

BYLAWS FOR THE ALABAMA SOCIETY FOR HEARING HEALTHCARE PROVIDERS

Approved at ASHHP General Meeting December 10, 2010

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ARTICLE I-NAME

The name of this organization shall be the Alabama Society for Hearing Healthcare Providers.. It is the successor to the Alabama Hearing Society, which was the successor to the Alabama Hearing Aid Association.

ARTICLE II- PURPOSE

The purpose of this organization shall be:

1. To improve the professional standards of the hearing instrument specialists of the State of Alabama by means of an educational program among its members and to instill among the members ethical principals that will lend dignity to the profession and insure continued public confidence in the profession.
2. To promote the welfare of the hearing impaired through professional hearing evaluation and selections, fitting, counseling and use of hearing instruments.
3. To support Alabama Hearing Instrument dispensing professionals in the development, maintaining and perpetuation of their hearing instruments dispensing practices.
4. To seek and maintain communication and cooperation with society members and other professions involved in hearing health care.
5. To provide a unified voice on hearing health care issues.
6. To promulgate among the general public knowledge, understanding and public awareness on hearing impairment, it's manifestations and the use and value of hearing instruments used in the treatment of hearing loss.
7. To collect and disseminate information of value to members, to the general public, and to the medical profession with respect to hearing loss and the treatment of hearing loss.

ARTICLE III-MEMBERSHIP AND DUES

Section A. The Alabama Hearing Society (ASHHP) shall consist of Active, Associate, and Life members.

Section B. Active Member: Active members shall hold an Alabama hearing instrument fitters or dispenser's license, support the purpose of this organization, and pay the requisite dues. All active members have voting privileges. Dues must be paid and current, and not delinquent to retain active, voting status.

Section C. Life Member: Life members shall be individuals who have made outstanding contributions to the ASHHPASHHP and/or the hearing health care industry. The Society shall nominate candidates in an open forum for Life membership. The Active membership shall vote on them at the Annual Convention meeting. Life membership is an honorary position, and does not include voting privileges. Life members do not pay dues. Life membership is revocable by a two-thirds vote of the membership for cause.

Section D. Associate Member: Membership in this classification shall be open to those persons who own and or manage a hearing instrument dispensing practice in Alabama or those pursuing licensing as a hearing instrument fitter or dispenser or currently hold a license as a hearing instrument apprentice. Associate members shall be entitled to all privileges of the

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association except they shall not vote or hold office. Membership dues shall be 50% of those assessed for active members.

Section E. The Active membership shall set the amount for annual dues, including initial membership and renewal fees, late fees and reinstatement fees at the annual convention meeting. They shall become effective on the next January 1st.

Section F. Members shall receive a dues invoice no later than November 1st. Payment is due on or before the following January 1st. If dues are not received within 30 days, membership is delinquent and a late fee will be charged. If dues are not received within 90 days, membership will be revoked. Members may be reinstated before the end of the calendar year by paying a reinstatement fee and the full amount of the annual dues. Members who join during the year must pay for the entire year.

Section G. Membership may be revoked by a two-thirds vote of the membership present at a scheduled membership meeting, for cause, such as willful violation of Alabama Code Chapter 14 of Title 34, and/or willful violation of Administrative Code Chapter 445-X-1.

ARTICLE IV-FINANCES

The fiscal year of the ASHHP shall be January 1st through December 31st.

ARTICLE V-OFFICERS & ELECTION OF OFFICERS

Section A. The Officers of the Society shall be a President, Vice President, Secretary-Treasurer, and two Directors, one of which will be the Director at Large. Each officer must be an Active member and in good standing of the ASHHP.

Section B. The officers shall be elected by the membership at the annual convention meeting for a term of two years or until their successors are installed. Officers shall not hold the same office for more than two consecutive terms.

Section C. After a lapse of one term, a person may again become a candidate for an office previously held.

Section D. The immediate past president automatically become the Director at Large.

Section E. The President of the Society shall represent the Society at the annual International Hearing Society (IHS) Convention. Should he/she be unable to attend the meeting, the Board of Directors shall appoint a delegate to represent the ASHHP at the IHS convention.

Section F. Officers of the Society shall be voting members as defined above.

ARTICLE VI-DUTIES OF OFFICERS

Section A. **President.** The President shall preside at all meeting of the Society and the Board of Directors, and perform generally all of the duties usually performed by the President of like Societies. The president shall be an ex-officio member of all committees, except the nominating committee. The president shall appoint a nominating committee every two years, who shall prepare a slate of officers and directors for presentation to the Society, and nominations for the State Board for Hearing Instrument Dealers as prescribed by Alabama law, Title 34, Section 14-30. He/She shall make an annual report to the membership at the annual convention meeting and send a copy to IHS. The president, or the vice president designated, shall be one of two persons authorized to sign checks. The president shall sign all contracts, agreements and legal

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documents.

Section B. Vice President. The Vice President, when so designated by the president, shall perform the duties of the president in case of absence or disability of the latter. The Vice President shall serve as a member of the Board of Directors. He/She shall serve as chairperson of the Membership Committee and shall be responsible for all publicity and public relations of the Society, including oversight responsibility of the Society's web presence

Section C. Secretary-Treasurer. It shall be the duty of the secretary-treasurer to keep a record of proceedings of the meetings of the membership and of the Board of Directors. This person shall keep an up-to-date copy of ASHHP Bylaws, be the custodian of all records and correspondence, serve all invoices and notices, and maintain a full and accurate roster of members and their addresses. The secretary-treasurer shall have available a copy of the Bylaws and a membership roster at all membership meetings. Immediately after the election of officers, the secretary-treasurer shall notify IHS of the names and addresses of the officers and directors. He/She shall conduct the correspondence of the ASHHP as directed by the president and the Board of Directors. He/She will provide a copy of the Bylaws and/or membership roster to active members on request.

It shall be the duty of the secretary-treasurer to collect and/or receive all money due to the ASHHP and to be the custodian of all funds. Funds shall be deposited into a bank approved by the Board of Directors. The secretary-treasurer shall be one of two persons authorized to sign checks. He/She shall disperse funds only after receiving authorized vouchers. ASHHP checks require one signature for amounts up to \$1,000.00 and two signatures for checks written in excess of \$1,000.00. The secretary-treasurer shall serve as the chairperson of the Finance committee. He/She will submit a written financial report at all regular meetings of the Board of Directors and of the membership.

The secretary-treasurer shall maintain a laptop computer purchased by ASHHP with appropriate accounting and office software. All financial records will be maintained on that computer. The secretary-treasurer shall have the financial record of the ASHHP audited bi-annually, present this audit to the board and make it available to the membership. He/she shall be responsible for insuring that all required state and federal tax and other financial documents are prepared and filed in a timely manner.

ARTICLE VII-BOARD OF DIRECTORS

Section A. The board of Directors shall consist of the elected officers and elected directors. The President of the Society will serve as the Chairperson of the Board of Directors. The immediate past president shall be the Director-at-large with voting privileges.

Section B. There shall be five elected directors who shall serve a term of two years or until their successor is installed (President, Vice-President, Secretary/Treasurer, one member elected from at large and the Immediate Past President).

Section C. A majority of the members of the Board of Directors shall constitute a quorum.

Section D. The Board of Directors shall hold no less than three meetings annually. Special meetings shall be held at the call of the president or chairperson or upon the written request of three voting members of the board.

Section E. The Board of Directors shall have general supervision of the work of the ASHHP. The responsibilities of the Board shall include, but are not limited to, the followings:

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1. To formulate and actively support ASHHP objectives, policies and programs and present these programs to the membership and the public.
2. To establish and maintain the legal or corporate status of the ASHHP consistent with the laws of the state.
3. To raise sufficient funds to carry out the work of the ASHHP.
4. To review and approve the ASHHP budget prepared by the Finance Committee.
5. To establish such committees as are necessary to carry out the work of the ASHHP.
6. To conduct periodic evaluations of the work of the ASHHP with a view to improving ASHHP programs and operations.
7. To assume such additional duties and responsibilities essential to the effective operation of ASHHP.

Section F. No more than one member of the Board of Directors shall be from the same dispensership, partnership, or corporation except the Director-at-large, in which case, the Director-at-large much relinquish his/her voting privilege.

Section G. Any member of the Board of Directors who is absent from two consecutive Board or membership meetings without good and sufficient reason and without prior notification to any officer, will be removed from the Board.

ARTICLE VIII-DIRECTORS AND COMMITTEES

Section A. Directors are those individuals nominated and approved by a simple majority for the general membership for Government Affairs and Education. Committees shall be known as Standing Committees and Special Committees and shall function subject to the authority of the Board. The Standing Committees shall include Nominating, Membership, Finance, and Convention, and such other Standing Committees as the Board may establish to carry out the work of the ASHHP.

1. Chairpersons and the members of each committee, except the Nominating Committee shall be voted on and approved by the general membership of the society.
2. If a chairperson or committee member is remiss in carrying out his or her duties, the president may, with the approval of the Board, request the resignation of the said chairperson or committee member before the expiration of their term. An interim member may be appointed by the Board to fulfill any unexpired portion of the member's term.

Section B. Membership Committee. The Membership Committee shall be chaired by the Vice President. Two additional members may be nominated for the committee based on projected activities for the nomination period.

The committee shall plan strategies for identifying and encouraging potential members to join ASHHP, and retaining current members. The plan must be approved by the board.

The committee shall submit a proposed budget for membership activities to the Finance Committee at the time specified by the secretary-treasurer.

The committee shall develop and administer a program of member recognition with Board approval.

Section C. Director of Education The Director of Education shall be responsible for

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planning and implementing the educational goals for the Society. The Director of Education shall serve as the chairperson of the Convention Committee. The Director of Education shall be a voting member of the Board of Directors. Two additional members may be nominated for the committee based on projected activities for the nomination period.

The Director shall develop and enact a program of continuing education for all members, consistent with the renewal requirements of the State for all license categories. The plan shall be approved by the Board.

The Director shall submit a proposed budget for education activities to the Finance Committee at a time specified by the secretary-treasurer.

The Director shall be the chairperson of the Convention Committee and will be responsible for planning and coordinating all aspects of the annual convention. The dates for the convention must be approved by the Board no less than 18 months prior to the beginning of the convention. Two additional members may be nominated for the Convention Committee based on the desires and needs of the Director of Education.

The Director may present long-range plans for continuing education to the Board. Any changes to an approved long-range plan must be approved by the Board of Directors.

Section D. Director of Government Affairs. The Director for Government Affairs shall be responsible for monitoring all governmental agencies whose actions affect the occupations of the ASHHP membership. Depending on the level of activities being monitored, the Director may request that the President of the Society to appoint additional members to assist the Director of Government Affairs. The Board must approve any position taken by the Director on federal, state or local legislative issues.

The Director shall submit a proposed budget for Government affairs, including any expenditures associated with retaining a lobbyist, to the Financial Committee at the time specified by the secretary-treasurer.

The Director shall report any pertinent government actions or potential actions at each Board and General Membership meeting.

Section E. Finance Committee The committee shall consist of the President, Director-at-large, Secretary-Treasurer and two other members selected by majority vote of the Board.

The committee shall be responsible for advising the Board on all financial matters, reviewing requests for expenditures and preparing an annual budget for the approval of the membership before the beginning of each fiscal year and the submission of any necessary federal and/or state tax returns for the Society.

The committee shall meet no less than one time a year. The meeting should precede membership meetings.

Section F. Special Committees. Special committees may be established by the Board for any reason at any time. The request may come from the Board or the membership. The president shall appoint the members and chairman of any special committees established.

ARTICLE IX-NOMINATIONS & ELECTIONS

Section A. The Chairperson of the Nominating Committee shall be the President of the Society. The Nominating Committee shall consist of five members. Three members shall be elected from the membership. One member shall be elected by the incoming Board at its first meeting from among its own members. Each Nominating Committee shall serve until all

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members of the succeeding Nominating Committee have been elected.

Section B. The Nominating Committee shall solicit suggestions for the upcoming slate of candidates from both the Board and the membership.

Section C. The Nominating Committee shall mail a slate consisting of one candidate for each position to be filled including president, president, secretary-treasurer, two directors and three members of the Nominating Committee. The slate shall also include any candidates for Life Membership. The slate will be mailed to all active members no later than thirty days prior to scheduled elections.

Section D. The Nominating Committee shall also select qualified candidates for the Alabama State Board of Hearing Instrument Dealers. The number of candidates to be nominated must be in accordance with the provisions of Chapter 14, Title 34, Paragraph 34-14-30. The slate of nominees for the State board will be mailed to all active members no later than thirty days prior to scheduled elections. After being elected by the membership, names of these candidates are submitted to the Governor of Alabama for appointment.

Section E. At the annual convention, the President shall call for additional nominations from the floor. Up to five names may be submitted to the Governor for each vacancy on the Alabama State Board of Hearing Instrument Dealers. Names shall be submitted in order of vote count.

Section F. Elections shall be held by secret ballot at the annual convention meeting unless there are nominees who are unopposed. Elections for those may be by voice vote.

Section G. Should a vacancy occur during the year, in any ASHHP elected position, it shall be the duty of the Nominating Committee to recommend to the Board the name of a candidate to be elected by the Board to fill the unexpired term. An officer elected to serve more than one half of a term shall be considered to have served a full term.

ARTICLE X-MEETINGS

Section A. Voting: Proxies and/or absentee ballots shall be permitted at the annual convention meeting.

Section B. Membership Meetings: There shall be no less than one meeting of the general membership each calendar year, which can be the Annual Convention. The Board sets the time and place for all membership meetings. Members must be sent written notices of all meetings no less than one month before the meeting dates. Only members in good standing may be present during business meetings.

Section C. Annual Convention Meeting: There shall be an Annual Convention Meeting for the election and installation of officers and directors and for the presentation of annual reports to the membership.

Section D. Special Meetings: Special meetings shall be called by the President and/or the Board or upon the written request of ten active members.

ARTICLE XI-REPRESENTATION AT IHS CONVENTIONS

Section A. The president of the ASHHP shall serve as the delegate to the IHS annual meeting. If the president is unable to attend the IHS convention, then the Board of Directors shall appoint a delegate to represent the ASHHP at the IHS convention.

Section B. The delegate's airfare, or lesser equivalent, and up to four nights of room cost at the convention rate will be paid by the ASHHP.

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Section C. The delegate will present a formal report of the IHS convention at the following Board meeting and membership meeting.

ARTICLE XII-GOVERNING AUTHORITY

Section A. The Active Membership shall have final governing power of the ASHHP.

Section B. The Board of Directors shall be charged with the management of the ASHHP between meetings, subject to the provisions of the Bylaws.

Section C. The Board of Directors may authorize any officer or agent to enter into any contract or execute an instrument in the name of the ASHHP. Such authority shall be confined to a specific instance. No agent, officer or other person shall have the authority to bind the ASHHP to any contract or to pledge its credit for any amount for any purpose unless authorized by the Board of Directors.

ARTICLE XIII-PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order, newly A Revised, shall govern the ASHHP in all cases to which they are applicable and in which they are consistent with these Bylaws.

ARTICLE XIV-AMENDMENTS

Section A. Amendments to these Bylaws may be proposed by the Board of Directors or the membership.

Section B. Proposed amendments may be adopted at a membership meeting by a two-thirds vote of those present and voting provided that:

1. The proposed amendments were submitted to the Board of Directors for its recommendations at least sixty days in advance.
2. The proposed amendments have been mailed to the membership and postmarked no less than thirty days before the meeting.
3. The recommendations of the Board are presented to the members prior to the vote on the proposed amendments.

ARTICLE XV-DISSOLUTION

Assets of the ASHHP are permanently dedicated to its purposes. In the event of dissolution, assets shall be inventoried and allocated to the International Hearing Society or its successor, or a non-profit agency designated by the Board of Directors..

ARTICLE XVI-INDEMNIFICATION

Every director, officer, employee of the ASHHP and such others as may be specified from time to time by the Board, shall be indemnified by the ASHHP against all liabilities, judgments, awards, cost and expenses including without limitation, counsel fees, imposed or reasonable, incurred in, or in connection with, any proceeding to which he/she may be party or become involved by reason of being or having been a director, officer, or employee of the ASHHP or in any settlement thereof made with the consent or approval of the Board, except in such cases where the director, officer or employee is adjudged guilty of willful malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not

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exclusive of all other rights to which the indemnified person may be entitled.

ARTICLE XVII-NON-LIABILITY

To the extent permitted by law, (a) the ASHHP, its directors, officers and committee chairpersons shall not be liable to its members for acts or omissions to act or any statement or any omission or errors therein published or circulated by the ASHHP or by its directors, officers or chairpersons acting in said capacities; and (b) each present and future member shall be deemed to have expressly released the ASHHP, its director, officers and chairpersons of and from any and all liability (i) for such acts, omissions or errors therein and (ii) by reasons of any agreements, contracts, obligations, acts or plans entered into or undertaken by the ASHHP on behalf of its members.