



Mission Statement

Improve the quality of life for Floridians with some degree of hearing loss through public awareness about its complexities and diversity through innovative solutions.

ARTICLE 1: Name, Purpose, and Functions

1 – NAME

The official name under Article of Incorporation under the state of Florida Nonprofit Corporation Act a 501(c)(3) organization shall be Hearing Loss Association of Florida, Inc. (hereafter referred to as "HLAA-FL). The corporation shall be located and maintained in the State of Florida in compliance with the guidelines established by the National Board of Trustees of the Hearing Loss Association of America, hereinafter referred to as "HLAA".

PURPOSE

The purpose of HLAA-FL as a nonprofit corporation as described in the General Corporation Law of the State of Florida is organized and shall be operated exclusively for charitable, scientific, educational and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance of such purposes, shall act as a clearinghouse and vetting mechanism for information, referrals, and subject matter expertise in order to accomplish the mission of HLAA-FL.

FUNCTIONS

The functions of HLAA-FL shall be to:

- Serve as an extension of HLAA to make hearing loss an issue of concern by promoting the HLAA philosophy of self-help while specifically addressing access, advocacy, awareness, and education.
- Educate people with hearing loss, their families, coworkers, teachers, hearing health care providers, industry, government, and others about hearing loss and its impact.
- Advocate for communication access with state legislators, public agencies, and private corporations.
- Promote public and private programs that provide accommodations allowing people with hearing loss to participate effectively in the mainstream of society.
- Establish working relationships with professionals and professional organizations in the hearing healthcare field in Florida.
- Provide general support to chapters that enable opportunities to increase awareness about hearing loss within the local community.

- Provide representation upon request on official state bodies dealing with issues relevant to hearing loss people, and support issues that enhance the wellbeing of those dealing with hearing loss, when promulgated by these state bodies.

ARTICLE II: MEMBERSHIP

- A. All Florida residents who are members in good standing of the HLAA, and who are legal and permanent residents of the State of Florida, shall be considered members of HLAA-FL, with full voting privileges.
- B. Individual membership dues except that of HLAA shall not be a condition of membership
- C. Revocation of Membership
HLAA-FL may terminate the privileges of any member of HLAA-FL who has failed to remain in good standing in accordance to the HLAA conditions of membership.
- D. Voting
A member must have been a member of HLAA-FL for thirty (30) days, prior to the Annual Meeting. A simple majority of the votes cast shall determine all question presented to the membership and shall carry all elections unless a greater portion of the vote is specifically required in these By-laws. No member shall be permitted to vote by proxy.
- E. Reinstatement
The President of HLAA-FL, subject to the review of the Executive Committee, may reinstate any former member provided such persons agree to abide by the condition of membership.
- F. Meetings
Section 1 Annual Meeting
 - a. Members shall be notified of an annual meeting to be held in person or by a electronic video meeting at approximately the same time each year at a date, time, and place to be determine by the executive committee.
 - b. Notice of the annual meeting will be mailed or emailed to all HLAA-FL members residing in Florida, Individual Chapters of Florida, no later than 30 day prior to the schedule meeting date.
 - c. Ten members present at an annual meeting shall constitute a quorum for general membership for the transaction of business

ARTICLE III: GOVERNANCE

Section 1: EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of at least five (5) members. But not more than eleven (11) members, including the HLAA-FL appointed State Chapter Coordinator, the immediate past president and the elected President, Vice President, Recording Secretary, and Treasurer, with remaining members filled by Trustees. All members of the Executive Committee are required to maintain personal, electronic mail capabilities.

- b. At least two -thirds of the Executive Committee shall be persons with a hearing loss
- c. The Immediate past president and the State Chapter Coordinator residing in the state of Florida, shall automatically serve on the Executive Committee with full voting privileges in addition to elected members of the board of Trustees.

Section 2: Powers of Executive Committee

- a. Between annual meetings, matters of policy, management and control of all committees shall be vested in the Executive Committee. In the discharge of its duties, the Executive Committee shall have the following specific powers without limitations by reason of such enumeration:
 - 1. To promote the general purpose of HLAA-FL as express in the By-Laws.
 - 2. To manage, safeguard and control the property, business, and financial affairs of HLAA-FL and to prepare the budget.

Section 3: Officers

The officers of the HLAA-FL shall be President, Vice president, Recording Secretary, Corresponding Secretary, Treasurer and State Chapter Coordinator.

In the absence of any elected officers, the organization shall be governed by a Special Governing Committee.

A. President

The President shall be the principal elected officer of the Executive Committee and the full Board of trustees. He/She shall preside at annual meeting, Executive Committee, and all other meetings of HLAA-FL. The President shall be an Ex-officio member of all committees with the right to vote, except the Nominating Committee.

He/She shall also at other times deemed appropriate, communicate to members and to the Executive Committee such matters and suggestions which in his/her opinion promote the welfare and increase the usefulness of the Association. He/She shall perform other necessary duties incident to the office of President or which are prescribe by the Executive Committee.

The President shall designate a member of the HLAA-FL and indicate in written form that such a person may serve as HLAA-FL Representative on visits to or in other capacities on official matters.

B. Vice -President

The Vice-President shall assist the President in the discharge of the President's functions and in His/her absence or temporary disability shall perform the duties and exercise the powers of the President.

C. Recording Secretary

The Recording Secretary shall be responsible for the keeping accurate minutes of the proceedings of the meetings of HLAA-FL and the Executive Committee and shall make a report to the members as directed by the Executive Committee.

The Recording Secretary shall be responsible for providing a copy of the minutes of the meeting and of other pertinent matters to the HLAA-FL after approval by the Executive Committee.

D. Corresponding Secretary

The Corresponding Secretary shall be responsible for handling all correspondence. Response to all correspondence on behalf of HLAA-FL. Note: It is acceptable for one person to be elected as both Recording and Corresponding Secretary, if they so agree, should only one person be available for the nomination for Secretary Position. In this case said person shall be responsible for both matters of duties.

E. Treasurer

The Treasurer shall be responsible for the custody of all HLAA-FL funds and securities, full and accurate accounts of the receipts and disbursements, depositing all monies and other valuable effects in the name and to the credit of HLAA-FL in depositories specified by the Board, and the distribution of funds within limits prescribed by the HLAA-FL budget. He/she shall render to the Executive Committee at each regular meeting, an account of all transactions and the financial condition of the HLAA-FL.

The Treasurer shall submit all financial summaries as required by the Florida Department of Agriculture and Internal Revenue Service (IRS)

Upon resignation, retirement, or removal from office, shall assure restoration to HLAA-FL of all books, papers, vouchers, money, and other property of any kind in his/her possession or under his/her control belonging to HLAA-FL.

F. State Chapter Coordinator

The State Chapter Coordinator (SCC) shall be appointed by HLAA with input from the HLAA-FL Executive Committee, to serve as a liaison between Florida Chapters/Self Support Groups and HLAA.

1. SCC is responsible for the general flow of information between HLAA-FL and its Chapters. Providing input to HLAA-FL as well as to all recognized chapters on matters related to HLAA positions, policies, goals, and objectives.
2. SCC shall aid whenever possible to individual members of HLAA-FL who desire to develop chapters, as well as to previously recognized chapters.
3. The SCC shall serve as a member of the Executive Committee and shall have a vote in all matters.
4. There is no term limit for the SCC.

ARTICLE IV: EXECUTIVE COMMITTEE

A. Composition

The Executive Committee shall consist of the primary officers of HLAA-FL elected by current members of HLAA-FL present during the annual meeting held in the month of October of each year.

B. Duties

The Executive Committee shall act for and discharge the functions of the Association between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLAA-FL by use of meetings and voting procedures.

C. Meetings

HLAA-FL Executive Committee shall meet a Maximum of four (4) times per year with a minimum of 2x per year In person or by electronic video meetings. A minimum of 3 active members shall be present to hold an official meeting when there are up to 5 active members active on the roster to represent a quorum.

D. COMMITTEES

- a. Special Governing Committee: Will be formed by any four Executive Committee or Trustee members in the absence of any officers. A Chair and Co-chair shall be elected to coordinate the activities of HLAA-FL. The special Governing Committee shall seek active members to fill the vacant officer's position until the next elections-annual meeting cycle. The Special Governing Committee shall be disbanded in the next election/annual meeting cycle should all require positions are filled.
- b. The Chair will have the authority to sign all legal documents as acting president.
- c. All other Committees standing or special (excluding the Special Governing Committee), shall be appointed by the President as deem necessary to carry on the work of HLAA-FL. The President shall be an Ex-officio member of all Committees, except the Nominating Committee.

E. TERMS

All positions are for a term of two (2) years. No officer shall serve more than two (2) consecutive terms in the same capacity. Voting will commence for Chair and Co-chair in odd years and for Treasurer and Secretary in even years.

The terms for Executive Committee member shall be three (3) years. No Trustee member shall serve more than three (3) consecutive three-year terms. For continuity and to prevent a sudden exodus in the number of experienced Board members, each year one third of the Board will either accept re-nomination and re-election or step down from the Board.

1. Vacancies

Any vacancy that occurs between elections may be filled in the interim by the President in consultation with the Executive Committee and subject to the approval of most of the remaining members at their next official meeting. The appointee shall serve the remaining term of the departing member and may, at the end of that term, be a candidate for election.

A vacancy among the officers may be filled in the interim by the highest-ranking officer remaining and subject to the approval of most of the Executive Committee members at the next official meeting. If there is no viable candidate among the existing officers, the President shall appoint a member whose appointment shall expire at the next Annual Meeting. The duration of the appointment shall not be included in term limits.

1. Compensation

Members of HLAA-FL or the Board of Trustees including the Executive Committee shall not receive any compensation for their services; however the Executive Committee may by resolution, authorize reimbursement of expenses incurred in the performance of the duties. Each authorization may prescribe procedures for approval and payment of such expenses by designated officers or Committee Chairs of HLAA-FL.

ARTICLE V – BOARD OF TRUSTEE MEETINGS

A. Members of the Board of Trustee

Membership to the Board of Trustee shall be those members elected by vote a members in good standing of the HLAA, and who are legal and permanent residents of the State of Florida, shall be considered members of HLAA-FL the board of trustee, with full voting privileges.

B. Schedules

Meetings will convene as agreed by the Executive Committee. There shall be a maximum of four (4) meetings each year and a minimum of two (2) meeting per year. The president or Special Governing Committee Chair may call special meetings of the Board. Other meetings may or may not be open as determined by the Executive Committee.

B. Notice of Regular and Special Meetings

Advanced notice of regular and special meetings shall be provided to members no later than forty-eight (48) hours prior to the scheduled meeting time. Advanced notice of the Annual Meeting shall be made to all groups, chapters and HLAA members at large no less than thirty (30) days prior to the scheduled meeting time. Consideration will be given to varying the meeting location in order to allow equitable access to HLAA members statewide. Special Meetings may be called by the President, Vice President, Special Governing Committee Chair, or any of the Trustees. Special meetings shall be held with 48 hours' notice by any communication means that ensures receipt within the foregoing time limit.

C. Annual Meeting

The Annual Meeting shall be opened to the general membership of HLAA residing in the State of Florida. Notice shall be provided to all HLAA members residing in Florida no less than thirty 30 days prior to the scheduled meeting time. Chapters and self-support groups in general and members of the HLAA-FL Executive Committee shall receive written notice of this meeting. Meeting location shall vary to provide equitable access.

2. Removal from the Board Of Trustee

Any member of the Board, including officers, may be removed from the Board for failure to comply with the duties, policies, rules and procedures set forth in these bylaws or for engaging in conduct deemed by the Executive Committee to be detrimental to the organization. This removal may occur after a vote by members of the Executive Committee, in which most eligible Executive Committee members agree to the removal.

D. Article X: Conflict of Interest

All members of the Board of Trustees 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-FL and/or other HLAA-FL affiliates, or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis in accordance with HLAA-FL Conflict of Interest Policy found in the HLAA-FL Policies and Procedures manual. An affiliation with an organization will be considered to exist when a board member or administrative official or member of his immediate family or close relative is an officer, director, board member, 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 dealing with the organization.

D. Conduct of Business

Robert's Rules of Order current Edition shall prevail in matters not cover by these By-Laws. A Parliamentarian may be selected to advise the presiding officer or Special Governing Committee at all meeting on the rules of procedures and interpretations of the By-laws. The Parliamentarian shall issue, at the request of any member of HLAA-FL ruling and applicability of Robert's Rules of Order. The Parliamentarian shall record his or her rulings or opinion which shall be read into the minutes at the next official meeting.

E. Nomination and Elections

- a. In preparing the slate of proposed nominees for the Board of Trustees, the Nominating Committee shall contact each chapter of HLAA in the state of Florida to encourage them to recommend one or more members to stand for election to HLAA-FL.

- b. HLAA-FL shall suggest to the Nominating Committee, for the consideration, one or more HLAA-FL members at large in the State of Florida who neither have access to nor are members of Florida chapter.
- c. Before the slate is determined, published notice will be given to all members requesting that any HLAA-FL member who reside in Florida and is interested in serving on the Executive Committee contact the Nominating Committee.
- d. The slate of proposed nominees for the Executive Committee will be announced at least 2 weeks before the annual meeting.

F. Nominating Committee

This Committee shall consist of not less than three (3) members of Trustees or general membership. Current officers may not serve on the Nomination Committees.

Term of Service

A Nominating Committee member's term shall end at the conclusion of each Annual Meeting. Preferably the Chair shall have previously served on the Committee.

4. Duties

The Nominating Committee shall:

- Review and verify all candidates nominated for office
- Prepare a slate of nominees to be elected at the next Annual Meeting.
- Encourage each HLAA-FL chapter to propose at least one (1) candidate for election to HLAA-FL Association.
- For continuity of record keeping successful candidates' information of verification shall be transferred from the Chair of the Nominating Committee to the Secretary for appropriate record keeping.
- Notify, through appropriate means, all HLAA members-at-large residing in the State of Florida as indicated by the official HLAA records of listing that elections will take place at the annual meeting and each is entitled to stand for nomination to the HLAA-FL Association.
- Receive and note all valet nominations from the general membership

5. Elections

- At the Annual meeting, each candidate for nomination shall be present in person, or virtually or by written declaration to the Nominating Committee chair. Each member present shall receive a ballot for voting. Proxy vote will not be allowed. General membership proxy vote is not allowed.

- An officer-elect shall take possession of his/her office at the next Board meeting following election.

Article VI: AUDIT

The HLAA-FL fiscal year shall commence January 1 and run concurrently with each calendar year. When the annual income does not exceed \$50,000, an annual internal audit shall be conducted by an appointed financial team. The financial team shall be two active Executive Committee members, other than an officer when possible. Those chosen for the independent review will follow guidelines as documented in the HLAA-FL Policy and Procedures manual. A Florida licensed Certified Public Accountant, shall be required at the close of each fiscal year when the annual income of HLAA-FL is in excess of \$50,000.

ARTICLE VII: Fiscal Year

The fiscal year shall commence on January 1 and end on December 31

Article VIII: SEAL

The Association may choose to have a seal of such design as the HLAA-FL adopt, subject to the approval of the Florida Secretary of State and/or the Florida State Division of Corporations and HLAA

Article IX: DISSOLUTION

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 HLAA-FL. In the event of dissolution of the HLAA-FL, any funds or assets remaining shall be distributed to HLAA. If HLAA is concurrently or previously dissolved, the Executive Committee may assign distribution to another non-profit organization so defined by the Internal Revenue Service, whose primary concern is hearing loss.

Article X: GRIEVANCE PROCEDURE

Individual members of HLAA-FL or chapters shall have the right to present in writing signed grievances for action and decision by the general membership at the Annual Meeting if no informal resolution can be obtained. Written grievances shall be assigned to an appointed Grievance Committee for review and resolution. The matter will be included on the agenda at the next official scheduled meeting.

Article XI: RECORD KEEPING.

HLAA-FL shall keep accounting and financial records and minutes of the proceedings of the Executive Committee.

Article XII: AMENDMENTS

A. Proposal of Amendments

By-Laws shall be reviewed as needed for revision by the Executive Committee with a vote by the full board, and final approval given to the full membership at the annual meeting.

Amendments may be proposed during the review period in writing and presented at any regularly scheduled board meeting during the year of review. Amendment shall be sent to general membership thirty (30) days in advance and be provided a forum for discussion before a vote by the committee may be taken during the annual meeting.

C. Tax Exempt Status

All amendments to these Bylaws shall be consistent with HLAA-FL status as tax-exempt organization under Code Section 501(c)(3)

ARTICLE XIII: STANDING RULES

HLAA-FL shall establish appropriate standing rules considered Policies and Procedures that will address issues that cannot be addressed by a generic set of bylaws. Standing rules shall be originated by and may be changed by the Executive Committee of HLAA-FL subject to approval. A copy of the current standing rules shall be provided to each member of the Executive committee and each committee chair. Copies shall be provided to the general membership upon request. Standing rules may not conflict with these bylaws. Consequently, their creation and modification do not require amendment of the bylaws.

Adoption of Bylaws

We, the undersigned, are the current Directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the 14 preceding pages as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board on this _____ day of _____ 2020.
