

TEXAS HEARING AID ASSOCIATION, INC.

BYLAWS (Adopted by unanimous vote of membership on May 30, 2002)

**ARTICLE 1
OFFICES, AGENTS AND CHAPTERS**

Principal Office

1.01 The principal office of the Association in the State of Texas shall be located in the County of Travis, Texas. The Association may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association.

Registered Office and Registered Agent

1.02 The Association shall maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent.

Chapter Designation

1.03 The Association shall serve as a chapter of the International Hearing Society.

**ARTICLE 2
OBJECTIVES AND PURPOSES**

2.01 To serve the hearing impaired of Texas with quality hearing aid care.

2.02 To provide quality education to licensed hearing aid dispensers in the area of continuing education approved by the Texas Department of State Health Services, as well as, programs and seminars designed to keep licensed hearing aid dispensers up-to-date on changes occurring within the hearing aid industry and their profession.

2.03 To provide information on a timely basis to the membership on issues and changes within the hearing aid industry that affect licensed hearing aid dispensers.

2.04 To represent the interests of licensed hearing aid dispensers before the Texas Legislature, the Texas Department of State Health Services and other regulatory agencies affecting the profession.

2.05 To improve the image of licensed hearing aid dispensers and the association in Texas.

2.06 To promote the hearing aid industry and the hearing aid dispensing profession in Texas.

**ARTICLE 3
MEMBERSHIP**

Qualifications

3.01 Membership in the Association shall be composed of persons licensed or permitted by the State Committee of Examiners in the Fitting and Dispensing of Hearing Instruments of the Texas Department of State Health Services, persons licensed to dispense hearing instruments by the State Board of Examiners for Speech Language Pathology and Audiology of the Texas Department of State Health Services, and hearing instrument manufacturers and suppliers who are committed to accomplishing the objectives and purposes of the Association as set forth in Article 2 of these Bylaws.

Regular Membership

3.02 Regular voting membership in this Association shall be limited only to licensed dispensers, apprentices, temporary permit holders, and licensed audiologists.

Associate Membership

3.03 Associate membership, without voting rights, shall be available to any person, company, corporation, or firm engaged in selling products, services, or facilities to the regular membership of the Association.

Life and Honorary Members

3.04 Life and honorary membership, without voting rights, may be conferred upon members of the association at such time and under such terms as the Board of Directors shall determine.

Removal of Members

3.05 Members may be removed for cause by a two-thirds (2/3) affirmative vote of the Board of Directors. For any cause other than non-payment of dues, a vote for removal of a member shall occur after the member has been advised of the reason(s) for removal and has been given reasonable opportunity to answer. Any such member, if removed, may appeal from the decision of the Board to the membership at the Annual Meeting of the membership, provided that notice of intent to appeal is provided to the Executive Director at least thirty (30) days in advance of the membership meeting.

Resignation of Members

3.06 Any member may resign by filing a written resignation with the Executive Director, but, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued and unpaid.

Non-Transferable

3.07 Membership in the Association shall not be transferable, except by approval of the Board of Directors.

**ARTICLE 4
DUES AND FEES**

Establishment of Dues and Fees

4.01 Membership dues, fees, and assessments, due dates, delinquency policies, and methods of payment shall be determined by the Board of Directors.

Dues Refunds

4.02 No dues shall be refunded to any member without prior approval of the Board of Directors.

**ARTICLE 5
MEETINGS OF MEMBERS AND VOTING**

Annual Meeting

5.01 There shall be an annual meeting of the membership of the Association which shall be held at a time, place, and hour to be determined by the Board of Directors.

Special Meetings

5.02 Special meetings of the Association may be called by the President, the Board of Directors or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting who present a written request for such a meeting to the Executive Director of the association. Such written request shall contain the business to be transacted at any special meeting, which shall be stated in the notice thereof and no other business may be considered at that time. The Board of Directors shall set the date for such special meetings and notify the voting membership of the date, time, place, and purpose of the meeting not less than fifteen (15) nor more than sixty (60) days before the date of the meeting.

Notice of Meetings

5.03 Written or printed notice of any meeting of the membership shall be delivered to each member entitled to vote at the meeting not less than fifteen (15) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association.

Quorum

5.04 The members holding five (5) percent of the votes that may be cast at a meeting who attend the meeting in person, with a minimum of ten (10) voting members in person, shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum.

Voting at Membership Meetings

5.05 At all membership meetings of the Association, each Regular Member shall have one (1) vote, and shall vote in person only. The vote of a majority of voting members present and entitled to vote at a meeting shall constitute the act of the membership unless the vote of a greater number is required by the Bylaws.

Membership Voting By Mail

5.06 Proposals can be offered to the members for a mail vote, following approval of the Board of Directors. The vote of a majority of voting members entitled to vote by mail shall constitute the act of the membership unless the vote of a greater number is required by the Bylaws.

**ARTICLE 6
BOARD OF DIRECTORS****Authority and Responsibility**

6.01 The governing body of the Association shall be the Board of Directors. The Board of Directors shall supervise, control and direct the affairs of the Association, its officers, committees, publications, and management; shall determine its policies or changes therein; shall actively prosecute the objectives of the Association; shall supervise the disbursement of its funds; and shall be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as it shall be deemed advisable, and may delegate certain of its authority to the Executive Committee.

Composition

6.02 The Board of Directors shall consist of the elected officers of the Association, the Immediate Past President, and no more than five (5) but not less than three (3) additional directors. Officers and directors shall be Regular Members. The Executive Director of the Association shall serve as an ex-officio member of the Board of Directors.

Board Elections and Terms

6.03 The officers and directors shall be elected biennially at the annual meeting of the membership held during even numbered years, and shall hold office for a term of two (2) years or until their successors are duly elected. No member of the Board shall be eligible for election to more than two (2) successive terms on the Board. A Board member may serve two (2) successive terms as a Director and then be nominated and elected to serve as President-Elect.

Nominations For Election to the Board

6.04 A Nominating Committee shall be appointed by the Board of Directors at the annual meeting of the membership conducted in the odd numbered years. The Nominating Committee shall consist of the Immediate Past President, and three (3) other regular members. The Immediate Past President shall serve as chairman of the committee. The nominating committee shall nominate one (1) member of the association for each officer and position on the Board being vacated by Board members with expiring terms. A list of all nominations shall be mailed to all voting members not less than 15 days before the date of the annual meeting of the membership at which elections are to be held.

Vacancy and Removal of Board Members

6.05 Vacancies in any directorship may be filled for the balance of the term thereof by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors. Any Board member may be removed for excessive absences by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Resignation From the Board

6.06 Any Director may resign at any time by giving written notice to the Board of Directors or the President of the Association. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Board Compensation

6.07 Directors shall not receive any compensation, fee, or salary for their services as officers, but by resolution of the Board of Directors, reimbursement and/or expense allowances may be allowed to any Directors for any expenses incurred or paid by the Director for the benefit of the Association.

Quorum of the Board

6.08 At any meeting of the Board of Directors, a majority of the voting members of the Board, not including the Executive Director or Past Presidents, shall constitute a quorum for the transaction of the business and any such business thus transacted shall be valid provided it is approved by a majority of those present and voting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of a least a majority of the number of Directors required to constitute a quorum.

Meetings of the Board

6.09 In addition to an annual meeting for the purpose of electing directors, meetings of the Board of Directors may be called by the President, the Executive Director, or at the request of a majority of the Board members.

Notice of Board Meetings

6.10 Written notice of the time and place of meetings of the Board of Directors shall be delivered to each director personally, by mail, fax, e-mail, or other form of written communication at least ten (10) days before any meeting. The transaction of any meeting of the Board of Directors however called or noticed, or wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if either before or after the meeting two-thirds (2/3) of the total members of the Board of Directors, including the President of the Association, consent to holding such meeting. All such consents or approvals shall be made a part of the minutes of the meeting. Board members not attending the meeting shall be notified of any action taken by the Board within twenty-four (24) hours of the conclusion of the meeting.

Board Telephone Meetings

6.11 The Board of Directors and the Executive Committee, may hold a meeting by telephone conference call. Notice of such meeting, unless waived, shall state the fact that the meeting will be held by telephone as well as other matters required to be included. Participation in a telephone conference call meeting constitutes waiver of notice and presence of that person at the meeting.

Board Votes Non-Transferrable

6.12 Voting rights of a director shall not be delegated to any other person.

Board Voting By Mail

6.13 The Board of Directors may conduct its business by mail ballot or electronic telecommunication. Action taken by mail ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.

**ARTICLE 7
EXECUTIVE COMMITTEE****Authority and Responsibility of Executive Committee**

7.01 Upon approval of the Board of Directors, the Executive Committee may act on matters designated by the Board of Directors between Board meetings. Actions of the Executive Committee shall be reported to the Board by mail or electronic telecommunication, or at the next Board meeting.

Composition of Executive Committee

7.02 The Executive Committee shall consist of the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President. The Executive Director shall also be a member of the Executive Committee, but shall serve without vote.

Call of Executive Committee Meetings

7.03 The President shall call such meetings of the Executive Committee as necessary to act on matters designated by the Board of Directors.

Notice of Executive Committee Meetings

7.04 Written or verbal notice of the time and place of meetings of the Executive Committee shall be given to each member at least forty-eight (48) hours prior to any meeting.

Quorum

7.05 A majority of three (3) members of the Executive Committee, not including the Executive Director, shall constitute a quorum at any duly called meeting of the Executive Committee.

**ARTICLE 8
OFFICERS****Elected Officers**

8.01 The elected officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President.

Expiring Provision

On the date these bylaws are approved by the membership, the current Vice President of the association shall assume a regular position on the Board of Directors for the duration of his/her term. The provisions of this paragraph expire June 30, 2002.

Qualifications of Officers

8.02 Any regular member in good standing shall be eligible for election to any office of the Association, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior thereto.

Resignation of Officers

8.04 Any officer may resign at any time by giving written notice to the Board of Directors or the President of the Association. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Compensation of Officers

8.05 Officers shall not receive any compensation, fee, or salary for their services as officers, but by resolution of the Board of Directors, reimbursement and/or expense allowances may be allowed to any officer for any expenses incurred or paid by the officer for the benefit of the Association.

**ARTICLE 9
DUTIES OF OFFICERS**

President

9.01 The President shall be the chief elected officer of the Association and serve as chairman of both the Board of Directors and the Executive Committee. The President shall serve as an ex-officio member of all committees and shall make all required appointments of standing and special committees, provide leadership and general supervision over the Association and all activities, preside at all meetings of the membership, Board of Directors, and Executive Committee, represent and speak for the Association to the public and to other organizations, have the general powers and duties of management usually vested in said office and have other duties and powers as may be prescribed by the Board of Directors and these bylaws. The President may delegate certain of his or her duties to the Executive Director.

President-Elect

9.02 The President-Elect shall perform such duties as are delegated or assigned by the President or the Board of Directors, and shall perform the duties of the President in the event the President is unavailable or otherwise unable to serve.

Treasurer

9.03 The Treasurer shall oversee the collection of all membership dues, establish proper accounting procedures for the handling of Association funds, and shall report on the financial conditions of the Association at all meetings of the Board. The Treasurer may delegate certain of his or her duties to the Executive Director.

Secretary

9.04 The Secretary shall oversee the keeping of the minutes of all Board, Executive, and membership meetings, serving of notice of all meetings of the Board and the Association, and keeping of the membership records, bylaws, and such other documents as the Board may direct. The Secretary may delegate certain of his or her duties to the Executive Director.

**ARTICLE 10
COMMITTEES**

Committees

10.01 The Board of Directors may establish one or more committees and may delegate such authority to such committees as may be necessary to carry out the authority so delegated and the purposes of the committee.

Quorum

10.02 A majority of the members of a committee shall constitute a quorum at any duly called meeting of the committee.

Compensation

10.03 Committee chairman and members shall not receive any compensation, fee, or salary for their services, but by resolution of the Board of Directors, reimbursement and/or expense allowances may be allowed to any committee member for any expenses incurred or paid by the committee member for the benefit of the Association.

**ARTICLE 11
EXECUTIVE AND STAFF**

Appointment

11.01 The Board of Directors may appoint or hire an Executive Director or such other management personnel as the business of the Association may require.

Authority and Responsibility

11.02 The Executive Director, or other such management personnel, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall supervise, direct, and control the business affairs of the Association; hire, supervise and direct all employees of the Association; and have the power to delegate responsibilities and commensurate authority to his or her subordinates; supervise, direct, and control the collection and disbursement of all funds of the Association in accordance with the specific or general policies and instructions of the Board of Directors; attend all meetings of the Board of Directors and all committees and, whenever practical, serve as the staff advisor and recording secretary thereof; and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

**ARTICLE 12
FINANCE AND TRANSACTIONS**

Fiscal Period

12.01 The fiscal period of the Association shall be determined by the Board of Directors.

Books and Records

12.02 The Association shall maintain correct and complete books and records of accounts and shall maintain minutes of meetings of its members and Board of Directors, and shall make at its principal office a record of the names and addresses of the members entitled to vote in accordance with the provisions of the Act.

Annual Budget

12.03 The Board of Directors shall adopt an annual operating budget covering all activities of the Association.

Audits

12.04 The Board of Directors may from time to time direct the Executive Director to have the accounts of the Association audited by a certified public accountant who shall be recommended by the Executive Director with approval of the Board of Directors.

Contracts

12.05 The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or officers, agent or employee, to enter into any contract or execute any instrument in the name of, or on behalf of the association, and such authority may be general or special. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the Association by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

Deposits

12.06 All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors may from time to time determine.

Financial Information

12.07 The Board of Directors shall report on the financial condition of the association at the annual meeting of the membership. Distribution and dissemination of financial information to the membership throughout the year shall be at the discretion of the Board of Directors.

**Article 13
NON-LIABILITY AND INDEMNIFICATION**

Non-Liability

13.01 The association, its Board of Directors, officers and such independent management as it may retain, shall not be liable to any of its members for any statements, errors of omissions in any reports sent out by the association, whether the same shall be due to the negligence of the association, its Board of Directors, officers, independent management, or otherwise. Each and every member and those that may hereafter become members, shall be deemed to have expressly released the association, its Board of Directors, officers and independent management from any and all liability for such statements, errors of omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the association on behalf of its members.

Indemnification

13.02 Each present and future director and officer and each agent or employee, whether or not then in office, shall be indemnified by the association against expenses actually and necessarily incurred by or imposed upon him (including costs and counsel fees) in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer, agent or employee of the Association except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be

liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such director or officer, agent or employee, may be entitled, under any other Bylaws, agreement, vote of the members, or as a matter of law, or otherwise.

Assets Of Association

13.03 No member of the Association shall have any right, title or interest in or to the whole or any part of the property or assets of the Association. In the event of dissolution, liquidation, abandonment, or winding up of the affairs of the corporation, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more non-profit organizations designated by a majority of the full Board of Directors, which organization or organizations shall have established its or their tax exempt status under Section 501(c) of the Internal Revenue Code of 1954. In no event shall any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Association. If the majority of the full Board of Directors is not in full accord as to the disposition of assets within one (1) year from the date of the event causing its dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such manner as may be directed by decree of the District Court of the State of Texas in and for the County of Travis.

**ARTICLE 14
DISSOLUTION**

14.01 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 the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, and philanthropic organizations, to be selected by the Board of Directors.

**ARTICLE 15
AMENDMENTS TO BYLAWS**

15.01 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the Board of Directors upon an affirmative vote of no less than two-thirds (2/3) of the members of the Board of Directors. The notice of any meeting at which the Bylaws are to be altered, amended, or repealed, and at which new bylaws are to be adopted, shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed, and must be provided to each member of the Board of Directors no less than thirty (30) days prior to the meeting at which the Bylaws provision is to be considered. Upon adoption or amended of new bylaws, the Board must notify the membership within 30 days of the amended or new bylaws.

15.02 Not less than six (6) months must elapse between a meeting defeating a proposed amendment to or repeal of a bylaws provision and a new presentation of the same or substantially the same amendment or repeal. No section of these Bylaws may be amended or repealed in such a manner as to impair the rights of any third party and under any existing contract entered into with the Association, which contract was authorized by any provisions of these or prior bylaws in force and effect at the time of execution of such contract.