

Hearing Loss Association of America Florida State Association (HLAA – FL) Bylaws

Adopted March 11, 1995

Revision Adopted June 2, 2007

Amendments Adopted October 4, 2008; October 2, 2010; May 30, 2015; August 19, 2017



Mission Statement

The mission of the HLAA Florida State Association is to open the world of communication to people with hearing loss in Florida through HLAA's services of education, advocacy and support.

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.
2. Monitor all legislative activities about the reform of existing Health Care regulations, with support from the Hearing Loss Association of America, 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 as delineated in the HLAA-FL Policy and Procedures manual.
4. Work to assure quality representation of HLAA-FL on the Florida Coordinating Council for the Deaf and Hard of Hearing.
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, and 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. Provide public awareness of this program, as well as the means of distribution of equipment, as needed, to hearing and hearing loss taxpaying Floridians, since hearing is a concern for all.

ARTICLE 1 – NAME

The official name under Article of Incorporation is Hearing Loss Association of Florida, 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 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 to:

- A.** Encourage identification of those dealing with hearing loss throughout Florida.
- B.** Educate both the hearing public and hearing loss people alike on how best to live productive and satisfying lives.
- C.** 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.
- D.** Engage in free and open communication by providing a common basis of fellowship, understanding and respect.
- E.** Be an effective advocate for people with hearing loss throughout Florida.
- F.** 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 to:

- A.** Coordinate the efforts of Florida Chapters and Self-Support Groups.
- B.** Increase networking among both hearing and hearing loss people in the State of Florida.
- C.** Provide educational opportunities about hearing loss to both hearing and hearing loss individuals through periodic state meetings and conferences.
- D.** Assist and help increase membership for HLAA-FL Chapters and Self-Support Groups.
- E.** Seek representation on official state bodies dealing with issues relevant to hearing loss people, and support issues that enhance the well being of those dealing with hearing loss, when promulgated by these state bodies.
- F.** When possible and as determined by the HLAA-FL Board, develop and promote methods of financial support that allow funds raised, earned, or otherwise acquired to be provided to Hearing Loss Association of America.

- G. Cooperate with and assist the Hearing Loss Association of America by promoting special events.
- H. Enhance HLAA development by increasing national membership within the State of Florida.

ARTICLE IV - MEMBERSHIP

All persons who are members in good standing of the Hearing Loss Association of America, 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 of HLAA-FL who has failed to remain in good standing.

This 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, membership protocol as set forth in the Policy and Procedures manual, or any act of a member which is 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 HLAA, are not a requirement of 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 including, but not limited to, appointment of an Executive Director and establishment of a State Office.

A. Voting Board Members

The Board shall consist of a minimum of seven (7) but no more than thirteen (13) members, who shall serve on the Board as voting members.

1. At least two-thirds (2/3) of Board members shall be people who have hearing loss.
2. There shall be no more than one representative for a given hearing loss field as detailed in the HLAA-FL Policy and Procedures manual.
3. All Board members shall have regular access to electronic mail and agree to respond to e-mails pertaining to Board business in a timely manner. Any change in e-mail address(es) shall be reported immediately to the entire Board.
4. All voting Board members shall submit a signed copy of and abide by the Duties and Responsibilities document set forth in the HLAA-FL Policies and Procedures manual. In addition, to remain in good standing, members shall:
 - a. Be members in good standing of HLAA.
 - b. Prepare for, regularly attend, and actively participate in all Board meetings. A second or third absence in a 12-month period must be approved by the Executive Committee or as noted in the Policy and Procedures manual.
 - c. Actively participate in committee assignments and comply with deadlines set forth by respective Committee Chair(s).
 - d. Have working e-mail addresses and report any change immediately in e-mail address.
 - e. Be knowledgeable of and comply with the process of electronic voting set forth in Article X, Section E ("Electronic Meetings and Voting") of the bylaws.
 - f. 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. 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. Adhere to the bylaws governing their officer position.
5. Members are expected to fully comply with the Job Description duties, which details 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 assistants, such as assistant secretary or assistant treasurer of the Board, may be assigned as noted in the Policy and Procedures manual.

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 of all committees with the right to vote, 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. He/she shall perform such other duties as are necessary to the office of President or as may be prescribed by the Board.

Vice President

The Vice-President shall become well versed in the work of the various committees, 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 all yearly HLAA-FL Board meetings.

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.

Treasurer

The Treasurer shall be responsible for the custody of all HLAA-FL funds and securities, full and accurate accounts of the receipts and disbursements, depositing all monies and other valuable effects in the name and to the credit of HLAA-FL in depositories specified by the Board, and

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 HLAA-FL.

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. He/she shall perform his/her duties in such manner as is satisfactory to the Board and in case of his or her death, resignation, retirement or removal from office, shall assure restoration to HLAA-FL of all books, papers, vouchers, money, and other property of any kind in his/her possession or under his/her control belonging to HLAA-FL.

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 the duties and functions delegated by the newly elected President for a one-year term.

A. ADDITIONAL POSITIONS:

1. State Chapter Coordinator

The State Chapter Coordinator (SCC) shall be appointed by HLAA, with input from the HLAA-FL Board, to serve as a liaison between Florida Chapters/Self Support Groups and HLAA.

Both HLAA-FL and the SCC will remain apprised of HLAA positions, policies, goals and objectives. General correspondence to chapters shall be copied to the President, or as outlined in the Policy and Procedures manual, in order for the Board to be informed of and promote, when possible, Chapter/Self-Support Group events and activities.

The individual serving in this position shall be governed by the HLAA State Chapter Coordinator document on file with HLAA and in the HLAA-FL Policy and Procedures manual. The job description is now cross-referenced to the National HLAA website to ensure the job description remains current at all times.

When necessary, the primary SCC can appoint State Chapter Coordinator Assistants, who will not be considered members of the Board. Only the primary SCC may serve as a member 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 State Chapter Coordinator, a period of three to six months, as determined by the Board, will be permitted as 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, HLAA will be notified and a replacement SCC will be sought. Transition time remains intact as stated above.

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

The FCCDHH (created by Florida Legislative Statute 413.271 2004) shall be composed of 17 members appointed by the Governor. Two appointees on the FCCDHH shall represent the Hearing Loss Association of Florida.

The current Board of HLAA-FL will assist to ensure the two seats on the FCCDHH are filled by qualified members of HLAA-FL and possess thorough knowledge of HLAA, its policies, and can represent the mission and agenda of HLAA-FL.

ARTICLE VII - EXECUTIVE COMMITTEE

A. Composition

The Executive Committee shall consist of the primary officers of HLAA-FL elected by the Board and the Immediate Past President. The Executive Board shall be elected during the Annual Meeting.

B. 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 X, Section E).

C. Meetings

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

ARTICLE VIII - COMMITTEES

With the exception of the Nominating Committee, the President shall appoint all Committees (standing or ad hoc) as the Board or the Executive Committee 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 active Board member. 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 the proper consent of the Committee Chairperson or the President.

ARTICLE IX – TERMS of APPOINTMENT

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

The terms for Board members shall be three (3) years. No Board member shall serve more than three (3) consecutive three-year terms. For continuity and to prevent a sudden exodus in the number of experienced Board members, each year one third of the Board will either accept re-nomination and re-election or step down from the Board.

A. Vacancies

Any vacancy on the Board that occurs between Board elections may be filled in the interim by the President in consultation with the Executive Committee and 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 that 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.

A 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) and 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 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 members of the Executive Committee, in which the majority of eligible Executive Committee members agree to the removal.

Board members who are unable to attend a meeting shall notify the President of the reason for his/her absence either by telephone call or written correspondence. 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 shall not receive any compensation for their services as Board members. The Board may, however, authorize reimbursement of expenses incurred in the performance of their duties. Only designated officers or committee chairs of HLAA-FL can approve payments and expense reimbursements.

D. Bonding

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

ARTICLE X - BOARD MEETINGS

A. Schedule

Board meetings will convene as agreed by the Board. There shall be at least four (4) meetings each year. The number of meetings is subject to change as put forth in the HLAA-Florida Policies and Procedures manual.

The President may call special meetings of the Board. Other meetings may or may not be open as determined by the Executive Committee or as required by the bylaws.

B. Notice of Regular and Special Meetings

Advanced notice of regular and special meetings of the Board shall be provided to 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 less than thirty (30) days prior to the scheduled meeting time.

Consideration will be given to varying the meeting location in order to allow equitable access to HLAA members statewide.

C. Annual Meeting

The Annual Meeting 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 Florida not less than thirty (30) days prior to the scheduled meeting time. Chapters and self-support groups in general and members of the HLAA-FL Board shall 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 process to carry out electronic voting shall be either by video-conferencing or via email discussion. A video-conferencing meeting shall proceed as if it were an onsite meeting.

To maintain open communication 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. Robert's Rules prevails in the absence of direction from the HLAA-FL Policy and Procedures manual.
2. All Board members shall acknowledge receipt as soon as practical the motion has been received.
3. All Board members have the opportunity to second the motion within 24 hours of receiving the motion.
4. After the call for discussion has been stated, discussion will ensue over three (3) calendar days 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 a vote taken.
5. If there is a waiver of the three-day discussion 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 Board members as to the outcome.
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.

F. 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.

G. 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 Board determines the term of a Professional Advisor.

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 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, the right to make motions, and to debate.

ARTICLE XII - NOMINATIONS AND BOARD ELECTIONS

Nominating Committee

The Nominating Committee and its Chair are elected at the Annual Board Meeting.

1. Composition

This committee shall consist of not less than three (3) members. Should the committee total an odd number, three (3) shall be elected from among current members of the HLAA-FL Board, Advisory Board, or non-Board members. 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 be elected by the Board at the next Annual Meeting.
- (b) Encourage each state HLAA-FL group and chapter to propose at least one (1)

candidate for election to the HLAA-FL Board. Each proposed candidate should 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 HLAA-FL Policy and Procedures manual.

(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.

5. Elections

(a) Due to the complexity of ensuring all HLAA and HLAA-FL active members, who permanently reside in the State of Florida thirty (30) days prior to the Annual meeting, receive a ballot and the Board receives said ballot 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 policy can be administered, it will be added to the Policy and Procedures manual.

For the current time, the Board will explore the feasibility of using the HLAA-FL website to keep members apprised of important information. Once developed, the practice will be added to the Policy and Procedures manual.

(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 at the next Board meeting following election, excluding the Treasurer position. The Treasurer position does not transition until the first day of the fiscal year to allow time for independent audit and review of financial materials prior to the newly elected Treasurer taking office. The newly elected Treasurer will be titled as "Assistant Treasurer" until the transition to Treasurer is complete.

Article XIII - AUDIT

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

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 HLAA-FL is in excess of \$50,000. In years when the annual income does not exceed \$50,000, two active Board members, other than an officer, will complete a review. Those chosen for the independent review will follow guidelines as documented in the HLAA-FL Policy and Procedures manual.

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 HLAA-FL, any funds or assets remaining shall be distributed to HLAA. In the event that HLAA is concurrently or previously dissolved, the Board may assign distribution to another 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 HLAA-FL officer or Board member may serve on this ad hoc committee.

Approval of the committee recommendation will be binding on the HLAA-FL 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 – RECORD KEEPING

The corporation shall keep accounting and financial records 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. 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.

Changes will not take effect without submission to the HLAA National Chapter Coordinator to determine whether proposed changes are in conflict with the HLAA constitution, bylaws, and policy.

C. 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(c)3.

Adoption of Bylaws

We, the undersigned, are the current Directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the 16 preceding pages as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board on this 19th day of August 2017.

Cynthia Moynihan, President - HLAA-Florida

ATTEST: Karen Goldberg, Secretary - HLAA-Florida