

BYLAWS

Hearing Loss Association of America-Whatcom County Chapter

Section 1-Name and Address: The name of this chapter is Hearing Loss Association of America-Whatcom County Chapter. The mailing address of the chapter is PO Box 252, Bellingham, WA 98227.

Section 2- Affiliation: (a) The chapter is part of the Hearing Loss Association of America (HLAA) and governed by Article XX of the Bylaws of the HLAA. As such, the chapter is a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code and covered by the determination letter issued by the IRS to the HLAA.

(b) In accordance with Article XX of the HLAA Bylaws, the chapter and its members (i) support the HLAA Mission Statement; (ii) abide by HLAA policy regarding elections of members to the HLAA Board; (iii) follow legal guidelines for use of “HLAA” and “Hearing Loss Association of America” and its predecessor name of “Self Help for Hard of Hearing People” and “SHHH” under United States trademark and copyright laws; (iv) do not, by or on behalf of the chapter or HLAA, engage in lobbying for legislation, contribute to political campaigns, or take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code; and (v) acknowledge that recognition of the chapter by HLAA is subject to revocation.

(c) The chapter will designate one or more regular members of the chapter to serve as a delegate(s) at the HLAA National Convention and, to the extent funds are available and requested, cover related expenses including registration, travel, and transportation costs.

(d) Every six months, or upon request, the chapter shall submit a report covering chapter development, activities, and finances to the Chapter Operations staff member of the HLAA national office.

Section 3- Purpose: To implement the mission, objectives, and programs of the HLAA in the geographical area served by the chapter. The functions of the HLAA are delineated in Article IV of the HLAA Bylaws.

Section 4-Membership: Regular Members of the chapter who have paid annual dues will have voting rights. Associate members who wish to support the functions of the HLAA and the chapter but have not paid chapter dues will not have voting rights. Associate membership requires approval of the chapter Executive Committee.

Section 5-Dues and Finances: (a) The amount of annual minimum dues payable to the chapter by regular and associate members and the time at which they are payable is determined by the Executive Committee.

(b) Operating expenses of the chapter are financed by donations and through chapter activities, such as membership dues, a newsletter subscription, donations and fund raising events.

(c) Members are entitled to reimbursement of expenses incurred on behalf of the chapter provided that the proper prior approvals (as determined by the Executive Committee from time to time) have been obtained. If prior approval is not obtained, reimbursement shall be at the discretion of the Treasurer and President.

Section 6-Executive Committee: (a) The chapter is governed by an Executive Committee consisting of at least 4 and no more than 9 Regular Members of the chapter. Within these limits, the Executive Committee may increase or decrease the number of members, including for the purpose of staggering the terms of members. The functions and activities of the chapter are managed by the Executive Committee.

(b) Members of the Executive Committee will consist of the Officers described in Section 7 and, for the sake of continuity, the Immediate Past President, the Program Chairperson and the Co-Founders of the Chapter. Other members may be elected by the voting members of the chapter at the annual meeting convened in January of each year. The terms may be for one or two years as determined by the Executive Committee.. Members may serve terms in succession.

(c) Meetings of the Executive Committee shall be held at times and places determined by the Chair who shall provide timely notice of the meetings to members of the committee.

(d) Vacancies on the Executive Committee due to resignation, death, or removal shall be filled by the committee for the balance of the term of the member being replaced.

(e) Any member of the Executive Committee may be removed with or without cause when in the judgment of the committee the best interests of the chapter would be served by the removal.

Section 7- Officers: (a) The officers of the chapter shall be a President, a Vice President, a Treasurer, and a Secretary. The officers are chosen by the membership biennially. Each officer shall serve a 2-year term of office and may serve a maximum of two consecutive terms in the same office. The terms of the President and Secretary shall expire in even years and those of the Vice President and Treasurer in odd years. The Executive Committee may also appoint a Vice-Chair and other officers deemed expedient to carry out the functions of the chapter. Officers shall be HLAA members during their terms in office. Except for the President's, any of the duties of particular officers listed below may be delegated to other officers by the President as circumstances warrant.

(b) The President shall serve as Chair of the Executive Committee shall preside at all meetings of the committee and appoint the chairs of all committees. The Chair shall be an ex officio member of all committees except the nominating committee. The Chair shall call all special meetings of the Executive Committee, sign all official documents on behalf of the chapter, and perform other duties that are incident to the office. The Chair shall serve as the primary liaison to the HLAA national office.

(c) The Vice President shall assist the President and, in the absence of the President or his/her inability to perform their duties, shall assume all duties of the President.

(d) The Treasurer shall be the custodian of all funds of the chapter and be the disbursing agent of the chapter. The Treasurer shall be responsible to maintain complete and accurate financial records of the chapter, provide a monthly financial report to the Executive Committee, prepare a chapter budget for approval annually at the Executive Committee meeting in November of the preceding year, and present a report of the financial condition of the chapter at the annual meeting in January.

(e) The Secretary shall keep accurate and complete minutes of meetings of the Executive Committee and meetings of the chapter membership, including electronic copies of CART transcripts. The Secretary shall be the custodian of all chapter records and files, including a list of the names and addresses of regular and associate members. The Secretary shall handle chapter correspondence, including email messages, and perform such other duties that may be assigned by the Executive Committee Chair.

(f) Each officer, upon the expiration of his or her term, shall ensure a smooth transition of leadership by conveying to his or her successor all files and records in that respective officer's custody.

(g) The chapter will notify the Chapter Operations staff member of the HLAA national office of all changes in officeholders promptly after such changes are made.

Section 8-Committees: (a) The Executive Committee has the power to establish and dissolve committees deemed necessary to accomplish the purposes and activities of the chapter. The Executive Committee may establish the scope of responsibility and any limitations on the functions of committees as appropriate.

(b) The Chair of the Executive Committee shall appoint chairpersons for each committee. Members of committees, in an appropriate number, are selected by the respective chairperson in consultation with the Chair of the Executive Committee. The Chair of the Executive Committee shall be an ex officio member of every committee except the nominating committee.

(c) Nominations of members of the Executive Committee shall be made by a Nominating Committee whose chair is appointed by the Chair of the Executive Committee. Two or more additional members of the nominating committee shall be selected by the committee chairperson

with the approval of the Chair of the Executive Committee. The nominating committee shall nominate one candidate for each Officer position and/or vacancy on the Executive Committee. Selections of the nominating committee shall be reported to the Executive Committee and disseminated to regular (voting) members of the chapter as part of the notice of the meeting at which the election is being held.

Section 9- Meetings: The frequency of regular meetings of the chapter shall be determined by the Executive Committee. Timely written notice of the meeting shall be transmitted to all regular and associate members of the chapter by suitable methods of delivery.

(b) In addition to regular meetings, the chapter shall hold an annual meeting each year in January (or such other time as determined by the Executive Committee) for the purpose of electing, as required by resignations or expiring terms, new Officers and members to the Executive Committee and to review the Treasurer's report of the financial condition of the chapter. Determination of the time and place of the meeting and notice to chapter members shall be the same as for a regular meeting.

(c) Special meetings of the chapter may be called by the Executive Committee.

(d) A quorum for an annual meeting or special meeting shall be a total of 25% of the regular membership in good standing. Proxy votes shall not be allowed or counted.

Section 10- Miscellaneous:

(a) Fiscal Year. The fiscal year of the chapter shall begin annually on January 1.

(b) Conflicts of Interest. No member of the chapter shall receive any earnings or pecuniary profits from activities of the chapter. Specifically, no hearing health related business may be conducted by members of the chapter in connection with chapter functions or activities. Notwithstanding, members may be paid reasonable compensation for services rendered or the reasonable value of goods sold to or for the chapter in carrying out its valid purposes.

(c) Dissolution. Upon dissolution, the Executive Committee shall, after paying or making provision for payment of all liabilities of the chapter, transfer all assets to the HLAA National office.

Section 11-Amendments: These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Executive Committee but shall not take effect until approved by a majority of the Members voting at the next Annual or Special Meeting of the Membership.

Section 12-Adoption: Adopted by the Executive Committee by resolution and vote on February 8, 2020. Adopted by a vote of the Membership on February 15, 2020.