

BYLAWS
of
HEARING LOSS ASSOCIATION OF AMERICA, CALIFORNIA
STATE ASSOCIATION, INC.

AMENDED AND RESTATED

February 6, 2015

(February 5, 2007: Throughout this document, the name Self Help for Hard of Hearing People was changed to Hearing Loss Association of America (HLAA), and Self Help for Hard of Hearing People – California (SHHH-CA) was replaced with Hearing Loss Association of California (HLA-CA). This reflects the legal name change of HLA-CA on September 29, 2006)

(September 22, 2013: Throughout this document, the name Hearing Loss Association of California (HLA-CA) was changed to Hearing Loss Association of America, California State Association, Inc. (HLAA-CA). This reflects the legal name change approved on September 21, 2013)

ARTICLE I - NAME

Section 1.01.

The name of the Corporation as incorporated under the laws of the State of California is Hearing Loss Association of America, California State Association, Inc., also known as HLAA-CA and referred to as such throughout this document. The corporation shall be located in the State of California. This corporation is organized in compliance with the guidelines as established by the National Board of Trustees of Hearing Loss Association of America, Inc.

ARTICLE II - OBJECTIVES, PURPOSES AND FUNCTIONS

Section 2.01.

Hearing Loss Association of America, California State Association, Inc. (HLAA-CA) is a volunteer group, affiliated and organized in compliance with Hearing Loss Association of America, Inc. (HLAA, national parent), a nonprofit, tax-exempt educational organization.

Section 2.02.

The purposes of this corporation shall be to provide coordination and support services to participating HLAA chapters within California toward their purposes to:

- a. Encourage identification of those persons of all ages who have a hearing loss.
- b. Provide education for people with a hearing loss, their families and their

friends on how to cope with the condition.

- c. Foster public and private programs aimed at alleviating the problems related to hearing loss.
- d. Engage in free and open communication with all concerned with hearing loss and in finding a common basis of fellowship and understanding.

To serve as an extension of the national office of 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.

Section 2.03.

The functions of the corporation shall be:

- a. To coordinate the efforts of California chapters:
 - 1. By increasing networking among state hard of hearing people.
 - 2. By providing educational opportunities for people who are hard of hearing by organizing periodic state meetings and conferences
- b. To provide assistance and help increase membership for HLAA-CA chapters
- c. To enhance national HLAA development through increasing national membership within the State of California.
- d. To seek representation on any official state bodies dealing with issues germane to hard of hearing people.
- e. To support policy which will promote the welfare of hard of hearing people in the State of California.
- e. To develop and promote methods of financial support that will allow a portion of funds raised, earned, or otherwise acquired be provided to HLAA-
- f. To cooperate with and provide assistance to the HLAA national office in promoting special events such as Founder's Day that focus exclusively on fundraising for HLAA.

ARTICLE III - NONPARTISAN ACTIVITIES

Section 3.01.

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall include participation or intervention in any political campaign on behalf of any candidate for public office.

Section 3.02.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV - DEDICATION OF ASSETS

Section 4.01.

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and meeting the requirement for exemption provided by Section 214 of the California Revenue and Taxation Code.

ARTICLE V - MEMBERSHIP

Section 5.01 - Qualifications

There shall be one class of membership in this corporation. All persons residing in California who are members of HLAA, in good standing, shall be considered members of HLAA-CA and are eligible to vote in the annual HLAA-CA general election.

Section 5.02 - Revocation of Membership

The Board of Trustees may terminate the privileges of any member who has failed to remain in good standing.

Section 5.03 - Reinstatement of Membership

The president, subject to the review of the Board of Trustees, may reinstate any former member provided such persons are willing to abide by the conditions of membership.

Section 5.04 - Dues

Individual membership dues, except to HLAA shall not be a condition of membership.

ARTICLE VI - GOVERNANCE

Section 6.01 - Board of Trustees

The corporation shall have no fewer than six (6) and no more than nine (9) elected trustees, not including those serving ex officio or appointed as specified in Section 6.02 and Section 6.08c, below. Collectively, the trustees shall be known as the Board of Trustees.

Section 6.02 - Composition

At least two-thirds of the trustees shall be people who are hard of hearing.

In addition to trustees elected by the general membership, the following shall serve ex officio on the Board and have the same voting privileges as an elected trustee:

- a. Any member of the HLAA Board of Trustees residing in California;
- b. The State Chapter Coordinators, designated by the HLAA national office, including “co-coordinators” but excluding area coordinators.

Section 6.03 - Powers

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

Section 6.04 - Qualifications

A trustee must be a member in good standing of Hearing Loss Association of America and a California resident. Nominees for the office of President or Vice President are required to have served on the HLAA-CA Board for at least one year.

Section 6.05 - Terms of Office

- a. Officers shall be elected by a simple majority of the Board of Trustees and shall hold office for a term of two (2) years. No officer shall serve more than two (2) consecutive full terms in the same capacity. There shall be no term limits for the office of Secretary and no term limits for the office of Treasurer.
- b. The terms of tenure for Trustees normally shall be three (3) years, with one-third (1/3) of the total elected members to be elected annually. Exceptions may be approved by the Board. Each trustee shall serve until his/her successor has been duly elected or appointed and takes his/her seat at the start of the next scheduled Annual Meeting of the Board. Trustees may be re-elected without limit.

Section 6.06 – Appointees

The Board of Trustees may appoint, by majority vote, a HLAA-CA member in good standing to fill vacancies on the Board, to serve on committees, or serve as Treasurer. Such appointees are subject to the provisions of these bylaws and, if filling an elected position, must stand for election at the next general election

Section 6.07 – Limits on Same Chapter Members

No more than two persons per HLAA-CA chapter may serve on the Board of Trustees or be appointed to serve on the same committee.

Section 6.08 - Vacancies

- a. Vacancies on the Board shall exist on the death, resignation, or removal of any trustee, whenever the number of trustees authorized is increased; and on the failure of the members in any election to elect the full number of trustees authorized.
- b. Any vacancy among the officers may be filled in the interim by the highest ranking officer remaining (in the order of president, vice president, recording secretary, corresponding secretary and treasurer), subject to the approval of the Board at its next meeting
- c. The Board shall, by majority vote, fill any vacancy among elected trustees by appointing the first runner-up in the last general election. If there were no runner-ups, then the Board shall appoint a trustee in accordance with Section 6.06.

Section 6.09 – Compensation

The trustees shall serve without compensation, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for approval and payment of such committees.

Section 6.10 - Conflict of Interest

Trustees, including those in ex officio capacity, 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-CA or other HLAA affiliates, or might reasonably be expected to do so in the future. Any such disclosure shall be updated and resubmitted on an annual basis. An affiliation with an organization will be considered to exist when a trustee or family member is an officer, trustee, partner, employee or agent of the organization or owns five percent of the voting stock or controlling interest, or has any other substantial interest or dealings with the organization.

REMOVAL OF TRUSTEES

Section 6.11 - Removal for Cause

The Board may declare vacant the office of a trustee on the occurrence of any of the following events:

- a. The trustee has been declared of unsound mind by a final order of court; or

- b. The trustee has been convicted of a felony.

Section 6.12 - Resignation of Trustee

Any trustee may resign effective on giving written notice to the president, the corresponding secretary or the Board of Trustees of the corporation, unless the notice specified a later time for the effectiveness of such resignation. A trustee shall not resign where the corporation would then be left without a duly elected trustee(s) in charge of its affairs.

MEETINGS

Section 6.13 - Meetings of the Board

- a. Number of Meetings. There shall be at least two (2) biannual meetings of the Board each year at such times and places as directed by the president or vice president or any four (4) trustees and subject to approval of the Board.
- b. Place of Meetings. All meetings of the Board shall be held at any place that has been designated from time to time by the Board. Meetings shall alternate between locations in Northern California and Southern California.
- c. Biannual Meetings. Board meetings shall be held in February and August of each year. Both meetings shall be open to the general membership. The Board of Trustees, by majority vote, may change the February and August meeting dates forward or backward by up to two months. The February meeting shall be designated as the corporation's "Annual Meeting" for the purpose of conducting business of special interest to the general membership, such as special elections. Notice shall be provided to all HLAA members in California not later than thirty (30) days prior to the scheduled meeting time. Chapters and trustees also shall receive written notice of this meeting.
- d. Special Meetings. Special meetings of the Board may be called by the president or the vice president or any four (4) trustees. Special meetings shall be held on four (4) days' notice by e-mail or by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, TTY, or fax.
- e. Electronic Meetings. Business of the Board may be conducted electronically (e.g., by e-mail, Skype, chat, etc.) from time to time, should a need arise. Any actions of the Board conducted electronically require approval by a simple majority of the full Board (elected Trustees and ex officio members). Board members not having electronic means of communication must be given an opportunity to participate by other means of communication, such as fax or phone.
- f. Quorum. A majority of the authorized number of trustees constitutes a quorum of the Board for the transaction of business, except as hereinafter provided
- g. Alternates. To assure equitable representation, a trustee may designate an ad hoc alternate or assign a proxy to participate in his or her absence, so long as notice is

given to the corresponding secretary prior to the start of the meeting and such alternate is a HLAA-CA member in good standing.

- h. Conduct of Meetings.** The president or, in his or her absence, the vice president, shall preside at meetings of the Board. In absence of both president and vice president, any trustee selected by trustees present shall preside at meetings of the Board.

 - 1) The recording secretary of the corporation or, in the recording secretary's absence, any person appointed by the presiding officer shall act as recording secretary of the Board.
 - 2) Members of the Board may participate in a meeting through use of the conference telephone, electronic chatroom or similar communications methods, so long as all members participating in such meeting can functionally communicate with each other. Such participation shall constitute personal presence at the meeting.
- i. Conduct of Business**

 - 1) Robert's Rules of Order, current edition, shall prevail in matters not covered by these bylaws.
 - 2) A parliamentarian may be selected by the Board to advise the presiding officer at Board or Executive Committee meetings on rules of procedure and interpretation of the bylaws. The parliamentarian shall issue an interpretation at the request of any member of the Board. Such interpretations or opinions shall be read into the minutes of the Board at its next official meeting.
- j. Transactions of the Board.** Except as otherwise provided in the Articles in these Bylaws, the Standing Rules or by law, every act or decision done or made by the majority of the Trustees present at a meeting duly held at which a quorum is present shall be considered an approved action of the Board. Acts or decisions of major importance or impact as defined by the Executive Committee, however, shall require approval of 2/3rds of the voting trustees at a biannual meeting, special meeting, or electronic meeting of the Board, or 2/3rds of those submitting mail or email ballots when applicable. Voting done by email must be responded to within 5 business days; 10 days if by U.S. mail.

Section 6.14 - Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such trustees.

OFFICERS

Section 6.15 - Number of Officers

The Board members present at the Annual Meeting shall elect five (5) officers, including a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The Board may also elect other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments or conduct business. The president and vice president shall not be from the same HLAA chapter or group. The offices of Recording Secretary and Corresponding Secretary may be combined as one office of Secretary if a candidate for the office believes he/she can handle both functions and the Board approves.

Section 6.16 – Duties of Officers

- a. **President.** The president shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of the corporation.
 - 1) Such officer shall preside at all meetings of the Board and Executive Committee.
 - 2) He/she shall also be a member, ex officio, with right to vote, of all committees except the Nominating Committee.
 - 3) The president shall perform all duties incident to the office of president and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be prescribed from time to time by the Board.
- b. **Vice President.** In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.
 - 1) The vice president is responsible for arranging Board meeting locations, providing real-time captioning, and making arrangements for lunch and refreshments during the meetings.
 - 2) The vice president shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board.
- c. **Recording Secretary.** The recording secretary shall keep or cause to be kept at the principal office of the corporation, or such other place as the Board may order, a book of minutes of all meetings of the Board and membership.
 - 1) The recording secretary shall be responsible for providing a copy of the minutes of all meetings as well as other information deemed pertinent to the HLAA national State Association committee.

- 2) The recording secretary shall serve as chair of the Standing Rules Committee, which, with the assistance of all officers and trustees, shall make recommendations to the Board for its approval.
 - 3) The recording secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board.
- d. **Corresponding Secretary.** The corresponding secretary shall assist the president in maintaining written communication between the corporation and its correspondents, including members of the Board, the HLAA national office, and HLAA members in California.
- 1) The corresponding secretary shall provide applications to those seeking nomination and election to the Board of Trustees.
 - 2) Ballots for the annual general election shall be mailed by the voters to the corresponding secretary for verification that the voter is a member of HLAA.
 - 3) The corresponding secretary shall supervise the counting of ballots and announce the results to the Board.
- e. **Treasurer.** The Treasurer, whether elected or appointed by the Board, shall serve ex officio on the Board with the same voting privileges as an elected Trustee, subject to reelection or reappointment by the Board each year. The treasurer of the corporation shall keep and maintain or cause to be kept and maintained in written form or in any other form capable of being converted into written form adequate and correct books and records of account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 1) The books and records of account shall at all times be open to inspection by any trustee or member of the corporation.
 - 2) The treasurer shall deposit or have deposited all monies and other valuables in the name of and to the credit of the corporation with such depositories as may be designated by the Board.
 - 3) The treasurer shall disburse the funds of the corporation as ordered by the Board, and shall render to the president and trustees, on request, an account of all such officer's transactions as treasurer, and of the financial condition of the corporation.
 - 4) The treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board or these bylaws.
 - 5) The treasurer may appoint, subject to Board approval, one or more

assistant treasurers to perform such duties as the treasurer may delegate.

Section 6.17 - State Chapter Coordinator

The State Chapter Coordinators for Northern California and Southern California shall be appointed by the HLAA national office. Recommendations from HLAA leaders in the state are desired. The State Chapter Coordinator will work directly with, and in support of, the Chapter Development department of the HLAA national office to unify HLAA locally and nationally. The State Chapter Coordinator's primary responsibilities are to: (1) encourage new chapters to begin where there is a need and interest; (2) counsel and support HLAA chapters based on the needs of the individual affiliate; and (3) offer suggestions to strengthen chapters and recommend opportunities for activity and projects that will further the HLAA mission.

The State Chapter Coordinators will serve ex officio on the Board of Trustees and the Executive Committee with the same voting privileges as an elected Trustee but may not serve as an officer.

REMOVAL OF OFFICERS

Section 6.18 - Resignation and Removal of Officers

Any officer may resign at any time on written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Officers may be removed, with or without cause, by the affirmative vote of two-thirds of the full Board in office.

COMMITTEES

Section 6.19 - Executive Committee

The Executive Committee membership shall consist of the officers elected by the Board, the immediate past president and the State Chapter Coordinators. Chairs of committees appointed by the president may be included.

The Executive Committee shall act for and discharge the functions of the Board of Trustees between its meetings and may initiate any actions, plans and projects to assure the effective operation of HLAA-CA.

The Executive Committee shall meet as directed by the president, keeping minutes and reporting regularly to the Board.

Section 6.20 – Other Committees

Other committees, standing or special, may be appointed by the president subject to Board approval.

ELECTIONS

Section 6.21 - Nominations

A Nominating Committee for the ensuing year shall be elected at the Board meeting held in conjunction with the Annual Meeting. The committee shall consist of not more than seven (7) members and no fewer than three (3), of whom no more than two-thirds shall be current or past trustees. All committee members must be members in good standing of HLAA. Current officers shall not serve.

Terms shall end at the time of the next Annual Meeting. No member shall serve more than three (3) consecutive terms, nor more than two (2) consecutive terms as the committee chair.

The Nominating Committee shall:

- a. Notify all HLAA chapters that each is encouraged to sponsor at least one (1) candidate for election to the Board of Trustees.
- b. Notify HLAA members residing in California that each is entitled to apply for candidacy to the Board.
- c. Prepare a slate of officers to be elected by the Board at the next annual Board meeting.

Section 6.22 – Elections

The corporation shall conduct an annual general election for the election of Trustees, any changes in the corporation's bylaws that affect the general membership, and any other matters the Board wishes to place on a ballot for a vote by the general membership. All members of HLAA national organization, in good standing and residing in California, whether they are affiliated with a chapter or not, may apply for election to the Board of Trustees. Election shall be accomplished by:

- a. Trustees –A ballot, listing the nominated slate, shall be provided by mail through a state newsletter to all HLAA members in good standing in California.
- b. Officers – The Board of Trustees shall vote on the nominated slate at its annual meeting.
- c. Provision shall be made for write-in candidates to the Board of Trustees and nominations from the floor for officers.

GRIEVANCE PROCEDURE

Section 6.23 - Grievances

Trustees, officers, committee members and general members have individual and group rights to present in writing signed or unsigned grievances for action and decision by the Board. The matter shall be included on the agenda of the next Board meeting. If the trustees agree that the matter should be pursued, it shall be turned over to a grievance

committee of three (3), appointed by the president with the consent of the full Board present. The committee shall investigate the grievance and provide a written report with recommendations at the next meeting. No officer or trustee shall serve on the committee. Approval by the Board of the grievance committee recommendation shall be binding on the officers, with the proviso that any such action may be deferred pending appeal to the Executive Committee of HLAA.

ARTICLE VII - FINANCES

Section 7.01 - Checking Account

The corporation shall maintain a checking account(s) for the deposit and disbursement of corporate funds. Checks shall be signed by persons authorized by the Board, including, but not limited to, the president and treasurer.

Section 7.02 - Other Accounts and Investments

When appropriate and at direction of the Board, savings accounts and other investments can be utilized for deposit and withdrawal of corporation funds. Withdrawals from these accounts and investments shall be subject to the same controls as checking accounts or other restrictions by the Board.

Section 7.03 - Annual Audit

There shall be an annual review and audit of the corporate accounts by one or more persons designated by the Board.

Section 7.04 - Fiscal Year

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

Section 7.05 - Dissolution

In the event of dissolution of the corporation, any funds or assets remaining shall be distributed to HLAA.

ARTICLE VIII - AMENDMENTS TO BYLAWS

Section 8.01.

- a. **Proposing Amendments.** Amendments to these bylaws may be proposed by motion of any trustee at any biannual meeting, special meeting, or electronic meeting. Voting on a proposed amendment shall not take place until the next biannual meeting, special meeting, or electronic meeting. All members of the Board of Trustees shall receive notice of any proposed amendment and be allowed to offer input before a vote may be taken. Amendments which directly

impact the general membership shall be included on the ballot for the annual general election (Section 6.22).

- b. **Approving Amendments.** Adoption of proposed amendments shall require approval by two-thirds the voting trustees at a biannual meeting, special meeting, or electronic meeting of the Board, or two-thirds of those submitting mail ballots when applicable. Amendments which directly impact the general membership shall not take effect without the approval of the general membership.
- c. **HLAA National Office Approval Not Required.** A copy of all changes to the approved bylaws shall be sent to the director of state development at the HLAA national office for their records.
- d. **Effective Date.** Approved amendments shall become effective 7 days after printed or electronic copies of revised bylaws containing such amendments are distributed to all current Board members.

Article IX - STANDING RULES

Section 9.01

HLAA-CA shall establish appropriate standing rules that will address issues that cannot be addressed by a generic set of bylaws. These issues are specific to the corporation's needs relative to meeting time, meeting place and meeting frequency. Standing rules may be changed without amendment of the bylaws and require approval by two-third's (2/3) of the full Board.

AMENDMENTS:

ARTICLE VI, SECTION 6.1 has been amended to read as follows:

"The corporation shall have seven (7) elected trustees, not including those serving ex officio as specified by the bylaws.

This Amendment was approved by the HLAA-CA Board of Trustees on 26, 1995 and by the general membership December 1, 1995. (superseded in the standing rules)

ARTICLES I through IX have been updated and amended. This updating and general amendment was approved by the HLAA-CA Board of Trustees on February 13, 2003 and approved by the general membership in December, 2003 by mailed ballot.

ARTICLES I through IX have been updated and amended to change the name Hearing Loss Association of California (HLA-CA) to Hearing Loss Association of America, California State Association, Inc. (HLAA-CA). This name change was approved by the HLAA-CA Board of Trustees on September 21, 2013.

The following articles have been updated, amended, and approved by the HLAA-CA Board of Trustees on December 20, 2014:

- Section 6.02: section c was added.
- Section 6.04: added "Nominees for the office of President or Vice President are required to have served on the HLAA-CA Board for at least one year."
- Section 6.05 a: officer term was changed from 1 to 2 years, term limits were changed from 4 to 2 consecutive terms, and term limits for secretary and treasurer were removed.
- The term "scheduled meeting" was changed to "biannual meeting."
- Section 6.13 c: added "The Board of Trustees, by majority vote, may change the February and August meeting dates forward or backward by up to two months."
- Section 6.13 c: removed "changes in bylaws or."
- Section 6.13 e: redefined email meetings to electronic meetings.
- Section 6.13 j: added "special meeting, or electronic meeting."
- Section 6.16 e: added "The Treasurer, whether elected or appointed by the Board, shall serve ex officio on the Board with the same voting privileges as an elected Trustee, subject to reelection or reappointment by the Board each year."
- Section 6.23: removed "scheduled."
- Section 8.01 a: added "special meeting, or electronic meeting."
- Section 8.01 b: added "special meeting, or electronic meeting." Also added "Amendments which directly impact the general membership."

The following articles have been updated, amended, and approved by the HLAA-CA Board of Trustees on February 6, 2015:

- Section 6.01: added "no fewer than six (6) and no more than"
- Section 8.01 d: added "or electronic"