

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

**AMENDED AND RESTATED
June 27, 2021**

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ADOPTION OF BYLAWS.....ERROR! BOOKMARK NOT DEFINED.

**Hearing Loss Association of America,
California State Association, Inc.
Bylaws**

ARTICLE I NAME

Section 1 Corporate Name

The name of this Corporation is Hearing Loss Association of America, California State Association, Inc., also known as HLAA-CA.

ARTICLE II PURPOSES

Section 1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for charitable purposes.

Section 2 Specific Purpose

HLAA-CA shall enable people with hearing loss and their families to meet the challenges of hearing loss and to participate in the mainstream of an enlightened society through information, education, support, and advocacy.

Section 3 Dedication of Assets

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.

The Corporation shall be nonprofit and nonpartisan. No part of its activities shall include participation or intervention in any political campaign on behalf of any candidate for public office.

ARTICLE III MEMBERSHIP

Section 1 Qualifications

There shall be a single class of membership in this corporation. All persons residing in California who are members of Hearing Loss Association of America (HLAA) in good standing, shall be considered members of HLAA-CA and are eligible to vote in the annual HLAA-CA general election. A member of HLAA is in good standing if the member's current annual membership dues are fully paid or have been waived.

Section 2 Dues

Payment of annual membership dues to HLAA is the sole condition of membership. Payment of dues to or active participation in an HLAA chapter does not confer membership in HLAA-CA.

Section 3 Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV MEETINGS

Section 1 Annual Meetings

An annual meeting of the Board of Directors shall be held during the first quarter of the calendar year, date and time of which will be designated by the Executive Committee. All HLAA-CA members will be invited to attend and time will be allocated for member questions and comments.

An optional second meeting may be held during the second half of the year, date and time of which will be designated by the Executive Committee. All HLAA-CA members will be invited to attend and time will be allocated for member questions and comments.

Section 2 Notice of Annual Meetings

Notices of the annual and optional second meetings will be given to Board members at least one month prior to the meeting and posted on the HLAA-CA website at least two weeks prior to the meeting.

Section 3 Additional Optional Meetings

Additional optional Board meetings may be called by the President or by a simple majority of the Board.

Section 4 Quorum

A quorum for the annual and optional second meetings shall consist of at least fifty percent (50%) of the Board of Directors. A person who is entitled to ex officio status but declines to accept the position is not counted in the total number of Directors.

Section 5 Voting

All issues to be voted on shall be decided by a simple majority of Board members present at the meeting in which the vote takes place.

ARTICLE V DIRECTORS

Section 1

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2 Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time to time by the Directors but shall consist of no more than eleven (11) and no fewer than four (4) elected directors,

including the President, Vice President, Secretary, and Treasurer. This number does not include those serving in ex officio capacity.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

The terms of tenure for Directors shall be three (3) years, with one-third (1/3) of the members to be elected annually. Elected Directors may serve for a maximum of three (3) consecutive terms. Exceptions may be made with approval by two-thirds (2/3) of the Board.

A Director must be a member in good standing of HLAA and a California resident. Nominees for the offices of President and Vice President are required to have served on the HLAA-CA Board for at least one year prior to assuming office.

Preference shall be given to hard-of-hearing candidates to ensure that they comprise at least two-thirds of the Board of Directors. In the absence of such candidates, exceptions may be made with approval by a simple majority of the Board.

Section 3 Election of Directors

The Nominating Committee shall identify candidates for positions on the Board of Directors. Elections shall be conducted according to the current Standing Rules.

Section 4 Ex Officio Directors

In addition to Directors elected by the general membership, the following shall be granted ex officio status on the Board with the same voting privileges as an elected Director:

- a. The State Chapter Coordinators designated by HLAA
- b. The Treasurer, if not an elected Board member
- c. The Webmaster, if not an elected Board member
- d. The Editor/Editor Emeritus of the HLAA-CA newsletter, if not an elected Board member
- e. Immediate past Presidents of HLAA-CA

The term of an ex officio member expires when the person resigns or is terminated from the position upon which the ex officio status was granted.

Section 5 Vacancies

- a. A vacancy on the Board shall exist on the death, resignation, or removal of a Director; on the failure of the members to elect the full number of Directors authorized; or if the number of Directors is increased.
- b. The Nominating Committee shall identify an HLAA member in good standing to fill a vacancy on the Board. Nominations shall be sent in writing to Board members two weeks before the next Board meeting. Preference shall be given to the first runner-up in the last general election.

- c. The Board will appoint a person to fill the vacancy at its next meeting. An appointee to an elected position shall stand for election at the next general election.

Section 6 Removal of Officers

Directors may be removed, with or without cause, by the affirmative vote of (2/3) two-thirds of the full Board.

Section 7 Action Without Meeting

Subject to limitations under California corporate laws, any Board actions may be taken without a meeting if all members of the Board consent in writing to such action.

Section 8 Compensation

Members of the Board of Directors shall serve without compensation.

ARTICLE VI OFFICERS

The Officers of the corporation shall be President, Vice President, Secretary, and Treasurer. All officers must have the status of active members of the Board.

Section 1 President

The President shall:

- a. Preside at meetings of the Board and the Executive Committee.
- b. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. Be an ex officio member of all committees except the Nominating Committee.
- d. Exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws.

Section 2 Vice President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

Section 3 Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee, and will act as a clerk thereof. The Secretary shall:

- a. Record all votes and minutes of all proceedings.
- b. Send notices of all meetings to the Board and ensure that the notice to members is posted on the HLAA-CA website.
- c. Send and receive all official correspondence as prescribed by the Board or the President.
- d. Upon request, make available at all reasonable times to any Director these bylaws and copies of Board of Directors meeting minutes.

- e. Ensure that a copy of these Bylaws as amended to date are posted on the HLAA-CA website.

Section 4 Treasurer

The Treasurer shall:

- a. Maintain adequate and correct records of accounts of the Corporation, including assets, liabilities, receipts, disbursements and other matters customarily included in financial statements.
- b. Present a complete and accurate report of the finances of the Corporation at the Annual Meeting.
- c. Prepare and file reports and tax returns required by Federal and State law.
- d. Upon request, make available at all reasonable times to any Director the financial records of the Corporation.
- e. Perform such other duties as may be prescribed by the Board.

Section 5 Election of Officers

The Nominating Committee shall submit the names of candidates for President, Vice President, and Secretary to current Board members by thirty (30) days prior to the Annual Meeting. Nominations shall also be received from the floor after the report of the Nominating Committee.

The President, Vice President, and Secretary shall be elected by a simple majority of the Board of Directors and shall hold office for a term of two (2) years. These officers shall serve no more than two (2) consecutive full terms in the same office. Exceptions may be made with approval by two-thirds (2/3) of the full Board.

The Board of Directors shall appoint, by majority vote, an HLAA-CA member in good standing to serve as Treasurer. If not an elected member of the Board, this person shall be granted ex officio status on the Board. There is no term limit for the Treasurer.

Section 6 Removal of Officers

Officers may be removed, with or without cause, by the affirmative vote of (2/3) two-thirds of the full Board.

ARTICLE VII COMMITTEES

Section 1 Committee Formation

The Board may create committees as needed.

Section 2 Executive Committee

The Executive Committee shall consist of the four officers elected by the Board and the immediate past president if the person is still a member of the Board. State Chapter Coordinators and Committee Chairs may be included.

The Executive Committee shall act for and discharge the functions of the Board of Directors 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 3 Nominating Committee

A Nominating Committee consisting of three (3) Board members, at least one (1) of whom is not an officer, shall be named at the annual Board meeting for the coming year.

Section 4 Other Committees

Other committees, standing or special, may be appointed by the president subject to Board approval. All committee chairs shall be Board members; additional committee members shall be HLAA-CA members.

ARTICLE VIII CONFLICT OF INTEREST

Section 1 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 Definitions

a. Interested Person

Any Director, officer, or Committee member with governing powers who has a direct or indirect financial interest is an interested person.

b. Financial Interest

A person has a financial interest if he/she has, directly or indirectly, a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement. Compensation includes direct and indirect remuneration.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3 Procedure

Directors, including those serving in ex officio capacity, who may benefit directly or indirectly from the outcome of a decision or a transaction by HLAA-CA must disclose an actual or possible conflict of interest. They may not take part in discussions related to the decision or transaction and may not vote on the decision or transaction.

Section 4 Records of Proceedings

Minutes of meetings of the Board and Executive Committee shall contain the names of members who disclose or are found to have a conflict of interest, members who participated in the discussion regarding such conflict, the content of the discussion, and any alternatives to the proposed decision or transaction, and a record of any votes taken in connection with the proceedings.

ARTICLE IX BOOKS AND RECORDS

The Corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of California, the Corporation shall indemnify any director or agent, or former director or agent of the Corporation, or any person who may have served at the Corporation's request as an agent, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may/shall purchase and maintain insurance on behalf of any person who is or was a director or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X AMENDMENTS

Section 1 Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least two weeks prior to the meeting.

Amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2 Bylaws

The Bylaws may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Bylaws setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least one (1) week prior to the meeting. Amendments of the Bylaws shall require the affirmative vote of a simple majority of the Directors at the meeting.

Section 3 Standing Rules

The Standing Rules may be amended in any manner at any regular or special meeting of the Board of Directors. Amendments of the Bylaws shall require the affirmative vote of a simple majority of the Directors at the meeting.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of June, 2021.