

1                   **THE FLORIDA SOCIETY OF HEARING HEALTHCARE PROFESSIONALS**

2  
3                                   **BY-LAWS**

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6                                   **ARTICLE I**  
7                                   **NAME**

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9                   This corporation shall be known as The Florida Society of Hearing Healthcare Professionals.

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12                                   **ARTICLE II**  
13                                   **PURPOSE**

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15                   The objects of this corporation are as follows:

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17                   The Florida Society of Hearing Healthcare Professionals is organized to provide a forum for all  
18                   persons of all disciplines licensed to provide hearing instruments and services to hearing  
19                   impaired persons and to promote uniform good will and education among all hearing instrument  
20                   dispensers in the State of Florida, thereby bringing the state of the art to its highest possible  
21                   level. The Society endorses Florida State Statute No. 484 Part II as it is written and all other  
22                   statutes that deal with services to hearing impaired persons. The Society will uphold the Code of  
23                   Ethics of the International Hearing Society.

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26                                   **ARTICLE III**  
27                   **MEMBERSHIP – DUES – STANDING – PRIVILEGES – TERMINATION**  
28                   **REQUISITION – REINSTATEMENT**

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30                   **SECTION 1 – MEMBERSHIP AND MEMBERSHIP CATEGORIES**

31  
32                   Except as provided in Article III, Section 6, Paragraph C, all persons and/or entities shall be  
33                   eligible for membership in the Society as follows:

34  
35                   A) **PARTICIPATING MEMBER**

- 36                   1. Any person who holds a current valid license issued by the appropriate licensing  
37                   authority/authorities of the State of Florida to fit and dispense hearing instruments  
38                   shall become a Participating Member of the Society upon:  
39  
40                   a) submission of a written application for membership to the Board of Directors;  
41                   b) approval of the application for membership by the Board of Directors;  
42                   c) payment of the appropriate dues as determined by the Board of Directors.  
43  
44                   2. All Past-Presidents of the Society, as now titled or previously titled, shall be granted  
45                   lifetime Participating Membership without being required to pay dues.  
46  
47                   3. Participating Members shall be eligible to vote and to hold an office or other voting  
48                   position on the board of Directors in accordance with Article III Section 3, B), 3  
49                   below.  
50

51 B) ASSOCIATE MEMBER

52  
53 1. Any person, who fits, dispenses, or services hearing instruments or devices and that  
54 does not meet the requirements for Participating membership, shall become an  
55 Associate Member of the Society upon:

- 56  
57 a) submission of a written application for membership to the Board of Directors;  
58 b) approval of the application for membership by the Board of Directors;  
59 c) payment of the appropriate dues as determined by the Board of Directors.  
60

61 C) SUPPORTING MEMBER

62  
63 1. Any person or entity, whether or not involved in the hearing healthcare industry or  
64 profession, shall become a Supporting Member of the Society upon:

- 65  
66 a) submission of a written application for membership to the Board of Directors;  
67 b) approval of the application for membership by the Board of Directors;  
68 c) payment of the appropriate dues as determined by the Board of Directors.  
69

70 D) HONORARY MEMBER

71 1. In recognition of exceptional service to the Society, the hearing healthcare industry  
72 or profession, the Board of Directors may, from time to time, by majority vote  
73 recommend that individuals or entities be granted lifetime honorary membership in  
74 the Society. All such honorary members shall be excused from paying annual dues.  
75

76 **SECTION 2 – DUES – DELINQUENCY – FISCAL YEAR**

77  
78 A) DUES

79 For the purpose of raising the ‘Monies’ necessary for the maintenance and operation of  
80 the Society, the Board of Directors shall, prior to the beginning of each fiscal year, set the  
81 amount of annual dues for each of the membership categories.  
82

83 1. Annual membership dues are due and payable at the start of each fiscal year.  
84

85 B) DELINQUENCY

86 Any member more than six (6) months in arrears in the payment of dues, pledges,  
87 assessments, or other financial obligations is considered delinquent.  
88

89  
90 C) FISCAL YEAR

91 The fiscal year of the Society shall begin on January 1<sup>st</sup> of each year and end on  
92 December 31<sup>st</sup> of that same year.  
93

94 **SECTION 3 – STANDING – PRIVILEGES**

95  
96 A) STANDING

97 Members are considered to be in “Good Standing” if all dues, pledges, and assessments  
98 for previous years have been paid and if dues, pledges, and assessments for the current  
99 year are not delinquent.  
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B) PRIVILEGES

1. All members, in Good Standing, are eligible to attend meetings of the Board of Directors and general meetings of the Society.
2. Only Participating Members, in Good Standing, are eligible to vote at general meetings of the Society.
3. Only Participating Members in Good Standing, with at least twenty-four (24) months of continuous membership immediately prior to election shall be eligible for election to membership on the Board of Directors of the Society.
4. Only members of the Board of Directors, as defined in Article IV, Section 1, Paragraph A, may vote at meetings of the Board of Directors.

**SECTION 4 – TERMINATION OF MEMBERSHIP**

- A) Any Participating membership shall automatically be terminated upon the revocation or suspension of a license issued by the appropriate licensing authority/authorities of the State of Florida.
- B) Membership may be terminated for delinquency in the payment of dues, pledges, assessments, or other financial obligations.
  1. The Treasurer, after diligent effort to have the member make their account current, shall report delinquent members to the Board of Directors.
  2. The Board of Directors, after contacting the delinquent member and offering the member an opportunity to speak before the Board of Directors, may by a two-thirds (2/3) vote, terminate the membership of a member who is delinquent.
- C) Membership may be terminated for act/acts prejudicial to the best interests or purposes of the Society.
  1. A report of any purported act of this nature shall be filed with the Ethics Committee.
  2. The Ethics Committee shall investigate the complaint, and if the Ethics Committee deems the complaint to be valid, it shall file a report and a recommended an action to the Board of Directors. No purported act or complaint shall be made public prior to a finding of validity by the Board of Directors.
  3. Said report, recommendation and finding of validity by the Board of Directors shall be made an agenda item for the next Board of Directors meeting, to which the subject of the complaint shall be invited to be heard on the matter.
  4. The Board of Directors, after evaluating the report, the recommendation and hearing from the subject of the complaint, if they so desire, may by a two-thirds ( 2/3) vote, prepare a resolution of expulsion from the Society to be presented to the next general meeting of the Society.

- 151  
152 5. The general meeting of Participating members, after hearing from all interested  
153 parties, may affirm the resolution of expulsion by a three-fourths (3/4) vote of those  
154 voting in the affirmative and the negative.  
155

156 **SECTION 5 – RESIGNATION FROM MEMBERSHIP**  
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- 158 A) Requests for resignation from membership in the Society shall be submitted in writing to  
159 the Board of Directors, and the Board of Directors shall deem the member to have  
160 resigned in Good Standing if:  
161  
162 1. All dues, pledges, assessments, and other financial obligations are current, and  
163  
164 2. There are no unresolved actions or complaints pending before the Board of Directors  
165 or the general membership.  
166  
167 B) A member may resign from the Society at any time, but if the terms of Paragraph A and  
168 Subparagraphs 1 and 2 above have not been met, the Board of Directors may deem the  
169 member to have resigned “Not in Good Standing”.  
170

171 **SECTION 6 – REINSTATEMENT**  
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173 For the purposes of this section, termination of membership and resignation from membership  
174 shall require the same criteria for reinstatement.  
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- 176 A) Any membership terminated in accordance with Article III, Section 4, Paragraph A shall  
177 be eligible for reinstatement in accordance with Article III, Section 1.  
178  
179 B) Any membership terminated because of delinquency in the payment of dues, pledges,  
180 assessments, or other financial obligations shall be eligible for reinstatement in  
181 accordance with Article III, Section 1 and the payment of all past financial obligations.  
182  
183 C) Any membership terminated in accordance with Article III, Section 4, Paragraph C may  
184 be reinstated as follows:  
185  
186 1. Written application for reinstatement must be submitted one (1) year or more after the  
187 date of the termination.  
188  
189 2. The Board of Directors must, after determining that the circumstances that caused the  
190 termination no longer exist, approve the application.  
191  
192 3. The conditions for reinstatement in Article III, Section 6, Paragraphs A and B must be  
193 met.  
194  
195 4. The application for reinstatement must be in accordance with Article III, Section 1.  
196  
197 D) Reinstatement of a membership previously deemed Not in Good Standing as a result of  
198 non-compliance with Article III, Section 5, Paragraph A, Subparagraph 2 will require  
199 resolution of the unresolved actions or complaints before an application for reinstatement  
200 or membership may be submitted.

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202 **ARTICLE IV**  
203 **GOVERNING BODY**

204  
205 **COMPOSITION AND TERM – ELECTIONS**  
206 **DUTIES AND RESPONSIBILITY**  
207 **VACANCIES**  
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210 **SECTION 1 – COMPOSITION AND TERM**  
211

212 A) The governing body of the Society, herein after referred to as the Board of Directors,  
213 shall be comprised of twelve (12) members as follows:

214  
215 1. President

216  
217 2. President – Elect

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219 3. Secretary

220  
221 4. Treasurer

222  
223 5. Seven (7) Directors

224  
225 a) One (1) director from each of five (5) districts (said districts to be defined below)

226  
227 b) Two (2) directors at large

228  
229 6. The immediately retired President of the Society  
230

231 B) All officers and directors, except the five (5) district directors, shall be elected for a term  
232 of two (2) years.  
233

234 C) 1. The five (5) district directors shall be elected for a term of one (1) year.  
235

236 2. The five (5) districts shall coincide with the judicial districts established for the  
237 district court of appeals of the State of Florida as of 1990.  
238

239 3. Each district director shall reside and conduct their business in the district they are  
240 elected to represent  
241

242 D) Except as limited in (C) above, all officers and directors shall reside and do business in  
243 the State of Florida.  
244

245 E) Officers and directors may succeed themselves.  
246  
247

248 **SECTION 2 – ELECTIONS**

249

250 A) In the event that the President does not seek election to an additional term, the President-  
251 Elect shall rise to the office of President for the ensuing term, except as provided in  
252 Article IV, Section 5, paragraphs B) 1. and B) 2.

253

254 B) **NOMINATIONS**

255

256 1. At the annual general meeting of the Society, the nominating committee shall present  
257 a list of the names of qualified members of the Society who have indicated their  
258 willingness to serve if elected to a specific position on the Board of Directors.

259

260 2. Except as provided in paragraph A) above, additional nominations may be made from  
261 the floor, at the time of the election, for all positions. Nominations from the floor  
262 must be accepted either in person or by written notice to the President. Said written  
263 notification must be submitted prior to or at the time of the nomination.

264

265 C) All elections shall be conducted by secret written ballot.

266

267 D) All officers and directors shall be elected by majority vote.

268

269 E) In the event more than two (2) persons seek the same office and no one (1) candidate  
270 receives a majority vote, a runoff election shall be held amongst the candidates receiving  
271 the two (2) highest vote totals.

272

273 **SECTION 3 – DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS AND**  
274 **EXECUTIVE DIRECTOR**

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276 A) The Board of Directors shall manage and conduct the affairs of the Society in the best  
277 interest of the membership and shall report on its deliberations and actions at each  
278 general meeting of the Society.

279

280 B) The Board of Directors may employ an Executive Director.

281

282 1. Each period of such employment shall be for up to one (1) year, commencing at the  
283 time of agreement between the parties and ending at the conclusion of the first  
284 meeting of the Board of Directors, following the elections at the Annual Meeting of  
285 the Society.

286

287 2. The Executive Director may, by alternate qualification, be a participating member of  
288 the Board of Directors and/or the general membership.

289

290 3. The salary, duties, and responsibilities of the Executive Director shall be those as  
291 agreed to and contained as contractual provisions in a signed agreement between the  
292 Board of Directors and the person selected for the position. In addition to the  
293 specific duties and responsibilities incumbent on the Executive Director by virtue of  
294 a signed contractual agreement, the Executive Director may assist in the  
295 performance of or co-perform the duties of an officer, chairperson or person  
296 responsible to the Board of Directors, in whatever manner the Board shall determine  
297 and detail in its permanent records. Any actions undertaken under the provision of

298 this paragraph shall not transfer the “responsibility for the action” to the Executive  
299 Director since such action, or actions, shall be considered only as assistance.  
300

301 4. The Executive Director shall assist and coordinate with the duties of the Officers and  
302 the committee chairpersons of the Society as requested and approved by the Board  
303 of Directors.  
304

305 5. The Executive Director shall be custodian of the Seal of the Society and affix said  
306 Seal to appropriate documents as required.  
307

308 6. The Executive Director shall keep a current alphabetical list of members of the  
309 Society, including their place of business, place of residence (if available), mailing  
310 address other available contact information, financial standing, and any other  
311 pertinent information as furnished by the Treasurer.  
312

313 7. In addition to other duties and responsibilities, the Executive Director shall attend all  
314 meetings of the Board of Directors and general membership of the Society. The  
315 Executive Director shall report on the state of the Society at all meetings and shall  
316 participate, without vote unless alternately qualified, in all discussions.  
317

318 8. The Board of directors may, by resolution, authorize the Executive Director to be a  
319 qualified co-signer of all notes, drafts, bills of exchange, warrants or other orders for  
320 the payment of monies as authorized by the Board of Directors and/or executed and  
321 approved by the President or the Treasurer.  
322

323 9. The Executive Director shall be responsible for the planning and execution of the  
324 Annual Meeting.  
325

326 10. The Executive Director may, with the approval and/or confirmation of the Board of  
327 Directors, employ and discharge all agents, employees, and clerks of the Society  
328 other than duly elected officers and directors.  
329

330 11. The Executive Director shall serve at the pleasure of the Board of Directors.  
331

332 C) The Board of Directors may, by a 3/4 vote of the membership of the Board of Directors,  
333 remove from office any officer or director for conduct detrimental to the best interests of  
334 the Society, which shall include, but not be limited to, malfeasance, misfeasance and  
335 nonfeasance in the performance of their duties.  
336

337 D) The Board of Directors shall order an audit of the financial records of the Society by a  
338 certified public accountant:  
339

340 1. Each time there is a personnel change in the office of Treasurer and/or Executive  
341 Director.  
342 2. In any event, at least once every four (4) years.  
343  
344

345 **SECTION 4 – DUTIES AND RESPONSIBILITIES OF OFFICERS**

346  
347 A) **PRESIDENT** – The President shall:

- 348  
349 1. Preside at all meetings of the Board of Directors and at all general meetings of the  
350 membership;  
351 2. Present at each annual general meeting of the membership a report on the  
352 condition of the Society;  
353 3. Sign and make all contracts and agreements in the name of the Society subject to  
354 the Approval of the Board of Directors;  
355 4. Sign all membership certificates;  
356 5. Be a qualified co-signer of all notes, drafts, bills of exchange, warrants, or other  
357 orders for the payment of monies as authorized by the Board of Directors and/or  
358 executed and approved by the President or the Treasurer;  
359 6. Enforce these by-laws and perform all duties incident to the office, which are  
360 required by law;  
361 7. Serve as an ex-officio member of all committees of the Society except the  
362 Nominating Committee.

363  
364 B) **PRESIDENT-ELECT** - The President-elect shall:

- 365  
366 1 Assist the President, as requested, in the performance of the duties of the office of  
367 President.  
368  
369 2. Become familiar with the duties and responsibilities of the office of President in order  
370 to be able to effectively and appropriately discharge and administer those duties after  
371 assuming the office of President.  
372  
373 3. In the event of a temporary period of time when the President is unable to exercise the  
374 duties and responsibilities of the office of President, or in the event of a vacancy in  
375 the office of President, the President-elect shall assume the duties and responsibilities  
376 of the office of President.

377  
378 C) **SECRETARY** – The Secretary shall:

- 379  
380 1. Record and keep, in appropriate books, the minutes of all meetings of the Board of  
381 Directors and general meetings of the Society. The Secretary shall present and  
382 distribute said minutes as requested by the President or as required by action of the  
383 Board of Directors. The Secretary shall also compile a permanent record of all  
384 motions passed by the Board of Directors and the general membership in a “book of  
385 motions” which shall be available at all meetings;  
386  
387 2. Disseminate to all members of the Board of Directors timely notification of meetings  
388 of the Board of Directors and also notify other members of the Society (who have  
389 submitted written requests for such notice) of meetings of the Board of Directors;  
390  
391 3. Notify all members of the Society of all general meetings of the Society;  
392  
393 4. Be custodian of a permanent set of minutes of all meetings of the Board of Directors  
394 and general meetings of the Society and shall make copies of requested portions of



- 395 these permanent minutes and the book of motions available to participating members,  
396 in Good Standing, upon request for same;  
397  
398 5. Present to the Board of Directors and the general membership all communications  
399 that the Secretary shall have received and have been directed to the Society and/or the  
400 officers, including those from members of the Board of Directors and other members  
401 of the Society. Appropriate communications, as determined by action of the Board of  
402 Directors or the general membership, shall be attached to and made a part of the  
403 permanent records and minutes of the Society;  
404  
405 6. Sign and issue membership certificates upon notification from the Treasurer that  
406 current dues have been paid;  
407  
408 7. Attend to all correspondence of the Society and perform all other duties incidental to  
409 the office of Secretary;  
410  
411 8. Upon leaving office, transfer all permanent records to a successor within a period of  
412 thirty (30) days.  
413

414 D) TREASURER – The Treasurer shall:  
415

- 416 1. Have care and custody and be responsible for the funds, securities, and other assets of  
417 the Society. All assets of the Society shall be deposited, invested, and held in  
418 accordance with the direction of the Board of Directors;  
419 2. Be a qualified co-signer of all notes, drafts, bills of exchange, warrants, or other orders  
420 for the payment of monies as authorized by the Board of Directors and/or executed  
421 and approved by the President or the Treasurer;  
422 3. Timely and promptly cause to be paid all obligations of the Society as approved by the  
423 Board of Directors;  
424 4. Send notices of dues and fees to all members of the Society at the beginning of each  
425 fiscal year and at other appropriate times, collect such dues and fees, and disperse  
426 them in accordance with the instructions of the Board of Directors;  
427 5. Submit a financial report and a statement of the condition of the finances of the  
428 Society, including any recommendations, at all meetings of the Board of Directors and  
429 general meetings of the Society;  
430 6. Keep current, accurate permanent records of all financial transactions of the Society.  
431 7. Submit for inspection all books, records, and accounts of the Society upon the request  
432 of any participating member in Good Standing;  
433 8. Give to the Society, in the form of a bond paid for by the Society, such security for the  
434 faithful performance of the duties of the office as the Board of Directors may require;  
435 9. Within ninety (90) days of leaving office, deliver to a successor, the President, or to  
436 such other person or entity as the Board of Directors through the President shall  
437 designate, all books, records, and other properties of the Society which are the  
438 responsibility of or in the possession of the Treasurer;  
439 10. The Board of Director may direct that all, or some, of the duties and responsibilities,  
440 enumerated in items 1, 2, 3, 4, 6 and 7 above, shall be shared with, or performed by  
441 the Executive Director.  
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444 E) DISTRICT DIRECTOR (5) – Each District Director shall:

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F) AT-LARGE DIRECTOR (2) – The At-Large Director Shall:

1. Act as Support for District Directors.
2. Act as Liaison Between All District Directors in the state.
3. Serve on Standing and Special Committees of the Society.
4. Make reports to the Board at meetings of the Board on activities in the districts.
5. Make recommendations to the Board to improve District performance.
6. Be a voting member of and attend Board Meetings and General Membership Meetings, unless otherwise excused by the President.

## SECTION 5 – VACANCIES

A) In the event of a mid term vacancy in the office of President:

1. The President-Elect shall assume, in addition to the duties and responsibilities of the office of President-Elect, the additional duties and responsibilities of the office of President for the remainder of the term;
  - a) At the completion of that term the President-Elect shall assume the office of President for the ensuing term;

493 2. If the office of President-Elect is also vacant at that time, the Board of Directors shall,  
494 by two-thirds (2/3) vote, of those voting in the affirmative or the negative appoint one  
495 of its members to assume the duties and responsibilities of the office of President for  
496 the remainder of the term.

497  
498 a) At the completion of that term there shall be an open election for the office of  
499 President.

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501 B) In the event of a mid term vacancy in the office of President-Elect:

502  
503 1. The President, with the approval of the Board of Directors, may appoint a member of  
504 the Board of Directors to assume the duties and responsibilities of the office of  
505 President-Elect. Said appointment shall encompass the duties and responsibilities  
506 only and shall not carry with it the automatic ascension to the office of President.  
507

508 2. At the completion of that term there shall be an open election for the office of both  
509 President and President-Elect.

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511  
512 C) In the event of a mid-term vacancy in any other position on the Board of Directors,  
513 except for the Immediate Past-President position, said vacancy shall be filled by  
514 appointment by the President with the approval of a majority of the Board of Directors.  
515

516 D) In the event of a midterm vacancy in the Immediate Past-President's position on the  
517 Board of Directors, the President shall appoint a past-president to fill the position.  
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520 **ARTICLE V**  
521 **MEETINGS – QUORUMS – PROCEDURES**  
522

523 **SECTION 1 – GENERAL MEETINGS**  
524

525 A) All meetings of the general membership shall only be conducted as in-person meetings.  
526

527 B) There shall be an annual meeting of the membership of the Society.  
528

529 1. The specific date, time and place of the annual meeting shall be determined by the  
530 Board of Directors.

531  
532 2. Standing and special committee reports shall be presented at the annual meeting.  
533

534 3. Election of officers and directors, as provided for in Article IV, Section 1 and 2, shall  
535 be conducted at the annual meeting.  
536

537 C) Special general meetings shall be called by the President:  
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539 1. At the discretion of the President;  
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541 2. Upon receipt by the President of a request in writing for such a meeting from five (5)  
542 members in Good Standing of the Board of Directors;

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3. Upon receipt by the President of a request in writing for such a meeting from 10% of the participating members in Good Standing of the Society.

D) Notice of all general meetings of the Society shall be mailed, by the Secretary, to the address of record of each member of the Society not less than two (2) weeks prior to the scheduled date of the meeting

1. Such notice shall include the date, time, and place of the meeting as well as any other pertinent information.
2. Notices for special general meetings shall include the date, time, place, and specific business to be conducted. No business other than as stated in the notice shall be conducted at a special general meeting.

E) Quorum

1. 10% of the participating members, in good standing, of the Society present shall constitute a quorum for a general meeting.

## **SECTION 2 – BOARD OF DIRECTORS MEETINGS**

A) Regular meeting of the Board of Directors.

1. The Board of Directors shall meet, in person or electronically, a minimum of one (1) time every three (3) months calculated from the beginning of September of each year. There shall be an in-person meeting immediately prior to the start of the annual meeting.

B) Special meeting of the Board of Directors.

1. Special meetings of the Board of Directors shall be called by the President:
  - a) At the discretion of the President;
  - b) Upon receipt by the President of a written request for such a meeting signed by at least four (4) members, in Good Standing, of the Board of Directors.

C) The secretary shall notify or cause to be notified, either in person or by mail to the address of record, each member of the Board of Directors of all meetings of the Board of Directors. Said notification shall be sent at least two (2) weeks prior to said meeting.

1. Such notice shall include the date, time, and place of the meeting as well as any other pertinent information.
2. Notices for special Board of Directors meetings shall include the date, time, place, and specific business to be conducted. No business other than as stated in the notice shall be conducted at a special Board of Directors meeting.

- 593 D) Quorum  
594 1. A majority of the membership of the Board of Directors, present, shall constitute a  
595 quorum for a meeting of the Board of Directors.  
596

597 **SECTION 3 – PROCEDURES**  
598

- 599 A) The order of business and the agenda for any Board of Directors or annual general  
600 meeting shall be established by the President.  
601
- 602 B) The rules contained in the most recent edition of Robert’s Rules of Order shall govern the  
603 meetings of the Board of Directors and of the general membership in all cases to which  
604 they are applicable and in which they are not inconsistent or in conflict with these by-  
605 laws.  
606
- 607 C) Meetings, including voting, of the Board of Directors, the Executive Committee and any  
608 other committees may be conducted “in person,” by telephonic conference, video  
609 conference, any combination thereof, providing that all who are eligible to participate  
610 have the equipment, ability and are given the opportunity to take part. All voting, at  
611 meetings conducted other than “in-person” shall be by roll call counted and recorded by  
612 the Secretary or in the case of a committee by the committee chair.  
613
- 614 D) Participating members may vote by proxy, for Officers and members of the Board of  
615 Directors, subject to the following:  
616
- 617 1. Proxy designations shall be submitted in written form and must contain the following:  
618
- 619 a) The name and signature of the person who will exercise the proxy.
  - 620
  - 621 b) The date and meeting for which it is assigned.
  - 622
  - 623 c) The name and signature of the person assigning the proxy.
  - 624
- 625 2. Both the person assigning and the person exercising the proxy must be participating  
626 members, in Good Standing, at the time the proxy is exercised.  
627
- 628 3. All proxy designations must be received by the Treasurer in a time period, designated  
629 by the Treasurer, prior to the Annual Meeting of the membership of the Society. This  
630 shall be done in order to allow for proper authorization and designation by the  
631 Treasurer of the proxy requests.  
632
- 633 4. The Treasurer shall distribute or cause to be distributed, prior to the start of the  
634 business meeting, an appropriate indication of the correct number of votes each  
635 Participating Member is entitled to cast at that business meeting.  
636
- 637 5. No person may exercise more than two (2) proxies.  
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641 **ARTICLE VI**  
642 **COMMITTEES**

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**SECTION I – STANDING COMMITTEES**

- A) As soon as practical after the conclusion of the annual meeting of the Society, the President shall appoint the Chairman and the members of the Standing Committees and Special Committees of the Society.
- B) Chairman and members of each committee shall serve for one (1) year, unless relieved earlier by the President, and their term shall end at the conclusion of the succeeding annual meeting of the Society or when a successor has been named.
- C) The standing committees of the Society shall be:
  - 1. By-Laws
  - 2. Budget and Finance
  - 3. Membership and membership retention
  - 4. Ethics
  - 5. Legislative
  - 6. Education
  - 7. Nominating – To be chaired by the President Elect

**SECTION 2 – ADDITIONAL COMMITTEES**

- A) The Board of Directors may, from time to time, establish special committees to address specific needs.
- B) The President may, from time to time, appoint special committees to address specific needs.

**ARTICLE VII  
AWARDS**

The Florida Society of Hearing Healthcare Professionals, Inc. may, from time to time, when it determines that there is an individual deserving of special recognition, award to said individual either the George Martinez Award or the Michael Schwartz Award. Each of these awards shall recognize outstanding achievements on behalf of the Florida Society of Hearing Healthcare Professionals and the hearing-impaired public.

The recipient of the George Martinez Award shall be chosen from amongst the members of this society.

691 The Michael Schwartz Award shall be reserved for an individual, not licensed in the hearing  
692 healthcare field, who has been outstanding in their support of the Society and the hearing-  
693 impaired public at large.  
694

#### 695 696 **PROCEDURE FOR SELECTION OF A RECIPIENT**

697  
698 At the Board of Directors meeting in the third (3<sup>rd</sup>) quarter of our annual meeting cycle (currently  
699 March, April & May) each Board member shall deliver, to the Executive Director, a secret ballot  
700 designating their nomination for a recipient for each of the awards. The members of the Board  
701 may, at that time, leave a blank in place of a nominee for one or both of the awards. The  
702 Executive Director shall be the custodian of the ballots and, in those years that a nominee  
703 receives a majority vote of the entire Board (not just of those voting), the Executive Director  
704 shall make arrangements for the undisclosed recipient to receive their award at that year's annual  
705 meeting.  
706

#### 707 **ARTICLE VIII** 708 **BY-LAWS AMENDMENTS**

709  
710 These By-Laws shall, from the time of their adoption, be the law of the Society and all former  
711 enactments are hereby repealed. The by-laws of the Society may be amended, modified, altered,  
712 or rescinded by a majority vote of the Participating Members, in Good Standing, at an annual  
713 meeting or special general meeting called for that purpose. Any proposed change to these by-  
714 laws shall first be submitted to the By-Laws Committee, which shall review it, discuss it with the  
715 Board of Directors, prepare it in proper form, and submit it to the general membership meeting  
716 along with the recommendations of the committee and the Board of Directors. The Participating  
717 Members at the general membership meeting may either adopt or reject the submitted change or  
718 changes.  
719

#### 720 721 **ARTICLE IX** 722 **CORPORATE SEAL**

723  
724 The Board of Directors shall provide a suitable seal containing the name of the corporation and  
725 the words "corporation not for profit" which seal shall be in the charge of the Secretary. The  
726 seal of this corporation must be affixed to all Certificates of Membership and other documents,  
727 contracts, and papers as the Board of Directors may prescribe.  
728

#### 729 730 **ARTICLE X** 731 **COMPENSATION**

732  
733 No compensation shall be paid to the Directors, Elected Officers or members of committees for  
734 services performed by them for the corporation in any capacity unless the Board of Directors  
735 shall have adopted a resolution authorizing such remuneration before the services were rendered.  
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#### 737 738 739 **ARTICLE XI** 740 **DEFINITIONS**

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In these By-Laws, unless the context requires otherwise:

- A) “Society” shall mean The Florida Society of Hearing Healthcare Professionals, Inc., and a Florida corporation not for profit.
- B) Words importing the masculine gender include the feminine gender.
- C) Words importing the feminine gender include the masculine gender.
- D) “In writing,” means written, printed or both.
- E) “Persons” shall mean individuals.

**ARTICLE XII**  
**POLITICAL ACTION COMMITTEE**

The Association hereby authorizes the existence of a Political Action Committee (hereinafter “FSHHP-PCA”) which shall operate in accordance with a set of written bylaws and Chapter 106, Florida Statutes.

The FSHHP-PAC shall operate independently from the Florida Society of Hearing Healthcare Professionals, Inc., under the direction of a Board of Directors who are members or staff of the Florida Society of Hearing Healthcare Professionals, Inc. This Board of Directors shall be Co-Chaired by the Legislative Consultant and the Executive Director of the Florida Society of Hearing Healthcare Professionals, Inc.

The Florida Society of Hearing Healthcare Professionals, Inc., shall include on its members’ annual membership and dues statements a suggested amount to be paid by the members as a voluntary donation (non-tax deductible) to the FSHHP-PAC. Such funds, as collected by FSHHP, shall be transferred from the Florida Society of Hearing Healthcare Professionals, Inc., to the FSHHP-PAC at least monthly. All FSHHP-PAC donations paid, by members, other individuals and any other entities, to the Florida Society of Hearing Healthcare Professionals, Inc., shall be considered as donations paid directly to the FSHHP-PAC and shall not be the property of the Florida Society of Hearing Healthcare Professionals, Inc. All required information relating to the payment of donations, including, but not limited to, name, address, occupation and date of payment of the donation, shall be transmitted to the FSHHP-PAC with the monthly transfer of funds so that the FSHHP-PAC may accurately and timely report the donations it has received.

Should any member of the Florida Society of Hearing Healthcare Professionals, Inc., elect not to participate in the FSHHP-PAC, he or she may do so by electing not to direct the payment of any funds to the FSHHP-PACC as indicated on the annual membership and dues statement.

The Florida Society of Hearing Healthcare Professionals, Inc., reserves the right to dissolve the FSHHP-PAC, by a majority vote of its’ Board of Directors.



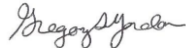
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**ARTICLE XIII  
SEVERABILITY**

Any provision of these By-Laws which shall be found invalid by any Court of Law shall have no effect on any other provision of these By-Laws.

These By-Laws were adopted by a majority vote of the membership at a general membership meeting on the 13 day of JULY, 2019.

PRESIDENT:

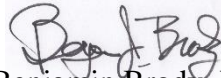


Gregory Yordon, HAS

SECRETARY:

Stephen Sherbin, HAS \_\_\_\_\_

BY-LAWS COMMITTEE CHAIRMAN:



Benjamin Brody, HAS