



CHAPTER BYLAWS

I. NAME:

- A.** The name of this Chapter is Hearing Loss Association of America Kentuckiana Chapter (HLAAKC), P.O. Box 6372, Louisville, Kentucky 40206. Hearing Loss Association of America Kentuckiana Chapter will be referred to as "HLAA Kentuckiana Chapter", "HLAAKC" and/or the "Chapter".

II. AFFILIATION:

- A.** The Chapter is part of the Hearing Loss Association of America ("HLAA").
1. As such the Chapter is governed by Article XX of the Bylaws of the HLAA.
 - a. 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. The Chapter supports the HLAA Mission Statement.
 - c. The Chapter abides by HLAA policy regarding elections of members to the HLAA Board.
 - d. The Chapter follows legal guidelines for use of "HLAA" and "Hearing Loss Association of America" and its predecessor name of "Self Help for Hard of Hearing People, Inc." and "SHHH" under United States trademark and copyright laws.
 - e. The Chapter does 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.
 - f. The Chapter acknowledges that recognition of the Chapter by HLAA is subject to revocation.
 2. The Chapter will designate one or more regular members of the Chapter to serve as delegates at the HLAA National Convention and, as funds allow, cover related expenses including registration, travel and transportation costs.
 3. 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 and/or to the HLAA Kentucky Chapters Coordinator.

III. PURPOSE:

- A.** 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 III of the HLAA Bylaws.

IV. MEMBERSHIP:

- A.** Membership is open to any person who is interested in the objectives and functions of HLAA and HLAACKC.
- B.** There are two classes of membership.
 - a. Regular members of the Chapter, who have voting rights, must be regular members of the HLAA.
 - b. Associate members who wish to support the functions of the HLAA and the Chapter but are not HLAA members and do not have voting rights. Associate membership requires approval of the Chapter officers.
- C.** Membership is not required for attendance of Chapter events.

V. 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 are determined by the Chapter Governing Board.
- B.** Operating expenses of the Chapter are financed by donations and through Chapter activities, such as membership dues, a newsletter subscription, and walk proceeds.
- C.** Members are entitled to reimbursement of expenses incurred on behalf of the Chapter.

VI. GOVERNING BOARD:

- A.** The Chapter is governed by a Governing Board consisting of at least four (4) and no more than fifteen (15) regular members of the Chapter. Within these limits, the Governing Board may increase or decrease the number of members. The functions and activities of the Chapter are managed by the Governing Board.
- B.** The four (4) officers of the Governing Board are elected by the voting members of the Chapter at the annual meeting convened in September of each odd year. The terms shall be for two years, starting January 1 of the following year with approximately half of the members ending their terms each year. Members may serve terms in succession, but may not serve more than eight consecutive years.
- C.** Meetings of the Governing Board shall be held at times and places determined by the Governing Board who shall provide timely notice of the meetings to all members.
- D.** Vacancies on the Governing Board due to resignation, death, or removal shall be filled by the Governing Board for the balance of the term of the member being replaced.
- E.** Any member of the Governing Board may be removed with or without cause when in the judgment of the Governing Board the best interests of the Chapter would be served by the removal.
- F.** A quorum for a Governing Board meeting shall be a total of 40% of the Governing Board.

VII. OFFICERS:

- A.** The officers of the Chapter shall be a President, Vice President, Treasurer, and Secretary. The officers are chosen by the voting members of the Chapter annually. Each officer shall serve a 2-year term of office and may serve a maximum of two consecutive terms in the same office. The Governing Board may also appoint other officers deemed expedient to carry out the functions of the Chapter. Officers shall be HLAA members during their terms in office.

- B.** The President shall preside at all meetings of the board and appoint the chairs of all committees. The President shall be an ex officio member of all committees except the nominating committee. The President shall call all special meetings of the Governing Board, sign all official documents on behalf of the Chapter, and perform other duties that are incident to the office. The President shall serve as the primary liaison to the HLAA national office.
- C.** The Vice-President shall assist the President in all duties. The Vice President shall temporarily perform the duties of the President when s/he is absent or disabled. The Vice-President shall be an ex-officio non-voting (except for committees chaired) member of all committees except the Nominating Committee.
- 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, file the 990-N by May 15, provide a monthly financial report to the Governing Board, prepare a proposed Chapter budget for approval annually for the Governing Board early in September, and present a report of the financial condition of the Chapter at the annual meeting in September.
- E.** The Secretary shall keep accurate and complete minutes of meetings of the Governing Board and meetings of the Chapter membership, including electronic copies of CART transcripts if available. 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 President.
- F.** Each officer, upon the expiration of his/her term, shall ensure a smooth transition of leadership by conveying to his/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 and/or the HLAA Kentucky Chapters Coordinator of all changes in officeholders or chairs promptly after such changes are made.

VIII. COMMITTEES:

- A.** The Governing Board has the power to establish and dissolve committees deemed necessary to accomplish the purposes and activities of the Chapter. The Governing Board may establish the scope of responsibility and any limitations on the functions of committees as appropriate. The committee chairs shall be a part of the Governing Board.
- B.** The President shall appoint chairpersons for each committee. Members of committees, in an appropriate number, are selected by the respective chairperson in consultation with the President. The President shall be an ex officio member of every committee except the nominating committee.
- C.** Nominations of officers shall be made by a nominating committee whose chair is appointed by the President. Two additional members of the nominating committee shall be selected by the committee chairperson with the approval of the President. The nominating committee shall nominate one candidate for each officer vacancy. Selections of the nominating committee shall be reported to the Governing Board and disseminated to regular (voting) members of the Chapter as part of the notice of the meeting at which the election is being held.

IX. MEETINGS:

- A.** Regular educational meetings of the Chapter shall be held each month at a time and place determined by the Governing Board, including the months of March, June, September, and December when a social, fundraiser or annual meeting shall be planned. 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 lieu of a regular Chapter meeting, the Chapter shall hold an annual meeting each year in September for the purpose of electing new officers to the Governing Board and to go over the Treasurer's report of the financial condition of the Chapter. Determination of the time and place of the meeting and notice to voting members shall be the same as for a regular meeting.
- C.** Special meetings of the Chapter may be called by the Governing Board.
- D.** A quorum for an annual meeting or special meeting shall be a total of 25% of the voting membership in good standing and in attendance. Proxy votes shall not be allowed or counted.

X. 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 Governing Board shall, after paying or making provision for payment of all liabilities of the Chapter, transfer all assets to the HLAA national office.

XI. AMENDMENTS:

- A.** These Bylaws, may be amended, altered, repealed, or restated by a total of 75% vote of the Governing Board.

XII. ADOPTION:

- A.** Adopted by the voting membership by resolution and vote on June 1, 2017.

ADDENDUM:

FOLLOWING ARE THE ARTICLES FROM HLAA BYLAWS REFERRED TO ON PAGE ONE

B. ARTICLE III. PURPOSES

a. Page 5

C. ARTICLE XX. CHAPTERS

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ARTICLE III. PURPOSES

3.1. The purpose of HLAA is to:

- A.** Enable people with hearing loss and their families to meet the challenge of hearing loss and to participate in the mainstream of an enlightened society through information, education, advocacy and support, in furtherance of the provisions of the Articles of Incorporation of this organization.
- B.** To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth above in paragraph (A) of this Article III.
- C.** No part of the net earnings of the organization shall inure to the benefit of any director, or officer of the organization, or to any other private individual, except that reasonable compensation may be paid for services rendered to or for the organization in carrying out its purposes. No director, or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization. Except as authorized by Section 501(h) of the Internal Revenue Code of 1986, as amended ("the Code") and a proper election filed thereunder, no substantial part of the activities of the organization shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office, whether by the publication or distribution of statements or otherwise. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, nor shall the organization engage in any year in which it may be a "private foundation", as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) and 4943(c) of the Code, or do any act, or fail to do any acts which will result -2- #18711938 v4 in the imposition of tax on the organization under Sections 4942, 4944, or 4945 of the Code. Upon dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.
- D.** The organization shall have such powers as are now or may hereafter be granted by the not for profit laws of the State of Maryland, but shall exercise such powers only within the restrictions set out above.

ARTICLE XX. CHAPTERS

An essential part of the HLAA organization are its Chapters which are located throughout the United States. To assist in the development of new Chapters and provide guidance to the Board and the Chapters, this Article XX shall govern those relationships.

20.1 EXISTING CHAPTERS. All authorized local entities shall be Chapters governed by the provisions of this Article XX.

20.2. NEW CHAPTERS. The Board may itself or by delegation of authority enter into an agreement granting recognition as a local chapter ("Agreement") to an entity (i) that identifies at least four members of the entity and the community(ies) or area(s) which it serves, (ii) that applies for recognition in writing signed by one of its members, (iii) which agrees to the essential ingredients of the Chapter's relationship with HLAA set forth in Section 20.03 of this Article.

20.3. ESSENTIAL INGREDIENTS OF CHAPTER'S RELATIONSHIP WITH HLAA. The essential ingredients of a local Chapter's relationship with HLAA are:

- (i) the Chapter and HLAA mutually support the HLAA Mission Statement,
- (ii) the Chapter abides by HLAA policy regarding documents with regard to election of members of the Board,
- (iii) the Chapter follows legal guidelines for use of "HLAA" and "Hearing Loss Association of America" and its predecessor name of Self Help for Hard of Hearing People, Inc. and "SHHH" under United States trademark and copyright laws,
- (iv) the Chapter does not engage in lobbying for legislation, make contributions to political campaigns or take other action in a manner that jeopardizes the tax exempt status of their organization or of HLAA under Section 501(c)(3) of the Internal Revenue Code, and
- (v) recognition of the Chapter by HLAA is subject to revocation as provided in Section 20.04 of this Article.

20.4. REVOCATION OF RECOGNITION OF A CHAPTER BY HLAA. The recognition of a Chapter by HLAA may be revoked at the discretion of the Board for violation of or failure to comply with the requirements of Section 20.3 of this Article