearing loss taxpaying Floridians. ~~are concerns not only to Floridians with hearing loss but the general taxpaying population as well. as well as all tax paying Floridians.~~

## ARTICLE 1 - NAME

Official name under Article of Incorporation is Hearing Loss Association of Florida, Inc.

~~The name of Hearing Loss Association of America, Florida State Association, Inc.~~ The name of Hearing Loss Association of Florida, Inc., a 501(c)(3) organization as incorporated under the laws of the State of Florida, shall be hereinafter referred to as "HLAA-FL". The corporation shall be located and maintained in the State of Florida, in compliance with the guidelines established by National Board of Trustees of the Hearing Loss Association of America (hereinafter "HLAA").

## ARTICLE II - PURPOSE

The purpose of HLAA-FL is:

- A. Encourage identification of those dealing with hearing loss throughout Florida. To educate hearing and hearing loss people alike ~~loss individuals and their hearing family members and friends~~ on how best to live productive and satisfying lives.
- B. To foster public and private hearing loss educational programs aimed at for-profit and nonprofit organizations to removing barriers, discrimination and impediments to the full enjoyment of life.
- C. To engage in free and open communication about hearing loss by providing a common basis of fellowship, understanding and respect.
- D. To be an effective advocate for people with hearing loss throughout Florida.
- E. To serve as an extension of the national organization, Hearing Loss Association of America, in an effort to make hearing loss an issue of concern within the state by promoting the HLAA philosophy of self -help while specifically addressing the issues of awareness, education, access and employment.

### ARTICLE III - FUNCTIONS

The functions of the corporation shall be:

- A. To coordinate the efforts of Florida groups and chapters.
- B. To increase networking among both hearing and hard of hearing people in the State of Florida.
- C. To provide educational opportunities about hearing loss to both hearing and hard of hearing people alike through periodic state meetings and conferences.
- D. To assist and help increase membership for HLAA-FL Chapters and Self-Help Groups where possible.
- E. To seek representation on official state bodies dealing with issues germane to hard of hearing people, and to support issues that enhance the well-being of those dealing with hearing loss ~~hard of hearing people~~, when promulgated by these state bodies.
- F. When possible, to develop and promote methods of financial support that will allow a portion, as determined by the HLAA-FL Board ~~of Trustees~~, of funds raised, earned, or otherwise acquired, to be provided to Hearing Loss Association of America (HLAA).
- G. To cooperate with and ~~assist provide assistance~~ the Hearing Loss Association of America (HLAA) by promoting special events. ~~including but not limited to the Walk4Hearing.~~
- H. To enhance National HLAA development through increasing national membership with the State of Florida.

### ARTICLE IV - MEMBERSHIP

All persons who are members in good standing of the Hearing Loss Association of America, and/or who have given a donation of support as detailed in the HLAA-FL Policies and Procedures manual, and who are legal and permanent residents of the State of Florida shall be considered members of HLAA-FL without voting privileges.

**A. Revocation of membership:**

The HLAA-FL Board of Trustees, hereinafter referred to as the Board, may terminate the privileges of any member who has failed to remain in good standing. This ~~would require~~ requires an affirmative vote of 2/3 of the members of the Board eligible to vote (not including any vacancies) on the grounds of a member's failure to comply with these bylaws or any act of a member which if found to be prejudicial to the purposes, objective or status of the organization, after an appropriate hearing by the Board or a designated committee.

**B. Reinstatement of membership:**

The President of HLAA-FL, subject to the review of the Board, may reinstate any former member provided such persons have demonstrated a willingness to abide by the conditions of membership.

**C. Membership Dues:**

Individual membership dues, other than those required by National HLAA, are not a requirement of the membership in HLAA-FL.

## **ARTICLE V - GOVERNANCE**

The Board shall be the governing body of HLAA-FL, and shall have the right to exercise all powers it deems necessary for the governance and operation of HLAA-FL ~~the Association~~, including but not limited to, appointment of an executive director and establishment of a state office.

**A. Voting Board Members**

1. The Board shall consist of a minimum of seven (7), but no more than thirteen (13) ~~nineteen (19)~~ members, who shall serve on the Board as voting members.
2. At least two-thirds (2/3) of the Board members shall be people who are hard of hearing.
3. No more than three of the Board members may represent a specific hearing loss business classification ~~be or~~ in a hearing loss related business.
4. All Board members shall have regular access to electronic mail and agree to respond to e-mails pertaining to Board business in the timely manner ~~described in Section V, Section~~

- ~~12e.~~ Any changes in e-mail address(es) shall be reported to the entire Board immediately.
5. The two Council members who occupy the seats on the Florida Coordinating Council for the Deaf and Hard of Hearing (gubernatorial appointments) shall automatically be members of HLAA-FL as delineated in the HLAA Florida Policies and Procedure manual. ~~with full voting privileges.~~ The FCCDHH Council members who occupy the seats reserved for the ~~Hearing Loss Association of America-Florida State Association~~ HLAA-FL are responsible for representing the mission and the agenda of the organization (HLAA-FL) and as such must possess experience and a thorough knowledge of HLAA and its policies.
6. All voting Board members shall submit a signed copy and abide by the Duties and Responsibilities document as set forth in the HLAA-FL Policies and Procedures manual, as well as below, to remain in good standing:
- a. Members shall be members in good standing of Hearing Loss Association of America.
  - b. Members shall prepare for, regularly attend and actively participate in all Board meetings and a second or third absence in a 12-month period must be approved by the ~~Board~~ Board Executive Committee or as noted in the Policy and Procedures Manual.
  - c. Members shall actively participate in committee assignments and comply with deadlines as set forth by the committee chair.
  - d. Members shall have working e-mail addresses and report any changes in e-mail address immediately.
  - e. Members should be knowledgeable of and comply with the process of electronic voting as set forth in ~~Article V-12e~~ ("Electronic Meetings and Voting") of the bylaws.
  - f. Members shall maintain the confidential nature of the Board deliberations and avoid acting as a spokesperson for the entire Board unless specifically authorized to do so.
  - g. Members shall make judgments always on the basis of what is best for the HLAA-FL as a whole and for the advancement of the mission of the HLAA-FL rather than serving personal or special interests.
  - h. Members who serve as Officers shall adhere to the HLAA-FL Bylaws governing their position.

7. Members are expected to fully comply with the Job Description duties which detail each Board member's individual responsibilities in terms of involvement and participation. These responsibilities will form the basis of their annual performance review by the Executive Committee.

## **ARTICLE VI - OFFICERS**

The Board shall elect its President, Vice-President, Secretary and Treasurer, from among those elected Board members who indicate a desire to serve in this capacity. These four primary officers, along with the Immediate Past President shall constitute the Executive Committee of the Board. Secondary positions/additional assistance assistants, such as assistant secretary or assistant treasurer of the Board, may be assigned as noted in the Policy and Procedures Manual.

### **A. PRESIDENT**

The President shall be the principal elected officer of the Association. He/she shall preside at all meetings of HLAA-FL, its Board, and of the Board's Executive Committee. The President shall be an ex- officio member, with the right to vote, of all committees except the Nominating committee. He/she shall also, at the Annual Meeting of HLAA-FL and at other times deemed appropriate, communicate to HLAA-FL or to the Board such matters and make such suggestions as may in his/her opinion promote the welfare and increase the usefulness of HLAA-FL ~~the association~~. He/she shall perform such other duties as are necessary to the office of President or as may be prescribed by the Board.

### **B. VICE-PRESIDENT**

The Vice-President shall become well versed with the work of the various committees and serve as advisor to committee chairs in setting committee goals and shall be available to provide assistance with special projects if needed. The Vice President shall assist the President in the discharge of his/her functions and in his/her absence or temporary incapacitation shall perform the duties and exercise the powers of the President. The Vice President, or appointed alternate, also selects and coordinates the physical requirements of the meeting place for ~~the four~~ all yearly HLAA-FL Board meetings.

### **C. SECRETARY**

The Secretary shall be responsible for keeping accurate minutes of the proceedings of the meetings of the Board and the Executive Committee, and shall make a report by e-mail to the members within 30 days after each meeting. The Secretary shall also be responsible for providing a copy of the minutes of all meetings as well as any other information deemed pertinent, to the HLAA-FL Board.

### **D. TREASURER**

The Treasurer shall be responsible for the custody of all HLAA-FL funds and securities; for full and accurate accounts of the receipts and disbursements; for depositing all monies and other valuable effects in the name and to the credit of HLAA-FL in depositories specified by the Board; for the distribution of funds within limits prescribed by the HLAA-FL budget. He/she shall render to the President and the Board at its regular meetings, or whenever the Board may require, an account of all transactions and the financial condition of the Association. The Treasurer shall submit a financial summary to the Department of Agriculture and IRS as required by law. If deemed appropriate by the Board the Treasurer shall secure a fidelity bond ~~at the expense of HLAA-FL.~~ He/she shall perform his/her duties in such manner as is satisfactory to the Board and shall assure restoration to HLAA-FL ~~the Association,~~ in case of his or her death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of any kind in his/her possession or under his/her control belonging to HLAA-FL ~~the Association.~~

### **E. IMMEDIATE PAST PRESIDENT**

Upon completion of his/her term as President, the immediate Past President shall be a member of the Executive Committee and shall perform those duties and functions delegated by the newly-elected President for a recommended one-year term.

### **F. ADDITIONAL POSITIONS:**

#### **1. STATE CHAPTER COORDINATOR:**

The State Chapter Coordinator shall be appointed by HLAA with input from the HLAA-FL Board to serve as a liaison, through the State Chapter Coordinator position between Florida Chapters and Self Support Groups and HLAA National. Both HLAA-FL and the SCC will remain apprised of HLAA positions, policies, goals and objectives. The Board welcomes the inclusion of the the Board in correspondence to Chapters as outlined in the Policy and Proedures Manual. The individual serving in this position shall be governed by the HLAA State Chapter Coordinator document on file with HLAA National and the HLAA-FL Policy and Procedures Manual.

[http://www.hearingloss.org/sites/default/files/docs/Coordinator\\_Guidelines\\_0.pdf](http://www.hearingloss.org/sites/default/files/docs/Coordinator_Guidelines_0.pdf), and will be responsible for the general flow of information between all HLAA-FL affiliates, including overseeing a network system that establishes contact with all affiliates when support for legislative issues is paramount. The Coordinator will provide input to HLAA-FL as well as to all HLAA-FL affiliates within the State of Florida on matters relating to HLAA positions, policies, goals and objectives. Additional State Chapter Coordinator assistance assistants can be obtained as deemed necessary, but the one only one primary SCC would be an automatic voting Board member. The additional assistance could be voted in as Board members and/or serve on an SCC Committee as non-Board members.

The State Chapter Coordinator(s) shall provide assistance, whenever possible, to individual members of HLAA who desire to develop groups and chapters, as well as to recognize groups and chapters.

The primary State Chapter Coordinator(s) shall serve as members of the HLAA-FL Board and shall have a vote in all matters. The State Chapter Coordinator shall not hold an office. If an existing Officer is appointed as a State Chapter Coordinator, a time period of three to six months, as determined by the Board, will be permitted for a temporary overlap to allow time to vote on an alternate Officer replacement. In the event a State Chapter Coordinator converts to an Officer of the Board, National will be notified and a replacement SCC will be sought. Conversion time remains intact at all times.

## **2. Florida Coordinating Council for the Deaf and Hard of Hearing (FCCDHH)**

Two Gubernatorial appointees on the Florida Coordinating Council for the Deaf and Hard of Hearing (FCCDHH) ~~representing shall represent the HLAA-FL Hearing Loss Association of America - Florida State Association~~ (created by Florida Legislative Statue 413.271 2004). Florida Statute states: The coordinating council shall be composed of 17 members. The appointment of members not representing agencies shall be made by the Governor. The appointment of members representing organizations shall be made by the Governor in consultation with those organizations. The membership shall consist of two members representing the Hearing Loss Association of America - Florida.

The current President Board of HLAA-FL will assist to ensure ~~is responsible for ensuring~~ that the two seats on the FCCDHH Council are filled with qualified individuals who represent the mission of HLAA-FL and possess the necessary experience to express this mission. ~~When vacancies on the FCCDHH Council occur, it is also the Board's President's charge to submit names for suitable candidates to the Governor's Appointment Office and to ensure that said Appointment Office is aware of the approved choices from the HLAA-FL organization. Any~~

FCCDHH Appointee must become a ~~full voting~~ board member of HLAA-FL if they are not already a board member.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

### 1. Composition

The Executive Committee shall consist of the primary officers of HLAA-FL ~~the Association,~~ as elected by the Board, and the Immediate Past President.

### 2. Duties

The Executive Committee shall act for and discharge the functions of the Board between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLAA-FL by use of electronic meetings and voting procedures ~~(Article V, Section 12e)~~ (Article X, Section E).

### 3. Meetings

The HLAA-FL Executive Committee shall meet as directed by the President.

## **ARTICLE VIII - COMMITTEES**

The President shall appoint all Committees (standing or ad hoc), except the Nominating Committee as the Board or the Executive Committee shall from time to time deem necessary to carry on the work of HLAA-FL. The President shall be ex-officio member of all committees except the Nominating Committee.

All committees shall have, at minimum, one member of the Board, as an active member of said Committee. This Board member shall be in addition to the President. The Chair of every Committee shall be a current member of the Board. Active Committee non-Board members shall not have access to Board information or emails without proper consent by the Committee Chairperson or the Board President.

## IX – Terms of Appointment

Officers shall be elected by a majority of Board members present and shall hold office for a term of ~~one (1)~~ two (2) year(s). No officer shall serve more than ~~three (3)~~ two (2) consecutive terms in the same capacity. Voting will commence for President and ~~Treasurer~~ Vice President in odd years and for ~~Vice President~~ Treasurer and Secretary in even years.

The terms for Board members shall be (3) years. No Board member shall serve more than (3) consecutive three-year terms. For continuity, each year one third of the Board members will either be re-nominated and re-elected or step off the Board. This will prevent a sudden exodus of the number of experienced Board members.

### A. Vacancies

Any vacancies on the Board that occur between Board elections may be filled in the interim by the President in consultation with the Executive Committee, subject to the approval of the majority of the remaining Board members at their next official meeting. The appointee shall serve the remaining term of the departing Board member, and may, at the end of this term, be a candidate for election. A Board member who has served more than half a term is considered to have served a full term.

Any vacancy among the officers may be filled in the interim by the highest-ranking officer remaining (in order of President, Vice President, Secretary, Treasurer, and Past President) subject to the approval of the majority of the Board members at the next official meeting. If there is no viable candidate among the existing officers, the President shall appoint a Board member whose appointment shall expire at the next Annual Meeting. The duration of the appointment shall not be included in term limits.

### B. Removal from the Board

Any member of the Board, including officers, may be removed from the Board for failure to comply with the duties, policies, rules and procedures as set forth in these bylaws or for engaging in conduct deemed by the President and the Executive Committee to be detrimental to the organization. This removal may occur after a vote by member of the Executive Committee, in which the majority of eligible Executive Committee members agree to the removal. In addition, any member of the Board who is unable to attend a meeting, shall by

telephone call or written correspondence addressed to the President, state the reason for his/her absence. If a Board member is absent from two (2) or more consecutive board meetings for reasons the President and the Executive Committee has failed to declare sufficient, his/her resignation may, upon majority vote of the members of the Executive Committee, be deemed to have been tendered and accepted. Said Board member shall be notified of this decision by certified mail.

### **C. Compensation**

Board members as such shall not receive any compensation for their services as Board members, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures or approval and payment of such expenses by designated officers or committee chairs of HLAA-FL.

### **D. Bonding**

At the direction of the Board, any officer of HLAA-FL shall furnish, ~~at the expense of HLAA-FL,~~ a fidelity bond, in such sum as prescribed.

## **ARTICLE X - BOARD MEETINGS**

### **A. Schedule**

1. Board meetings will commence as agreed by the Board, as the number of meetings is subject to change as put forth in the HLAA-Florida Policies and Procedures manual.

~~There shall be at least four (4) meetings of the Board each year at locations as directed by the chair and subject to the approval of the entire Board.~~

2. Special meetings of the Board may be called by the ~~Chair~~ President. Other meetings may or may not be open as determined by the Executive Committee, or as required by law.

### **B. Notice of Regular and Special Meetings:**

Advanced notice of regular and special meetings of the Board shall be provided to all board members not later than forty-eight (48) hours prior to the scheduled meeting time. Advanced notice of the Annual Meeting shall be made to all groups, chapters and HLAA members-at-

large no later than thirty (30) days prior to the scheduled meeting time. Appropriate means shall be provided to allow ~~Meeting location shall vary to provide equitable access or alternate means~~ in which statewide HLAA members can participate shall be considered.

### **C. Annual Meeting**

Annual Meeting shall be in the last quarter of each year and shall be open to the general membership of HLAA residing in the State of Florida. Notice shall be provided to all HLAA members residing in the State of Florida not less than thirty (30) days prior to the scheduled meeting time. Chapters in general, groups in general, and members of the HLAA-FL Board shall also receive written notice of this meeting. Meeting location shall vary to provide equitable access.

### **D. Quorum**

A majority of the full Board with voting privileges shall constitute a quorum at all regular and special meetings of the Board.

### **E. Electronic Meetings and Voting**

The processes to carry out electronic voting shall be by video-conferencing or email discussion and voting, as follows. A video-conferencing meeting shall proceed as if it were an onsite meeting.

To maintain open communications among Board members as is practiced during onsite meetings, all communications relating to the process shall be copied to all other Board members. Email discussion and voting shall be executed as noted below.

1. Any member of the Board may make a motion via email directly to the full board. Roberts Rules prevails in absence of direction from the HLAA-FL Policy and Procedures Manual.
2. All Board members shall accept responsibility to confirm receipt as soon as practical after receiving the motion that it has been received.
3. Any Board member desiring to do so has the opportunity within 24 hours of receipt of the motion to second it. ~~Once the motion has been seconded, the President will call for discussion and state the time and date that all voting on the motion will end.~~

4. After the call for discussion has been stated ~~under E-3 above~~, three (3) calendar days of discussion will be permitted via video conference or by e-mail, unless all members of the Board are in agreement of said motion and no further discussion is deemed necessary. In that case, the three- day discussion period can be waived and the motion voted on.
5. At the end of that period, one more calendar day will be given to enable all Board members to vote.
6. As soon as practical, the President will tally the votes and notify all Board members as to the outcome.

~~Total time from implementation to completion shall be no more than five (5) calendar days.~~

7. All electronic motions shall be ratified at the following regular board meeting.
8. As noted in the HLAA-FL Policy and Procedures Manual, the public is invited to all meetings during noted visitation time as determined by the Board. ~~Visitors should be permitted a minimum of two hours in which to sit in on said meetings. Those requesting permission to stay the course of an entire meeting may do so with the consent of the Board.~~

#### **E. Conflict of Interest**

Board members and administrative officials shall disclose in writing to the Board any person to whom they are closely related or organization with which they are affiliated who, or which, presently transacts business with HLAA-FL and/or other HLAA-FL affiliates, or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis in accordance with HLAA-FL Conflict of Interest policy found in the HLAA-FL Policies and Procedures manual. An affiliation with an organization will be considered to exist when a board member or administrative official or member of his immediate family or close relative is an officer, director, board member, partner, employee or agent of the organization, or owns five percent of the voting stock or controlling interest in the organization, or has any other substantial interest or dealing with the organization.

#### **F. Professional Advisors**

Professional Advisors shall be appointed by the President in consultation with the Executive Committee, subject to the approval of the majority of the remaining Board members at their next official meeting. The term of a Professional Advisor is indeterminate.

## ARTICLE XI - CONDUCT OF BUSINESS

### A. Robert's Rules of Order

Robert's Rules of Order, current edition, shall prevail in matters not covered by these bylaws.

### B. Parliamentarian

A parliamentarian may be selected by the Board to advise the presiding officer at Board and the Executive Committee Meetings on rules of procedure and interpretations of the Bylaws. The parliamentarian shall issue, at the request of any member of the Board, interpretations of the Bylaws and Board rulings and the applicability of Robert's Rules of Order. The parliamentarian shall record his/her rulings or opinions which shall be read into the minutes of the Board at its next official meeting.

The parliamentarian shall have full voting privileges; have the right to make motions, and to debate.

## ARTICLE XII - NOMINATIONS AND BOARD ELECTIONS

### A. Nominating Committee

A Nominating Committee and Chair are approved at the ~~for the year immediately~~ preceding Annual Board Meeting. ~~shall be elected at the first annual Board meeting of the calendar year.~~

#### 1. Composition

This committee shall consist of not less than three (3) members, and an odd total number, three (3) of whom shall be elected from among current members of the HLAA-FL Board. All committee members shall be members of HLAA. Current officers shall not serve on this committee.

## 2. Term of Service

A Nominating Committee member's term shall end at the conclusion of each Annual Meeting.

## 3. Limits of Terms

No member shall serve more than three (3) consecutive one-year terms on the Nominating committee, or more than two (2) consecutive one-year terms as the Committee chair. Preferably the chair shall have previously served on the Committee

## 4. Duties

The Nominating Committee shall:

(a). Prepare a slate of nominees to the Board to be elected by the membership at the next Annual Meeting.

(b). Encourage each state HLAA-FL group and chapter to promote at least one (1) candidate for election to the HLAA-FL Board. Each promoted candidate shall submit a resumé and confirm their interest in writing to the Nominating Committee.

(c). For continuity of record-keeping, résumés of successful candidates shall be transferred from the Chair of the Nominating Committee to an alternate Board member as dictated in the Policy and Procedures Manual. ~~President and one other appointed Board Member. The President, at the end of his/her term shall transfer resúmes to the President elect.~~

(d). Notify, through appropriate means, all HLAA members-at-large residing in the State of Florida, that each is entitled to stand for nomination to the Board. ~~and to vote. Voting rights will be limited to all HLAA National members in good standing, who are residents or have resided in the State of Florida no less than sixty (60) days prior to the election.~~

## 5. Elections

(a). Ballot: Due to the complexity of ensuring all active members of HLAA and HLAA-FLA, who permanently reside in the State of Florida thirty (30) days prior to the Annual meeting, receive a ballot, and a manner of the Board receiving said ballot back in timely manner for counting, ballots will not be distributed to, nor votes taken by, the general membership. The Board will consider in the coming years alternative strategies by which the cost and complexity of having a general membership ballot can be contained. When such a policy can be laid out it will be added into the Policy and Procedures Manual. For the current time, a method of using the FLAA-FL website to keep members apprised of important information will be researched, and added to the Policy and Procedures Manual once developed.

~~A formal ballot shall be made available to all HLAA-FL Board members permanently residing in the State of Florida thirty (30) days prior to the Annual Meeting and will serve to elect members to the HLAA-FL Board. Any ballot not returned to the Chair of the Nominating Committee by the prescribed deadline shall be deemed to be a vote by proxy in favor of the slate as put forth by the Nominating Committee.~~

(b). Board Members will be elected annually from the slate presented by the Board's Nominating Committee or as dictated in the Policy and Procedures Manual.

(c). An officer-elect shall take possession of his/her office immediately following election, excluding the Treasurer position. The Treasurer's position does not change hands until the first day of the fiscal year to allow time for independent audit and review of books prior to the newly elected Treasurer taking office. The newly elected Treasurer will be titled as "Assistant Treasurer" until such time the transition to Treasurer is complete.

## Article XIII - Audit

An annual audit, prepared by a Florida licensed Certified Public Accountant, shall be required at the close of each fiscal year when the annual income of the Organization is in excess of \$50,000. Until income exceeds \$50,000 per year there will be an annual review. The annual review will be completed by two active Board members, other than an Officer. Those chosen for the independent review will follow guidelines as documented in the HLAA-FL Policy and Procedures Manual.

The HLAA-FL fiscal year shall commence January 1, and run concurrently with each calendar year.

### **Article XIV - Seal**

The Association may choose to have a seal of such design as the HLAA-FL Board may adopt, subject to the approval of the Florida Secretary of State and/or the Florida State Division of Corporations.

### **Article XV - Dissolution**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of HLAA-FL. In the event of dissolution of the Association, any funds or assets remaining shall be distributed to HLAA, or any other non-profit organization so defined by the Internal Revenue Service, whose primary concern is hearing loss.

### **Article XVI - Grievance Procedure**

Individual members of HLAA-FL and/or groups or chapters shall have the right to present in writing signed grievances for action and decision by the general membership at the Annual Meeting, if no informal resolution can be obtained. Written grievances shall be presented to the President or to a member of the Grievance Committee, if said committee has been established. The matter will be included on the agenda at the next Annual Meeting. If the membership agrees that the matter should be pursued, it shall be turned over to the Grievance Committee. The President shall, within thirty (30) days of election, appoint a standing committee of no less than three (3), subject to the consent of the full Board present, to investigate the grievance and provide a written report with recommendations at the next scheduled Board Meeting. No State Association officer or Board member may serve on this ad hoc committee. Approval of the committee recommendation will be binding on the State Association officers, with the proviso that any such action may be deferred, pending appeal to the Executive Committee of the Hearing Loss Association of America.

### **Article XVII – Books and Records**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board.

## Article XVIII - Amendments

### A. Proposal of Amendments

Amendments may be proposed by a motion by any member of the HLAA-FL Board at any regularly scheduled Board Meeting. Voting on a proposed amendment shall commence by email with final acceptance at the next regularly scheduled Board meeting ~~shall not take place until regularly scheduled meeting of the Board.~~ Members of the HLAA-FL Board, along with the general membership, shall receive notice of any proposed amendment to the HLAA-FL Bylaws thirty (30) days in advance and be provided a forum for discussion before a vote by the Board may be taken.

### B. Approval of Amendments

Adoption of proposed amendments to these Bylaws shall require approval of two-thirds of the voting members of the HLAA-FL Board at any official meeting of the Board, but will not take effect without the approval of the HLAA Director of State Organization Development to determine whether proposed changes are not in conflict with the HLAA constitution, Bylaws, and policy.

### C. Submission to HLAA

All changes to the approved Bylaws shall be submitted to the HLAA Director of State Organization Development for determination as to whether they are in accordance with the HLAA constitution, Bylaws, and policy.

### D. Tax Exempt Status:

Any and all amendments to these Bylaws shall be consistent with HLAA-FL status as tax exempt organization under Code Section 501©(3).

**Adoption of Bylaws**

We, the undersigned, are all of the current Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board on this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_

Cynthia Moynihan, President – HLAA-Florida

\_\_\_\_\_

ATTEST: Karen Goldberg, Secretary – HLAA-Florida