

# **BY-LAWS OF HEARING LOSS ASSOCIATION OF NEW JERSEY, INC.**

Date: June 15, 2007 (revised)

## **ARTICLE I: NAME, GOALS, AND FUNCTIONS**

### **A. NAME**

The name of the association as incorporated under the New Jersey Domestic Nonprofit Corporation Act shall be Hearing Loss Association of New Jersey, Inc. (hereinafter called "HLA-NJ"). The association shall be located in the State of New Jersey and is organized in compliance with the guidelines established by the National Board of Trustees of Hearing Loss Association of America.

### **B. GOALS: The aims of HLA-NJ are:**

- 1) To encourage self-identification of those persons of all ages who have a hearing loss through educational programs.
- 2) To provide education for hard of hearing individuals of all ages, their families and friends on how best to cope with hearing loss.
- 3) To foster public and private programs aimed at alleviating the problems related to hearing loss.
- 4) To engage in free and open communication with all concerned with hearing loss and in order to establish a common basis and understanding.
- 5) To serve as an extension of the national organization, Hearing Loss Association of America. (hereinafter called "HLAA") in an effort to make hearing loss an issue of concern within the state by promoting the national organization's philosophy of self-help while addressing public awareness of issues concerning persons with hearing loss in areas of education, access, and employment.

### **C. FUNCTIONS: The functions of HLA-NJ are:**

- 1) To coordinate, co-sponsor, encourage, or participate in educational activities, relevant to people with hearing loss in the State of New Jersey, such as workshops, public services activities and professional training meetings;
- 2) To enhance the educational efforts of Hearing Loss Association of America through increasing membership in HLAA within the State of New Jersey;

- 3) To coordinate the efforts of HLA-NJ chapters ~~and groups~~ by: (a) increasing networking among persons with hearing loss in the State of New Jersey; and (b) providing educational opportunities for people who are hard of hearing by organizing periodic state meetings and/or conferences;
- 4) To provide assistance for New Jersey chapters ~~and groups~~ of HLAA;
- 5) To seek voluntary representation on official State bodies dealing with issues germane to persons with hearing loss;
- 6) To support public policies which increase the public's knowledge about issues affecting persons with hearing loss;
- 7) To develop and promote funding mechanisms that will support educational efforts of HLA-NJ and allow a portion of funds to be provided to HLAA;
- 8) To cooperate with and provide assistance to HLAA in promoting special events (such as Founder's Day) that focus on fund raising;
- 9) To support policies which will promote the welfare of hard of hearing people in the State of New Jersey;
- 10) HLA-NJ may involve itself in other activities which are relevant to hard of hearing people in the State of New Jersey. These activities may include, but are not limited to: State conventions, workshops, fund raising activities, and public service activities.

## **ARTICLE II: MEMBERSHIP**

### **A. QUALIFICATIONS**

All New Jersey residents who are members in good standing of HLAA as determined by a timely membership list from HLAA shall be considered members of HLA-NJ with full voting privileges.

### **B. DUES**

Individual membership dues, except to HLAA, shall not be a condition of membership in HLA-NJ.

### **C. REVOCATION AND REINSTATEMENT OF MEMBERSHIP**

#### **Section 1: Revocation**

The HLA-NJ Board of Trustees may terminate the privileges of any member who has failed to remain in good standing.

## D. VOTING

To vote, a member must have been a member of HLAA for thirty (30) days, prior to the Annual Meeting. A majority of the votes cast shall determine all questions 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.

### Section 2: Reinstatement

The President of HLA-NJ, subject to the review of the Board of Trustees, may reinstate any former members provided such persons agree to abide by the conditions of membership.

## E. MEETINGS

### Section 1: Annual Meeting

- (a) Members shall be notified of an annual meeting to be held at approximately the same time each year at a date, time, and place to be determined by the Board of Trustees.
- (b) Notice of the Annual Meeting will be mailed to: (1) all HLAA members residing in New Jersey; (2) the individual chapters of HLAA in New Jersey, no later than sixty (60) days prior to the scheduled Annual Meeting date.
- (c) Twenty-five members present at an Annual Meeting shall constitute a quorum for the transaction of business.

## **ARTICLE III: GOVERNANCE**

### A. BOARD OF TRUSTEES

#### Section 1: Voting Trustees

- (a) The Board of Trustees (Board) shall consist of at least eleven (11), but not more than sixteen (16) members, including the HLA-NJ appointed State Chapter Coordinator, the immediate Past President and the elected members, including the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, with the remaining positions filled by Trustees. All members of the Board are required to maintain personal, electronic mail (e-mail) capabilities.
- (b) At least two-thirds of the Board members shall be persons with hearing loss.
- (c) No more than two (2) members of the HLAA Board of Trustees, residing within the State of New Jersey, shall automatically serve on the Board with full voting privileges in addition to the elected members and the State Chapter Coordinator.

## Section 2: Powers of Board of Trustees

(a) Between Annual Meetings, matters of policy, management, and the control of all employees committees, and organizations of HLA-NJ, shall be vested in the Board. In the discharge of its duties, the Board shall have the following specific powers without limitation by reason of such enumeration:

- (1) To promote the general purposes of HLA-NJ as expressed in the By-laws.
- (2) To manage, safeguard, and control the property, business, and financial affairs of HLA-NJ, and to prepare the budget.

## Section 3: Officers

The Officers of HLA-NJ shall be a 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 as described in ARTICLE III, Section 6.

### (a) President

- (1) The President shall be the principal elected officer of the association. He/she shall preside at the Annual Meeting, at all meetings of the Board and at meetings of the Executive Committee. He/she shall also be a member ex officio, with the right to vote, on all committees except the nominating committee.
- (2) He/she shall also, at other times deemed appropriate, communicate to members and to the Board 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 prescribed by the Board.
- (3) The President shall designate a member of the HLA-NJ and indicate in written form on official HLA-NJ letterhead that such a person may serve as HLA-NJ 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

- (1) The Recording Secretary shall be responsible for keeping accurate minutes of the proceedings of the meetings of the Board and the Executive Committee, and shall make a report to the members as directed by the Board.
- (2) The Recording Secretary shall be responsible for providing a copy of the minutes of meetings and of other pertinent matters to the HLAA Board of Trustees' State Association Committee after their approval by the Board.

(d) Corresponding Secretary

- (1) The Corresponding Secretary shall be responsible for handling all correspondence.

It is acceptable for one person to be elected as both Recording Secretary and Corresponding Secretary, if they so agree, should only one person be available for nomination for a Secretary position.

(e) Treasurer

- (1) The Treasurer shall be responsible for the custody of all HLA-NJ funds and securities; for full and accurate accounts of the receipts and disbursements; for depositing all monies and other valuable effects in the name and to the credit of HLA-NJ in depositories specified by the Board of Trustees; for the distribution of funds within limits prescribed by the HLA-NJ budget.
- (2) He/she shall render to the President and the Board 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) He/she shall perform the Treasurer's duties in such manner as is satisfactory to the Board and shall assure to the association, in case of his or her death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and other property of any kind in his/her possession or under his/her control belonging to the association.

(f) State Chapter Coordinator

- (1) The State Chapter Coordinator, shall be appointed by HLA-NJ to serve as coordinator between the HLAA Office and New Jersey's HLA-NJ's chapters by: (1) being responsible for the general flow of information between HLAA and its recognized chapters in New Jersey; and, (2) providing input to HLA-NJ as well as to all recognized chapters in New Jersey on matters relating to HLAA positions, policies, goals, and objectives.

- (2) The State Chapter Coordinator shall provide assistance whenever possible to individual members of HLA-NJ who desire to develop chapters, as well as to previously recognized chapters.
- (3) The State Chapter Coordinator shall serve as a member of the HLA-NJ Executive Committee and shall have a vote in all matters.
- (4) There is no term limit for the State Chapter Coordinator.

#### Section 4. Past President

- (1) Upon completion of his or her term as President, the immediate Past President shall perform those duties and functions delegated by the President.

#### Section 5. Executive Committee

- (a) Composition: The Executive Committee shall consist of all officers of the association and may include the chairs of committees appointed by the President. The State Chapter Coordinator shall also be a member of the Executive Committee.
- (b) Duties: The Executive Committee shall act for and discharge the functions of the Board between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLA-NJ. The Executive Committee shall keep minutes of its actions and shall report regularly to the Board.
- (c) Meetings: The Executive Committee shall meet as directed by the chair.

#### Section 6. Committees

- (a) Special Governing Committee: will be formed by any four (4) elected Trustees in the absence of any elected Officers. A Coordinator will be elected to coordinate the activities of HLA-NJ. The Special Governing Committee shall be disbanded in the next election/Annual meeting cycle.
- (b) The Coordinator will have authority to sign all legal documents as acting President and the Treasurer will sign as both Treasurer and Acting Vice President, should the Vice President position be vacant.
- (c) Other committees, standing or special (excluding the Special Governing Committee), shall be appointed by the President as the Board or the Executive Committee shall from time to time deem necessary to carry on the work of HLA-NJ. The President shall be ex officio member of all committees except the Nominating Committee.

## Section 7. Terms

- (d) Elected Trustees: The elected Trustees shall serve staggered three year terms. In the initial election, one-third of the Trustees will be elected for one year terms, one-third of the Trustees will be elected for two year terms, and one-third of the Trustees will be elected for three year terms. Thereafter, as each Trustee's term comes to an end, Trustees will be elected for three year terms. Each Trustee shall serve until his or her successor has been duly elected or appointed. Exceptions may be approved by the Board. Trustees may be re-elected without limit.
- (e) Officers: Officers shall be elected for a two (2) year term. No Officer shall serve more than two (2) consecutive full terms in the same capacity.
- (f) There is no term limit for the State Chapter Coordinator.

## Section 8. Vacancies

- (a) Vacancies on the Board that occur between Board elections may be filled in the interim by person(s) appointed by the President or the Special Governing Committee, subject to the approval of a majority of the Board at its next official meeting.
- (b) A vacancy among the Officers may be filled by a then serving Trustee, appointed by the Board with the exception of a vacancy in the Presidency which will be filled by the Vice-President, subject to the approval of the majority of the Board at its next official meeting.

## Section 9. Removal from the Board

- (a) Any member of the Board of Trustees, including officers and the State Chapter Coordinator, may be removed from the Board for failure to comply with the responsibilities noted in these By-laws 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 state the reason for the absence by telephone or in writing to the President or Secretary. If a trustee is absent from two (2) or more consecutive meetings for reasons that the Executive Committee find insufficient, his or her resignation shall be deemed to have been tendered and accepted.
- (b) Individual Board members shall have the right to present written, signed grievances for action and decision by the full Board of Trustees. The matter will be included on the agenda for the next regularly scheduled meeting of the Board. If the trustees agree that the matter should be pursued, it shall be turned over to a grievance committee of three (3) Board members, excluding officers, appointed by the President or the Special Governing Committee with the consent of the full Board present, to investigate the grievance and provide a written report with recommendations at the next regularly scheduled meeting of the Board.

## Section 10. Compensation

Members of the Board 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-NJ.

## Section 11. Bonding

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

## Section 12. Meetings of the Board

- (a) **Scheduled Meetings:** There shall be at least two (2) scheduled meetings of the Board each year at such times and places determined by the Board. Special meetings of the Board may be called by the President or the Special Governing Committee. Once of the two scheduled meetings of the Board of Trustees shall be held in conjunction with the Annual Meeting. Other meetings may or may not be open to members as determined by the Executive Committee.
- (b) **Notice of Regular Board Meetings:** Advance notice of regular 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 HLA-NJ members no later than sixty (60) days prior to the scheduled meeting time.
- (c) **Special Meetings:** Special meetings may be called by the President, Vice-President, Special Governing Committee, 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, via e-mail, by telephone, or any other communication means that ensures receipt within the foregoing time limit.
- (d) **Quorum:** A simple majority of the Board members present shall constitute a quorum for the transaction of business at all regular and special meetings of the Board.

## Section 13. Conflict of Interest

Trustees and officers 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 HLA-NJ and/or chapters affiliated with HLAA or might reasonably be expect 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 administrative official or member of his or 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 the organization.

## B. CONDUCT OF BUSINESS

### Section 1. Robert's Rules of Order

Robert's Rules of Order, current edition, shall prevail in matters not covered by these By-laws.

### Section 2. Parliamentarian

A parliamentarian may be selected by the Board of Trustees to advise the presiding officer or Special Governing Committee at Board of Trustee or Executive Committee meetings on rules of procedure and interpretations of the By-laws. The parliamentarian shall issue, at the request of any member of the Board of Trustees, interpretations of the By-laws and Board of Trustee ruling and the applicability of Robert's Rules of Order. The parliamentarian shall record his or her rulings or opinions which shall be read into the minutes of the Board of Trustees at its next official meeting.

### Section 3. Nomination and Election

- (a) In preparing the slate of proposed nominees for the Board, the nominating committee shall contact each chapter of HLAA in the State of New Jersey to encourage them to recommend one or more members to stand for election to the HLA-NJ Board.
- (b) The HLA-NJ Board shall suggest to the nominating committee, for their consideration, one or more other HLAA members-at-large residing in the State of New Jersey who neither have access to nor are members of New Jersey chapters.
- (c) Before the slate is determined, published notice will be given to all members requesting that any HLAA member, who resides in New Jersey and is interested in serving on the Board, contact the nominating committee.
- (d) The slate of proposed nominees for the Board will be announced at least five (5) weeks notice before the Annual Meeting through a mailed notice.

## C. NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee

The Nominating Committee for the ensuing year shall be appointed by the Board at the Board's business meeting held in conjunction with the Annual Meeting. Terms of office should coincide with the fiscal year which commences on January 1 and ends on December 31.

## Section 2. Composition

The Nominating Committee shall consist of not more than seven (7) members, nor fewer than three (3) members of the Board of Trustees or members in general. At least two-thirds of the members of the Nominating Committee shall be current or past members of the HLA-NJ Board of Trustees. Current officers may not serve on the Nominating Committee.

## Section 3. Terms of Service

A Nominating Committee member's term shall end at the commencement of the next Annual Meeting.

## Section 4. Limits on Terms

No member shall serve more than three (3) consecutive terms on the Nominating Committee, nor more than two (2) consecutive terms as chair of the Nominating Committee.

## Section 5. Duties

The Nominating Committee shall:

- (a) Prepare a slate of trustees and officers to be elected by the membership at the next annual meeting.
- (b) Notify all New Jersey chapters recognized by HLAA that each is encouraged to promote at least one (1) candidate for election to the HLA-NJ Board of Trustees.
- (c) Notify HLAA members residing within the State of New Jersey, that each is entitled to stand for nomination and to vote.

## Section 6. Elections

- (a) Officer and trustee positions whose terms have expired or have been vacated will be elected annually by slate prepared by the Nominating Committee and presented to the members at the Annual Meeting.

## **ARTICLE IV: FISCAL YEAR**

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

## **ARTICLE V: SEAL**

The association may choose to have a seal of such design as the HLA-NJ Board of Trustees may adopt.

## **ARTICLE VI: DISSOLUTION**

The association shall use its funds only to accomplish the purposes specified in these By-laws. No part of said funds shall inure, or be distributed, to the members of HLA-NJ. In the event of dissolution of the association, any funds or assets remaining shall be distributed to HLAA. In no event will the assets be distributed to any organization which is not tax exempt under the United States Internal Revenue Code.

## **ARTICLE VII: GRIEVANCE PROCEDURE**

- (a) Trustees, officers, committee members, and general members have individual and group rights to present in writing, signed grievances for action and decision by the Board of Trustees. The matter shall be included on the agenda at the next scheduled Board meeting.
- (b) If a majority of the Board members present at the Board meeting agree that the matter should be pursued, it shall be turned over to a grievance committee of three (3), appointed by the President or the Special Governing Committee and approved by a majority of the full Board present.
- (c) The grievance committee shall investigate the grievance and provide a written report with recommendations at the next scheduled meeting of the Board. No officer or trustee shall serve on the grievance committee.
- (d) The Board may approve the recommendation of the grievance committee by a majority vote. Approval by the Board of the grievance committee recommendations shall be binding on the officers, with the proviso that any action may be deferred pending appeal to the Executive Committee of HLAA.

## **ARTICLE VIII. AMENDMENTS**

### Section 1. Proposal for Amendments

Amendments may be proposed by a motion by any member of the Board at any regularly scheduled Board meeting. Voting on a proposed amendment shall not take place until the next regularly scheduled meeting of the Board. Members of the Board of Trustees, along with the general membership, shall receive notice of any proposed amendment to the HLA-NJ By-laws and the date upon which a vote will be taken on the amendment, through newsletter or other written means and be encouraged to offer input before the vote is taken.

### Section 2. Approval of Amendments

Adoption of proposed amendments to these By-laws shall require approval of two-thirds of the voting members of the Board at any official meeting of the Board, but will not take effect without the approval of the State Association Committee of the HLAA Board of Trustees to determine whether proposed changes are not in conflict with the HLAA Constitution, By-laws, and policy.

### Section 3. Submission to HLAA

All changes to the approved By-laws shall be submitted to the State Association Committee of the HLAA Board of Trustees for determination as to whether they are in accordance with the HLAA Constitution, By-laws, and policy.

### **ARTICLE IX. STANDING RULES**

HLA-NJ shall establish appropriate standing rules that will address issues that cannot be addressed by a generic set of By-laws. 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-NJ without amendment to the By-laws.