

Hearing Loss Association of North Carolina

BYLAWS

ARTICLE ONE

Name And Status

The name of the association, as incorporated under the laws of North Carolina, is North Carolina Self Help For Hard of Hearing People, Inc., We have agreed (but have not yet notified the North Carolina Secretary of State officially) to change the name to ***Hearing Loss Association of North Carolina***, also referred to as HLA-NC throughout this document. The Corporation shall be located in State of North Carolina. This state association is organized in compliance with the guidelines established by the National Board of Trustees of Self Help for Hard of Hearing People, Inc. on November 13, 1993.

The association is a non-profit, non-sectarian educational organization devoted to the welfare and interests of people in North Carolina who cannot hear well.

ARTICLE TWO

Purposes

The purposes of HLA-NC are to:

- A. Provide a focal point in the State for identifying the needs of hard of hearing people in North Carolina and address those needs through discussions with other organizations seeking common ground for recommendations or action.
- B. Promote programs to make hearing loss an issue of State concern by educating the public about such loss and supporting activities for its prevention.
- C. Provide education for persons with hearing loss, their families and friends on how best to cope with the condition.
- D. Engage in free and open communication with all concerned with hearing loss and in finding a common basis of mutual respect and understanding.
- E. 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.

ARTICLE THREE

Functions

The functions of HLA-NC are:

- A. To coordinate the efforts of HLA-NC Chapters and Groups, at the State level:
 - 1. To increase networking among hard of hearing people in the state of North Carolina.
 - 2. To provide educational opportunities for people who are hard of hearing by organizing periodic State meetings and/or conferences.
- B. To provide assistance and help increase membership for HLA-NC Chapters and Groups.
- C. To enhance national HLAA development through increasing national membership within North Carolina.
- 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 North Carolina.
- F. To develop and promote methods of financial support that will allow some portion of funds raised, earned, or otherwise acquired be provided to Hearing Loss Association of America.
- G. To cooperate with and provide such assistance as possible to Hearing Loss Association of America in promoting special events (such as Founder's Day) that focus on fund-raising for HLAA.

The association may involve itself in other activities, which are relevant to hard of hearing people in the State of North Carolina. These activities may include but are not restricted to State conventions, workshops, fund raising activities, and public service activities.

ARTICLE FOUR

Membership

All members of good standing of Hearing Loss Association of America (HLAA) residing in North Carolina, as determined by a listing made available to HLA-NC by HLAA in good time shall be considered General Members of HLA-NC. Other General Members may be admitted and shall have such rights and privileges as are set forth by these bylaws and by the Board of Trustees.

- A. Revocation of membership: The HLA-NC Board of Trustees may terminate the privileges of any member who has failed to remain in good standing.
- B. Reinstatement of membership: The president of HLA-NC, subject to the review of the Board of Trustees, may reinstate any former members provided such persons are willing to abide by the conditions of membership.
- C. Dues: Individual membership dues, except to Hearing Loss Association of America, shall not be a condition of membership in HLA-NC.

ARTICLE FIVE

Board of Trustees

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

The Board of Trustees shall consist of a minimum of nine (9), but not more than three times as many members representing Chapters and Groups as there are HLA-NC Chapters & Groups in North Carolina, plus one (1) parent of a Hard of Hearing child, plus one (1) representative from the Division of Services for the Deaf and Hard of Hearing, and up to five (5) Trustees at Large. Those elected shall serve on the Board as Voting Trustees. They shall each hold office for three years, staggered terms as described below.

- A. Vacancies: The Board of Trustees shall determine anticipated vacancies and request that the Nominating Committee propose sufficient candidates to fill the vacancies.
- B. Meetings: The Board of Trustees shall meet quarterly at such time and place as determined by the President.
- C. Members of the Board of Trustees:
 - 1. At least two-thirds of the trustees shall be people who are hard of hearing.
 - 2. Members of the HLA-NC Board of Trustees who reside within the state of North Carolina shall automatically serve on the Board of Trustees with full voting privileges.
 - 3. Each HLA-NC Chapter or Group in North Carolina is encouraged to recommend one or more members to stand for election to the Board, chosen to represent the diversity of interests of HLA-NC, and appointed for three year (staggered) terms.

4. The State Chapter Coordinator, appointed by Hearing Loss Association of America, will automatically serve as a Trustee of the Association with full voting privileges.
 5. The Board of Trustees shall ensure that one or more other Trustees represent HLA-NC members residing in North Carolina who do not have access to, or are not members of, North Carolina Chapters or groups.
 6. Members-at-Large (those who are not members of HLA-NC groups or chapters) are encouraged to stand for election to the Board.
- D. A notice or newsletter calling for HLAA members interested in serving on the Board must be circulated to all National HLAA members who reside in North Carolina before elections take place.
- E. Each Chapter or Group in North Carolina may be represented by at least one (1) Trustee, proposed by the President of the Chapter or group and approved by the HLA-NC Board of Trustees. A relatively even balance of members among Chapters and groups shall be maintained.

ARTICLE SIX

OFFICERS

The Board of Trustees shall elect at least four (4) officers of the Association including a President, Vice President, Secretary, and Treasurer. The immediate Past President shall also serve as an officer. All officers must be Trustees.

A. President:

1. The president shall be the principal elective officer of the Association, shall preside at meetings of HLA-NC, and at other times deemed appropriate, and shall be a member ex officio, with right to vote, of all committees except the nominating committee.
2. She or he shall also, at the annual meeting of the Association and as such other times as she or he shall deem proper, communicate to the Association or its Board of Trustees such matters and make such suggestions as may (in her or his opinion) promote the welfare and increase the usefulness of the Association.
3. The president shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Trustees

B. Vice President:

1. The vice president shall assist the president in the discharge of her or his functions and in her or his absence or temporary disability shall perform the duties and exercise the powers of the president.

C. Secretary:

1. The secretary shall be responsible for keeping accurate minutes of the proceedings of the meetings of the Board of Trustees and the Executive Committee. A Secretary's Report shall be presented to the members as directed by the Board of Trustees.

2. The secretary shall be responsible for handling all correspondence.

D. Treasurer:

1. The treasurer shall be responsible for the custody of all HLA-NC funds and securities, for full and accurate accounts of the receipts and disbursements, for depositing all moneys and other valuable effects in the name of and to the credit of HLA-NC in depositories specified by the Board of Trustees; and, for the distribution of funds within limits prescribed by the HLA-NC budget.

2. She or he shall render to the president and the Board of Trustees at its regular meetings, or whenever the Board may require, an account of all transactions and the financial condition of the Association. The treasurer may appoint one (1) or more assistant treasurers, to perform such duties as the treasurer may delegate.

3. At the discretion of the Board of Trustees, the treasurer shall be bonded in such manner as is satisfactory to the Board conditioned upon the faithful performance of her or his duties and for the restoration to the Association, in case of her or his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of any kind in her or his possession or under her or his control belonging to the Association.

E. Past President:

1. Upon completion of his/her term as president, the immediate past president shall perform those duties and functions delegated by the president.

F. State Chapter Coordinator:

1. The State Chapter Coordinator may not serve as an officer in HLA-NC.

2. The State Chapter Coordinator, shall be appointed by Hearing Loss Association of America to serve as a coordinator between the HLAA National Office and Chapters/Groups of HLA-NC. The individual serving in this position shall be

responsible for the general flow of information between all HLA-NC affiliates, providing input to HLA-NC as well as to all HLA-NC affiliates within North Carolina on matters relating to Hearing Loss Association of America positions, policies, goals, and objectives.

3. The State Chapter Coordinator shall serve as a member of the HLA-NC Executive Committee and shall have a vote in all matters.

ARTICLE SEVEN

Committees

Committees, standing or special, shall be appointed by the President, as the Executive Committee shall from time to time deem necessary, to carry on the work of the Association.

A. Nominating Committee and Elections:

1. The Nominating Committee shall be appointed yearly by the President at or before the first quarterly Executive Committee meeting.

2. This Committee shall consist of not more than seven (7) nor fewer than three (3) members of the Board of Trustees or members in general of whom at least two-thirds shall be current or past members of the HLA-NC Board of Trustees. Current officers may not serve on this committee.

3. Nominating Committee member's term shall end at the time of the next annual meeting. No member shall serve more than three (3) consecutive terms on the Nominating Committee, nor more than two (2) consecutive terms as the Committee chair.

4. The Nominating Committee shall:

a. Prepare a slate of candidates to fill anticipated vacancies on the Board of Trustees to be elected by vote of the general membership at the next annual General Membership meeting.

b. Prepare a slate of officers to be elected by the Board of Trustees at the next annual meeting.

c. Notify all state HLA-NC groups and chapters that each is encouraged to promote at least one (1) candidate for election to the HLA-NC Board of Trustees.

d. Notify all members of HLA-NC that each is entitled to stand for nomination as a Trustee and to vote for Trustees to fill vacant positions.

e. Prepare a slate of candidates to fill anticipated vacancies on the Board of Trustees based on nominating suggestions received either from HLA-NC Chapters, Groups, and at-large members.

f. Publish (or send directly to all HLA-NC members) an annual written notice of election that provides instructions on how to participate in the nominations and election of Trustees and how to obtain an absentee ballot.

B. Executive Committee:

1. The Executive Committee shall consist of the officers of the Association elected by the Board, and may include the chairs of any other committees appointed by the President. The State Coordinator shall serve on this committee.

2. The Executive Committee shall act for and discharge the functions of the Board of Trustees between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLA-NC. The Executive Committee shall keep minutes of its actions and shall report regularly to the Board.

3. The Executive Committee shall meet as directed by the chair.

C. Terms of Appointment.

1. Officers shall be elected by a simple majority of the Board of Trustees and shall hold office for a term of one (1) year.

2. The terms of tenure for trustees normally shall be three (3) years, with one-third of the total elected members to be elected annually. Exceptions may be approved by the Board. Each trustee shall serve until his or her successor has been duly elected or appointed.

3. No officer shall serve more than two (2) consecutive full terms in the same capacity. Trustees may be re-elected without limit.

D. Vacancies:

1. Any vacancies on the Board of Trustees that occur between Board elections may be filled in the interim by the President of the Board subject to the approval of the majority of the remaining trustees at their next official meeting.

2. Any vacancy among the officers may be filled in the interim by the highest ranking officer remaining (in the order of president, vice-president, secretary, treasurer, and past president) subject to the approval of the majority of the Trustees at their next official meeting.

E. Meetings of the Board:

1. There shall be at least two (2) scheduled meetings of the Board each year at such times and places as directed by the chair and subject to the approval of the entire Board. Special meetings of the Board may be called by the chair. The last meeting of the year shall be the Annual Meeting, and shall be open to the membership of HLA-NC. Other meetings may be open as determined by the Executive Committee.
2. Advance notice of regular and special meetings of the Board shall be provided to all trustees not later than thirty (30) days prior to the scheduled meeting time. Advance notice of the Annual Meeting shall be made to all Chapters and Groups and HLA-NC members no later than sixty (60) days prior to the scheduled meeting date.
3. Special meetings 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 first class mail, or on forty-eight (48) hour notice delivered personally or by telephone or by e-mail or telegraph.
4. The Annual Meeting shall be held at approximately the same time each year. Notice shall be provided to all HLA-NC General Members not later than sixty (60) days prior to the scheduled meeting time. Chapters in general, Groups in general, and members of the HLA-NC Board of Trustees shall also receive written notice of this meeting.
5. A simple majority of the Board members present shall constitute a quorum at all regular and special meetings of the Board.

F. Removal from the Board:

1. Any member of the Board of Trustees, including officers, may be removed from the Board for failure to comply with the responsibilities noted in these bylaws or for engaging in conduct deemed by the other trustees on the Board to be detrimental. In addition, any member of the Board of Trustees who is unable to attend a meeting, shall by telephone call or written correspondence addressed to the president or secretary, state the reason for the absence. If a trustee is absent from two (2) or more consecutive meetings for reasons the Executive Committee has failed to declare sufficient, his or her resignation shall be deemed to have tendered and accepted.
2. Individual Board members shall have the right to present signed grievances in writing for action and decision by the full Board of Trustees. The matter will be included on the agenda at the next regularly scheduled 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 to investigate the grievance and provide a written report with recommendations at the next regularly scheduled Board Meeting. No officer shall serve on this special committee of three.

G. Compensation:

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

H. Bonding:

At the direction of the Board of Trustees, any officer, trustee or employee of HLA-NC may furnish, at the expense of HLA-NC, a fidelity bond, in such sum as the Board shall prescribe.

I. Conflict of Interest:

Trustees and administrative officials shall disclose in writing to the Board of Trustees any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with HLA-NC and/or other HLA-NC affiliates, or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation with an organization will be considered to exist when a trustee or administration official or member of his/her immediate family or close relative is an officer, director, trustee, 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 dealings with organization.

J. 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 of Trustees to advise the presiding officer at Board or 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.

ARTICLE EIGHT

Financial

A. The fiscal year of the Association shall commence on the first day of January and shall end on the last day of December. There will be no regular dues. Funding shall be by means of voluntary donations, grant solicitation, and/or special money raising projects.

B. The Association may choose to have a seal of such design as the HLA-NC Board of Trustees may adopt.

C. 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 HLA-NC.

D. In the event of dissolution, any residual assets of the organization will be turned over to Hearing Loss Association of America or, in the event that Hearing Loss Association of America no longer exists, to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE NINE

Grievance procedures

A. Trustees, officers, committee members, and general members of the Association and/or groups of members of the Association shall have individual and group rights to present signed or unsigned grievances in writing for action and decision by the Board. The matter shall be included on the agenda at the next scheduled Board meeting.

B. 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 scheduled meeting. No officer or Trustee shall serve on the committee. Approval of the special committee recommendations will be binding on the State Association officers, with the proviso that any action may be deferred pending appeal to the Executive Committee of Hearing Loss Association of America.

ARTICLE TEN

Amendments to the Bylaws

A. Proposal and Approval of Amendments

1. Amendments to these bylaws may be made by a motion by any member of the HLA-NC Board of Trustees at any regularly scheduled board meeting.

2. Proposed amendments to the bylaws may be approved and ordered implemented on the approval of two-thirds of the voting members of the Board of Trustees at any official meeting of the Board. Voting on a proposed amendment shall not take place until the next regularly scheduled meeting of the Board. The general membership as well as members of the HLA-NC Board of Trustees, shall receive notice of any proposed

amendment to the HLA-NC bylaws, and be allowed to offer input before a vote may be taken.

B. Submission to Hearing Loss Association of America.

Adoption of proposed amendments to these bylaws shall require approval of two-thirds of the voting members of the HLA-NC Board of Trustees at any official meeting of the Board, but will not take effect without the approval of the State Association Committee of the Hearing Loss Association of America Board of Trustees to determine whether proposed changes are not in conflict with the Hearing Loss Association of America constitution, bylaws, and policies.

ARTICLE ELEVEN

Standing Rules

HLA-NC 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 Association's needs relative to meeting time, meeting place, and meeting frequency. Standing rules may be changed by the Executive Committee of HLA-NC without amendment to the bylaws.

As approved, through January 7, 2007.